TENNECO INC Form 8-K February 06, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 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): February 3, 2012 (February 2, 2012)

# TENNECO INC.

(Exact Name of Registrant as Specified in Charter)

**Delaware** (State or Other Jurisdiction of

1-12387 (Commission File Number) 76-0515284 (IRS Employer

Incorporation)

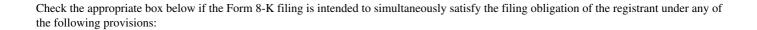
Identification No.)

## 500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS

60045 (Zip Code)

(Address of Principal Executive Offices)

Registrant s telephone number, including area code: (847) 482-5000



- " 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 2, 2012, Tenneco Inc. received notice from Mr. Charles W. Cramb that he was resigning from the Company s Board of Directors. Mr. Cramb has served as a director of the Company since March 2003 and served as the Chairman of the Company s Audit Committee. At a meeting held on February 3, 2012, the Company s Board of Directors accepted Mr. Cramb s resignation and reduced the size of the Company s Board of Directors from nine to eight, effective immediately. In addition, the Company s Board of Directors, upon recommendation of the Company s Compensation/Nominating/Governance Committee, appointed Ms. Jane L. Warner as a member of the Company s Audit Committee and appointed Mr. Dennis J. Letham as the Chairman of the Company s Audit Committee, each effective immediately. Ms. Warner will no longer serve as a member of the Company s Compensation/Nominating/Governance Committee.

#### **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.

#### TENNECO INC.

Date: February 3, 2012 By: /s/ James D. Harrington

James D. Harrington

Senior Vice President, General Counsel and Corporate Secretary