
**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): December 10, 2009

ACUITY BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Company or organization)

001-16583
(Commission File Number)

58-2632672
(I.R.S. Employer
Identification No.)

1170 Peachtree St., N.E., Suite 2400, Atlanta, GA
(Address of principal executive offices)

30309
(Zip Code)

Registrant's telephone number, including area code: 404-853-1400

Not Applicable
(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:

- 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 8.01. Other Events.

On December 10, 2009, Acuity Brands, Inc. issued a press release announcing the expiration and final results of its previously announced cash tender offer to purchase any and all of the outstanding 8.375% Notes due 2010 (the "Notes"), as to which the Company and Acuity Brands Lighting, Inc. are co-obligors. \$175,745,000 in aggregate principal amount of the Notes, representing approximately 87.87% of the outstanding Notes, were validly tendered and not validly withdrawn in the tender offer. A copy of the press release relating to the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

99.1 December 10, 2009 Press Release

99.1 December 10, 2009 Press Release



News Release

Acuity Brands, Inc.
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Suite 2400
Atlanta, GA 30309
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AcuityBrands.com

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**Acuity Brands Announces Expiration and Final Results of
Tender Offer for its 8.375% Notes Due 2010**

ATLANTA, December 10, 2009 – Acuity Brands, Inc. (NYSE: AYI) (the “Company”) today announced the expiration and final results of its previously announced cash tender offer to purchase any and all of the outstanding 8.375% Notes due August 1, 2010 (CUSIP No. 00508YAB8) (the “Notes”), as to which the Company and Acuity Brands Lighting, Inc. are co-obligors. The tender offer was made pursuant to an Offer to Purchase dated December 1, 2009 (the “Offer to Purchase”) and related Letter of Transmittal, which more fully set forth the terms and conditions of the tender offer. As of December 1, 2009, the aggregate principal amount of the Notes outstanding was \$200 million.

The tender offer expired at 5:00 p.m., New York City time, on December 9, 2009. \$175,745,000 in aggregate principal amount of the Notes, representing approximately 87.87% of the outstanding Notes, were validly tendered and not validly withdrawn in the tender offer. The Company has accepted for purchase all such Notes. The total consideration plus the applicable accrued and unpaid interest will be paid to the tendering holders today, which is the settlement date.

J.P. Morgan Securities Inc. and Banc of America Securities LLC served as the dealer managers for the tender offer and Global Bondholder Services Corporation served as the depositary and information agent for the tender offer.

About Acuity Brands, Inc.

Acuity Brands, Inc., the parent company of Acuity Brands Lighting, Inc. and other subsidiaries, is one of the world’s leading providers of lighting fixtures and related products and services with fiscal year 2009 net sales of over \$1.6 billion. The Company’s brands include Lithonia Lighting®, Holophane®, Peerless®, Mark Architectural Lighting™, Hydrel®, American Electric Lighting®, Gotham®, Carandini®, RELOC®, MetalOptics®, Antique Street Lamps™, Tersen™, Synergy® Lighting Controls, Sensor Switch®, Lighting Control & Design™, and ROAM®. Headquartered in Atlanta, Georgia, Acuity Brands employs approximately 6,000 associates and has operations throughout North America and in Europe and Asia.