

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Louisiana-Pacific Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**93-0609074**  
(I.R.S. Employer  
Identification No.)

**414 Union Street, Suite 2000  
Nashville, Tennessee 37219**  
(Address of Principal Executive Offices Including Zip Code)

**2013 Omnibus Stock Award Plan**  
(Full Title of the Plan)

**Mark A. Fuchs**  
**Vice President and General Counsel**  
**Louisiana-Pacific Corporation**  
**414 Union Street, Suite 2000**  
**Nashville, Tennessee 37219**  
**Telephone (615) 986-5600**  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$1.00 per share	5,888,570 <sup>(1)(2)</sup>	\$17.73 <sup>(3)</sup>	\$104,404,346.10 <sup>(3)</sup>	\$14,241

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the "**Securities Act**"), this Registration Statement also covers such additional shares of Common Stock, par value \$1.00 per share (the "**Common Stock**"), of Louisiana-Pacific Corporation, a Delaware corporation (the "**Registrant**"), as may become issuable pursuant to the anti-dilution provisions of the Registrant's 2013 Omnibus Stock Award Plan (the "**Plan**").
- (2) One right (each, a "**Right**") to purchase Series A Junior Participating Cumulative Preferred Stock, par value \$1.00 per share, of the Registrant (the "**Preferred Stock**") will be issued with each share of Common Stock. The terms of the Rights are described in the Form 8-A filed by the Registrant with the Securities and Exchange Commission on June 17, 2008.
- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on May 2, 2013, a date that is within five business days prior to filing.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “**Commission**”). The following documents, which are on file with the Commission, are incorporated into this Registration Statement by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 (Commission File No. 001-07107) filed with the Commission on February 28, 2013;
- (b) The Registrant’s Quarterly Report on Form 10-Q for the period ended March 31, 2013 (Commission File No. 001-07107) filed with the Commission on May 7, 2013;
- (c) The description of the Registrant’s Common Stock contained in Exhibit 99.1 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2008 (Commission File No. 001-07107) filed with the Commission on August 4, 2008; and
- (d) The description of the Rights and the Preferred Stock contained in the Registrant’s Registration Statement on Form 8-A (Commission File No. 001-07107) filed with the Commission on June 17, 2008, and all amendments and reports filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant is incorporated in Delaware. Under Section 145 of the Delaware General Corporation Law, a Delaware corporation has the power, under specified circumstances, to indemnify its directors, officers, employees and agents in connection with actions, suits or proceedings brought against them by a third party or in the right of the corporation, by reason of the fact that they were or are such directors, officers, employees or agents, against expenses and liabilities incurred in any such action, suit or proceedings so long as they acted in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of such corporation, and with respect to any criminal action if they had no reasonable cause to believe their conduct was unlawful. With respect to suits by or in the right of such corporation, however, indemnification is generally limited to attorneys' fees and other expenses and is not available if such person is adjudged to be liable to such corporation unless the court determines that indemnification is appropriate. A Delaware corporation also has the power to purchase and maintain insurance for such persons, and the Registrant has acquired directors and officers insurance which includes coverage for liability under the federal securities laws. The Registrant's certificate of incorporation and bylaws provide for indemnification of directors and officers to the fullest extent permitted by Section 145 of the Delaware General Corporation Law. The Registrant has also entered into indemnification agreements with its directors and officers that provide them with indemnification to the fullest extent permitted by Section 145 of the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that such provision may not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 (relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock) of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's certificate of incorporation contains such a provision.

The above discussion of the Registrant's certificate of incorporation, bylaws, indemnification agreements and Sections 102(b)(7) and 145 of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by such certificate of incorporation, bylaws, indemnification agreements and statutes.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007 (Commission File No. 001-07107) filed with the Commission on March 7, 2008)
4.2	Amended Certificate of Designation of Series A Junior Participating Cumulative Preferred Stock (incorporated herein by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2009 (Commission File No. 001-07107) filed with the Commission on August 5, 2009)
4.3	Bylaws of the Registrant, as amended and restated effective November 5, 2010 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (Commission File No. 001-07107) filed with the Commission on November 9, 2010)
4.4	2013 Omnibus Stock Award Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2013 (Commission File No. 001-07107) filed with the Commission on May 7, 2013)
4.5	Rights Agreement, dated as of May 23, 2008, between the Registrant and Computershare Trust Company, N.A., as Rights Agent, including the form of Right Certificate attached thereto as Exhibit A and the Summary of Rights to Purchase Preferred Shares attached thereto as Exhibit B (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A (Commission File No. 001-07107) filed with the Commission on June 17, 2008)
5.1	Opinion of Counsel
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Counsel (included in Exhibit 5.1)
24.1	Power of Attorney

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof)

which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



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John W. Weaver

Director

\* This Registration Statement has been signed on behalf of the above officers and directors by Mark A. Fuchs, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: May 8, 2013

By: /s/ Mark A. Fuchs

Mark A. Fuchs, Attorney-in-Fact

## EXHIBIT INDEX

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**JONES DAY**

NORTH POINT — 901 LAKESIDE AVENUE — CLEVELAND, OHIO 44114.1190

TELEPHONE: +1.216.586.3939 — FACSIMILE: +1.216.579.0212

May 8, 2013

Louisiana-Pacific Corporation  
414 Union Street, Suite 2000  
Nashville, TN 37219

Re: Registration Statement on Form S-8 Filed by Louisiana-Pacific Corporation

Ladies and Gentlemen:

We have acted as counsel for Louisiana-Pacific Corporation, a Delaware corporation (the “**Company**”), in connection with the Company’s 2013 Omnibus Stock Award Plan (the “**Plan**”). In connection with the opinions expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinions. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. The 5,888,570 shares (the “**Shares**”) of Common Stock, par value \$1.00 per share, of the Company (the “**Common Stock**”), that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “**Award Agreements**”) have been authorized by all necessary corporate action of the Company and will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof; and

2. When issued in accordance with the Rights Agreement, dated as of May 23, 2008 (the “**Rights Agreement**”), by and between the Company and Computershare Trust Company, N.A., as rights agent, the Rights (as defined in the Rights Agreement, the “**Rights**”) will be validly issued.

As to facts material to the opinions and assumptions expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. The opinions expressed herein are limited to the General Corporation Law of the State of Delaware as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinions above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

The opinion set forth in numbered paragraph two above is limited to the valid issuance of the Rights under the corporation laws of the State of Delaware. We do not express any opinion herein with respect to any other aspect of the Rights, the effect of equitable principles or fiduciary considerations relating to the adoption of the Rights Agreement or the issuance of the Rights or the enforceability or any

ALKHOBAR — AMSTERDAM — ATLANTA — BEIJING — BOSTON — BRUSSELS — CHICAGO — CLEVELAND — COLUMBUS — DALLAS  
DUBAI — DÜSSELDORF — FRANKFURT — HONG KONG — HOUSTON — IRVINE — JEDDAH — LONDON — LOS ANGELES  
MADRID — MEXICO CITY — MILAN — MOSCOW — MUNICH — NEW YORK — PARIS — PITTSBURGH — RIYADH — SAN DIEGO  
SAN FRANCISCO — SÃO PAULO — SHANGHAI — SILICON VALLEY — SINGAPORE — SYDNEY — TAIPEI — TOKYO — WASHINGTON

particular provisions of the Rights Agreement. In rendering the opinion set forth in numbered paragraph two above, we have assumed that the Board of Directors of the Company has acted and will act in the good faith exercise of its business judgment with respect to the authorization of the issuance of the Rights and the execution of the Rights Agreement.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Shares to be issued or delivered and sold pursuant to the Plan under the Securities Act of 1933 (the "**Act**"). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28 2013, relating to the consolidated financial statements of Louisiana-Pacific Corporation, and the effectiveness of Louisiana-Pacific Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Louisiana-Pacific Corporation for the year ended December 31, 2012.

/s/ DELOITTE & TOUCHE LLP

Nashville, Tennessee

May 8, 2013

**REGISTRATION STATEMENT ON FORM S-8**

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each of the undersigned directors and officers of Louisiana-Pacific Corporation, a Delaware corporation (the "**Registrant**"), does hereby constitute and appoint each of Curtis M. Stevens, Sallie B. Bailey and Mark A. Fuchs, or any of them, each acting alone, as the true and lawful attorney-in-fact or attorneys-in-fact for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (1) one or more Registration Statements on Form S-8 (the "**Form S-8 Registration Statement**") with respect to the registration under the Securities Act of 1933 of Common Stock of the Registrant issuable in connection with the Registrant's 2013 Omnibus Stock Award Plan, (2) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (3) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in the premises, or in the name, place and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 2nd day of May, 2013.

/s/ Curtis M. Stevens  
Curtis M. Stevens  
Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Sallie B. Bailey  
Sallie B. Bailey  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Rebecca A. Barckley  
Rebecca A. Barckley  
Controller, Financial Reporting  
(Principal Accounting Officer)

/s/ E. Gary Cook  
E. Gary Cook  
Chairman of the Board

/s/ Archie W. Dunham  
Archie W. Dunham  
Director

/s/ Daniel K. Frierson  
Daniel K. Frierson  
Director

/s/ Lizanne C. Gottung  
Lizanne C. Gottung  
Director

/s/ Kurt M. Landgraf  
Kurt M. Landgraf  
Director

/s/ Dustan E. McCoy  
Dustan E. McCoy  
Director

/s/ Colin D. Watson  
Colin D. Watson  
Director

/s/ John W. Weaver  
John W. Weaver  
Director