

Bingham Douglas B  
Form 4  
March 11, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bingham Douglas B

(Last) (First) (Middle)

C/O ARMSTRONG FLOORING,  
INC., 2500 COLUMBIA AVENUE,  
P.O. BOX 3025

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Armstrong Flooring, Inc. [AFI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount         | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/07/2019                           |                                                    | M                              |                                                                   | 259 <u>(1)</u> | A          | \$ 13.25                                                                                      | 3,530                                                    | D                                                     |
| Common Stock                    | 03/07/2019                           |                                                    | F                              |                                                                   | 73 <u>(2)</u>  | D          | \$ 13.25                                                                                      | 3,457                                                    | D                                                     |
| Common Stock                    | 03/07/2019                           |                                                    | M                              |                                                                   | 349 <u>(1)</u> | A          | \$ 13.25                                                                                      | 3,806                                                    | D                                                     |
| Common Stock                    | 03/07/2019                           |                                                    | F                              |                                                                   | 98 <u>(2)</u>  | D          | \$ 13.25                                                                                      | 3,708                                                    | D                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                               |
| Restricted Stock Unit (3)                  | (3)                                                    | 03/07/2019                           |                                                    | M                              |                                                                                         | 259                                                      | 03/07/2019 (4)                                                | Common Stock 259              |
| Restricted Stock Unit (3)                  | (3)                                                    | 03/07/2019                           |                                                    | M                              |                                                                                         | 349                                                      | 03/07/2019 (4)                                                | Common Stock 349              |
| Restricted Stock Unit (3)                  | (3)                                                    | 03/07/2019                           |                                                    | A                              |                                                                                         | 4,246                                                    | (5) (5)                                                       | Common Stock 4,246            |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships                    |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                 | Director 10% Owner Officer Other |
| Bingham Douglas B<br>C/O ARMSTRONG FLOORING, INC.<br>2500 COLUMBIA AVENUE, P.O. BOX 3025<br>LANCASTER, PA 17603 | SVP, CFO                         |

## Signatures

/s/Christopher S. Parisi, as  
Attorney-in-Fact 03/11/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Reflects the conversion of previously granted restricted stock units into shares of Issuer's common stock in connection with the vesting of the restricted stock units.
- (2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of restricted stock units granted to the Reporting Person.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated.
- (4) Not applicable.
- (5) 4,246 restricted stock units were granted to the Reporting Person on March 7, 2019. The restricted stock units will vest as follows (i) 1,415 on the first anniversary of the grant, (ii) 1,415 on the second anniversary of the grant, and (iii) 1,416 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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