

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported):
April 24, 2012

LENNOX INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15149
(Commission File Number)

42-0991521
(IRS Employer
Identification No.)

2140 Lake Park Blvd.
Richardson, Texas 75080
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:
(972) 497-5000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Lennox International Inc. (the “Company”) today announced the sale of its Lennox Hearth Products business to Comvest Investment Partners IV, a fund of private investment firm The Comvest Group. The all cash deal closed on April 24, 2012. Attached hereto as Exhibit 99.1 is the press release filed today by the Company in connection with this event.

Revised 2011 quarterly and annual earnings statements, which show the effect of the removal of the Hearth business on the Company’s 2011 results, are furnished herewith as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press Release dated April 25, 2012*
99.2	Financial Information*

* The information contained in Item 7.01, Exhibit 99.1 and Exhibit 99.2 of this Current Report, is being “furnished” with the Securities and Exchange Commission and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section. Furthermore, such information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless specifically identified as being incorporated therein by reference

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LENNOX INTERNATIONAL INC.

Date: April 25, 2012

By: /s/ Robert W. Hau

Name: Robert W. Hau

Title: Executive Vice President and Chief Financial Officer

Lennox International Announces Sale of Hearth Business

DALLAS, April 25, 2012 -- Lennox International Inc. (NYSE: LII) today announced the sale of its Lennox Hearth Products business to Comvest Investment Partners IV, a fund of private investment firm The Comvest Group. The all cash deal closed on April 24. Terms were not disclosed.

Revised 2011 quarterly and annual earnings statements, which show the effect of the removal of the Hearth business on the Company's 2011 results, are included in a Form 8-K filed today with the Securities and Exchange Commission.

Lennox International Inc. is a global leader in the heating, ventilation, air conditioning, and refrigeration markets. Lennox International stock is traded on the New York Stock Exchange under the symbol "LII". Additional information is available at <http://www.lennoxinternational.com>.

CONTACT: Steve Harrison, Vice President, Investor Relations of Lennox International Inc., (972) 497-6670



Consolidated Statements of Operations

(Unaudited, in millions, except per share data)

	2011 as Reported					2011 Revised for Discontinued Operations					Variances				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 687.8	\$ 937.0	\$ 923.0	\$ 755.8	\$ 3,303.6	\$ 669.4	\$ 914.1	\$ 903.1	\$ 735.4	\$ 3,222.0	\$ (18.4)	\$ (22.9)	\$ (19.9)	\$ (20.4)	\$ (81.6)
Cost of goods sold	522.6	689.4	691.9	566.1	2,470.0	505.1	669.9	674.6	547.6	2,397.2	(17.5)	(19.5)	(17.3)	(18.5)	(72.8)
Gross profit	165.2	247.6	231.1	189.7	833.6	164.3	244.2	228.5	187.8	824.8	(0.9)	(3.4)	(2.6)	(1.9)	(8.8)
Operating expenses:															
Selling, general and administrative expenses	173.9	175.2	166.3	144.5	659.9	167.3	169.8	161.3	140.3	638.7	(6.6)	(5.4)	(5.0)	(4.2)	(21.2)
Losses (gains) and other expenses, net	(0.3)	0.9	2.5	1.9	5.0	(0.3)	1.2	2.6	1.9	5.4	-	0.3	0.1	-	0.4
Restructuring charges	1.2	2.4	10.8	1.6	16.0	1.2	2.4	10.8	1.6	16.0	-	-	-	-	-
Asset impairment	-	-	-	7.0	7.0	-	-	-	0.3	0.3	-	-	-	(6.7)	(6.7)
Goodwill impairment	-	-	-	7.6	7.6	-	-	-	-	-	-	-	-	(7.6)	(7.6)
Income from equity method investments	(2.6)	(3.4)	(3.0)	(0.6)	(9.6)	(2.6)	(3.4)	(3.0)	(0.6)	(9.6)	-	-	-	-	-
Operational income (loss) from continuing operations	(7.0)	72.5	54.5	27.7	147.7	(1.3)	74.2	56.8	44.3	174.0	5.7	1.7	2.3	16.6	26.3
Interest expense, net	4.1	4.3	4.1	4.3	16.8	4.1	4.3	4.1	4.3	16.8	-	-	-	-	-
Other expense, net	-	0.1	-	0.2	0.3	-	0.1	-	0.2	0.3	-	-	-	-	-
Income (loss) from continuing operations before income taxes	(11.1)	68.1	50.4	23.2	130.6	(5.4)	69.8	52.7	39.8	156.9	5.7	1.7	2.3	16.6	26.3
Provision (Benefit) for income taxes	(3.9)	23.1	16.6	6.5	42.3	(1.9)	23.7	17.4	12.4	51.6	2.0	0.6	0.8	5.9	9.3
Income (loss) from continuing operations	(7.2)	45.0	33.8	16.7	88.3	(3.5)	46.1	35.3	27.4	105.3	3.7	1.1	1.5	10.7	17.0
Discontinued operations:															
Operational loss from discontinued operations	-	-	-	-	-	5.7	1.7	2.3	16.6	26.3	5.7	1.7	2.3	16.6	26.3
Income tax benefit	-	-	-	-	-	(2.0)	(0.6)	(0.8)	(5.9)	(9.3)	(2.0)	(0.6)	(0.8)	(5.9)	(9.3)
Loss from discontinued operations	-	-	-	-	-	3.7	1.1	1.5	10.7	17.0	3.7	1.1	1.5	10.7	17.0
Net income (loss)	\$ (7.2)	\$ 45.0	\$ 33.8	\$ 16.7	\$ 88.3	\$ (7.2)	\$ 45.0	\$ 33.8	\$ 16.7	\$ 88.3	\$ -	\$ -	\$ -	\$ -	\$ -
Earnings per share - Diluted															
Income (loss) from continuing operations	\$ (0.13)	\$ 0.83	\$ 0.64	\$ 0.32	\$ 1.65	\$ (0.06)	\$ 0.85	\$ 0.67	\$ 0.53	\$ 1.97	\$ 0.07	\$ 0.02	\$ 0.03	\$ 0.21	\$ 0.32
Loss from discontinued operations	-	-	-	-	-	(0.07)	(0.02)	(0.03)	(0.21)	(0.32)	(0.07)	(0.02)	(0.03)	(0.21)	(0.32)
Net income (loss)	\$ (0.13)	\$ 0.83	\$ 0.64	\$ 0.32	\$ 1.65	\$ (0.13)	\$ 0.83	\$ 0.64	\$ 0.32	\$ 1.65	\$ -	\$ -	\$ -	\$ -	\$ -



Reconciliation of GAAP Measures and non-GAAP Measures

(Unaudited, in millions, except per share data)

	2011 as Reported					2011 Revised for Discontinued Operations					Variances				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Income (loss) from continuing operations before income taxes, a GAAP measure	\$ (11.1)	\$ 68.1	\$ 50.4	\$ 23.2	\$ 130.6	\$ (5.4)	\$ 69.8	\$ 52.7	\$ 39.8	\$ 156.9	\$ 5.7	\$ 1.7	\$ 2.3	\$ 16.6	\$ 26.3
Special product quality adjustment	-	(2.4)	-	(1.9)	(4.3)	-	(2.4)	-	(1.9)	(4.3)	-	-	-	-	-
Restructuring charges	1.2	2.4	10.8	1.6	16.0	1.2	2.4	10.8	1.6	16.0	-	-	-	-	-
Asset impairment	-	-	-	7.0	7.0	-	-	-	0.3	0.3	-	-	-	(6.7)	(6.7)
Goodwill impairment	-	-	-	7.6	7.6	-	-	-	-	-	-	-	-	(7.6)	(7.6)
Items in losses (gains) and other expenses, net (1)	0.9	1.0	3.1	(0.5)	4.5	0.9	1.3	3.2	(0.5)	4.9	-	0.3	0.1	-	0.4
Interest expense, net	4.1	4.3	4.1	4.3	16.8	4.1	4.3	4.1	4.3	16.8	-	-	-	-	-
Other expense, net	-	0.1	-	0.2	0.3	-	0.1	-	0.2	0.3	-	-	-	-	-
Adjusted income (loss) from continuing operations before income taxes, a non-GAAP measure	\$ (4.9)	\$ 73.5	\$ 68.4	\$ 41.5	\$ 178.5	\$ 0.8	\$ 75.5	\$ 70.8	\$ 43.8	\$ 190.9	\$ 5.7	\$ 2.0	\$ 2.4	\$ 2.3	\$ 12.4
Income (loss) from continuing operations, a GAAP measure	\$ (7.2)	\$ 45.0	\$ 33.8	\$ 16.7	\$ 88.3	\$ (3.5)	\$ 46.1	\$ 35.3	\$ 27.4	\$ 105.3	\$ 3.7	\$ 1.1	\$ 1.5	\$ 10.7	\$ 17.0
Special product quality adjustment, after tax	-	(1.5)	-	(1.3)	(2.8)	-	(1.5)	-	(1.3)	(2.8)	-	-	-	-	-
Restructuring charges, after tax	0.8	1.6	6.7	1.5	10.6	0.8	1.6	6.7	1.5	10.6	-	-	-	-	-
Asset impairment, after tax	-	-	-	4.5	4.5	-	-	-	0.2	0.2	-	-	-	(4.3)	(4.3)
Goodwill impairment, after tax	-	-	-	5.0	5.0	-	-	-	-	-	-	-	-	(5.0)	(5.0)
Items in losses (gains) and other expenses, net after tax (1)	0.6	0.4	2.0	-	3.0	0.6	0.6	2.0	-	3.2	-	0.2	-	-	0.2
Adjusted income (loss) from continuing operations, a non-GAAP measure	\$ (5.8)	\$ 45.5	\$ 42.5	\$ 26.4	\$ 108.6	\$ (2.1)	\$ 46.8	\$ 44.0	\$ 27.8	\$ 116.5	\$ 3.7	\$ 1.3	\$ 1.5	\$ 1.4	\$ 7.9
Earnings per share from continuing operations - diluted, a GAAP measure (2)	\$ (0.13)	\$ 0.83	\$ 0.64	\$ 0.32	\$ 1.65	\$ (0.06)	\$ 0.85	\$ 0.67	\$ 0.53	\$ 1.97	\$ 0.07	\$ 0.02	\$ 0.03	\$ 0.21	\$ 0.32
Special product quality adjustment, after tax	-	(0.03)	-	(0.02)	(0.05)	-	(0.03)	-	(0.02)	(0.05)	-	-	-	-	-
Restructuring charges, after tax	0.01	0.03	0.13	0.03	0.20	0.01	0.03	0.13	0.03	0.20	-	-	-	-	-
Asset impairment, after tax	-	-	-	0.08	0.08	-	-	-	-	-	-	-	-	(0.08)	(0.08)
Goodwill impairment, after tax	-	-	-	0.10	0.10	-	-	-	-	-	-	-	-	(0.10)	(0.10)
Items in losses (gains) and other expenses, net, after tax (1)	0.01	0.01	0.03	-	0.06	0.01	0.01	0.03	-	0.06	-	-	-	-	-
Adjusted earnings per share from continuing operations - diluted, a non-GAAP measure (2)	\$ (0.11)	\$ 0.84	\$ 0.80	\$ 0.51	\$ 2.04	\$ (0.04)	\$ 0.86	\$ 0.83	\$ 0.53	\$ 2.18	\$ 0.07	\$ 0.02	\$ 0.03	\$ 0.02	\$ 0.14

(1) Items in losses, gains and other expense, net include a special legal contingency charge, acquisition costs, net change in unrealized gains or losses on open futures contracts, loss or gain on sale of entity, and other items.

(2) Reconciliation of earnings per share may not add due to rounding differences.