

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) SEPTEMBER 29, 2005

ACUITY BRANDS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of in
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))

ITEM 1.01 - ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Amendment to Receivables Facility

Acuity Brands, Inc. (the "Company") maintains an agreement ("Receivables Facility") to borrow, on an ongoing basis, funds secured by undivided interests in a defined pool of trade accounts receivable of its lighting equipment and specialty products segments. Effective September 29, 2005, the Company renewed the Receivables Facility for a one-year period. Acuity Enterprise, Inc., a Delaware corporation, Acuity Unlimited Inc., a Delaware corporation, Acuity Specialty Products Group, Inc., a Delaware corporation, Acuity Lighting Group, Inc., a Delaware corporation, Blue Ridge Asset Funding Corporation, a Delaware corporation, and Wachovia Bank, National Association, are each a party to the Receivables Facility. As of August 31, 2005, there were no amounts outstanding under the Receivables Facility.

ITEM 2.02 - RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 5, 2005, the Company issued a press release containing information about the Company's results of operations for its fiscal year and fourth quarter ended August 31, 2005. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in this paragraph, as well as Exhibit 99.1 referenced herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

ITEM 2.03 - CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information regarding the Receivables Facility contained above in Item 1.01 is incorporated into this Item 2.03 by reference.

ITEM 8.01 - OTHER EVENTS

On October 5, 2005, the Company issued a press release announcing the date and location of its annual meeting of stockholders. A copy of this press release is attached hereto as Exhibit 99.2.

In addition, on October 5, 2005, the Company issued a press release announcing the declaration of a dividend on its common stock and the implementation of a share repurchase program. A copy of this press release is attached hereto as Exhibit 99.3.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 99.1 Press release dated October 5, 2005.
- 99.2 Press release dated October 5, 2005.
- 99.3 Press release dated October 5, 2005.

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 thereunto duly authorized.

Date: October 5, 2005

ACUITY BRANDS, INC.

By: /s/ Kenyon W. Murphy

Kenyon W. Murphy
Senior Vice President and General Counsel

EXHIBIT INDEX

- 99.1 Press release dated October 5, 2005.
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- 99.3 Press release dated October 5, 2005.

ACUITY BRANDS

NEWS RELEASE

Acuity Brands, Inc.
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Atlanta, GA 30309

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Fax: 404 853 1430

AcuityBrands.com

COMPANY CONTACT:
DAN SMITH
ACUITY BRANDS, INC.
(404) 853-1423

ACUITY BRANDS REPORTS 2005 FOURTH QUARTER AND FULL YEAR RESULTS

ATLANTA - October 5, 2005 - Acuity Brands, Inc. (NYSE: AYI) announced today that it expects to report net income for the fourth quarter of fiscal 2005 of \$27.8 million, or \$0.61 per diluted share. Net income in the fourth quarter of 2005 included a pretax charge of \$6.0 million, or \$0.09 per diluted share, for additional severance costs related to the previously announced reduction in force as well as certain follow-on actions under the Company's ongoing restructuring program. Also included in net income for the fourth quarter of 2005 was a pretax gain related to sales of property of \$1.8 million, or \$0.03 per diluted share, and a lower effective tax rate, which benefited the quarter by approximately \$0.06 per diluted share. Lastly, higher diluted shares outstanding during the current quarter lowered earnings per share by \$0.03 compared to the year-ago period. Net income in the fourth quarter of 2004 was \$26.8 million, or \$0.62 per diluted share.

The Company generated \$75.9 million in cash flow from operations in the fourth quarter of 2005. Total debt at August 31, 2005 was \$372.3 million compared to \$395.7 million one year earlier, while cash on hand grew to \$98.5 million from \$14.1 million at the end of August 2004. Total debt outstanding as of August 31, 2005 was comprised primarily of fixed rate obligations with longer-term maturities. Net debt (total debt less cash and cash equivalents) was \$273.8 million at August 31, 2005 compared to \$381.6 million at the end of the prior year, a decrease of \$107.8 million or 28%.

Net sales for the quarter ended August 31, 2005 increased \$33.8 million, or 6%, to \$597.2 million from the year-ago period. The increase was due primarily to the positive impact of price increases and, to a lesser degree, unit volume growth. Consolidated

gross profit grew approximately 2% to \$232.5 million, while gross profit margins decreased to 38.9% of net sales in the fourth quarter of fiscal 2005 from 40.6% reported in the year-ago period. The increase in gross profit was due primarily to higher selling prices and a more favorable mix of products sold, partially offset by higher costs for raw materials and components. Gross profit as a percentage of net sales primarily declined because the increase in net sales largely offset rising raw material costs. Overall, raw material and component costs increased approximately \$25.0 million in the fourth quarter of 2005 compared to the year-ago period. Operating expenses were \$188.3 million, or 31.5% of net sales, in the fourth quarter of 2005 compared to \$179.8 million, or 31.9% of net sales, reported in the year-ago period. The increase in operating expenses in the current quarter was due primarily to the \$6.0 million special charge and higher freight and distribution expenses, partially offset by benefits from the previously announced reduction in force. Consolidated operating profit for the fourth quarter of 2005, which included the \$6.0 million charge, decreased \$4.8 million to \$44.2 million from \$49.0 million reported in the year-ago period.

Fourth Quarter Segment and Corporate Overview

Net sales at Acuity Brands Lighting (ABL) in the fourth quarter of fiscal 2005 were \$452.5 million, a company record, compared to \$422.5 million reported in the year-ago period, an increase of \$30.0 million, or 7%. Net sales at ABL increased over the prior year due primarily to better pricing, a more favorable mix of products sold, and greater shipments in certain channels, partially offset by lower volume in the core commercial and industrial business. The backlog at August 31, 2005 of \$152.2 million approximated the backlog at the end of the prior year. Operating profit at ABL was \$37.3 million in the fourth quarter of fiscal 2005, a decrease of \$4.4 million from the year-ago period, and included a pretax charge of \$3.0 million, primarily for an increase in costs associated with the previously announced reduction in force and additional severance for ongoing programs to streamline certain operations. The decrease in operating profit was due primarily to the special charge; higher raw material and component costs; greater expenses for freight and distribution; and higher commission expense. These items were partially offset by the positive impact of price increases, favorable changes in the mix of products sold, and benefits from the reduction in workforce announced in the

second quarter of fiscal 2005. Raw materials and component costs increased over \$20.0 million compared to the year-ago period, while distribution and freight expenses increased approximately \$5.0 million over the prior year.

Net sales at Acuity Specialty Products (ASP) in the fourth quarter of fiscal 2005 increased \$3.9 million, or 3%, to \$144.7 million from \$140.8 million in the year-ago period. The increase in net sales was due primarily to more favorable pricing in the domestic industrial and institutional channel and the favorable impact of foreign currency translation on international sales, partially offset by lower unit volume. Operating profit at ASP for the fourth quarter of fiscal 2005 was \$17.1 million compared to \$14.8 million reported in the year-ago period, an increase of 16%. The increase in operating profit in the fourth quarter of fiscal 2005 was due primarily to the positive impact of price increases and benefits from the second quarter reduction in force, partially offset by the \$0.6 million special charge related to additional actions to be taken as part of the previously announced reduction in force and by higher costs for certain raw materials.

Corporate expenses were \$10.1 million in the fourth quarter of fiscal 2005 compared to \$7.5 million in the year-ago period. The increase included an additional special charge of \$2.4 million primarily for non-cash costs associated with long-term incentive programs for those employees included in the restructuring. Net interest expense in the fourth quarter of fiscal 2005 increased to \$8.7 million from \$8.5 million reported in the year-ago period. The consolidated income tax rate for the Company was 26.7% for the quarter ended August 31, 2005 as compared to 33.9% for the quarter ended August 31, 2004. The decrease in the effective rate was due primarily to certain tax credits associated with the Mexican operations and state tax benefits. The Company expects the tax rate to be approximately 35% in fiscal 2006.

Fiscal Year Results

Net sales for the year ended August 31, 2005 increased \$68.7 million, or 3%, to \$2,172.9 million compared to \$2,104.2 million reported in the same period a year ago. Consolidated operating profit for fiscal 2005 was \$106.7 million as compared to operating profit of \$137.9 million in the prior year. Fiscal 2005 net income was \$52.2

million, or \$1.17 per diluted share, compared to last year's net income of \$67.2 million, or \$1.56 per diluted share. Operating profit, net income, and earnings per share for the year ended August 31, 2005 were negatively impacted primarily by the aggregate \$23.0 million pre-tax restructuring charge (or \$0.34 per diluted share) taken in the second and fourth quarters of fiscal 2005, lower shipments in certain channels, escalating raw material and component costs, and lower absorption of manufacturing expenses. These items were partially offset by benefits from price increases, a more favorable mix of products sold, and actions implemented to improve overall operating effectiveness, including benefits of approximately \$13 million from the reduction in force. Pursuant to Sarbanes-Oxley requirements, the Company's certifying public accountants' audit opinion with respect to the year-end financial statements will not be dated until the Company completes the final 10-K report and evaluation of internal controls over financial reporting. Accordingly, the financial results reported in this earnings release are preliminary pending completion of the audit.

Commentary and Outlook

Vernon J. Nagel, Chairman, President, and Chief Executive Officer of Acuity Brands, said, "We posted solid results in the fourth quarter in spite of higher raw material, component, freight, and distribution costs and the continued softness in the non-residential construction market, now forecasted to be down in calendar year 2005 for the sixth year in a row. Our net sales grew by 6% over the year-ago period reflecting both benefits from previously implemented pricing initiatives and unit volume growth in certain lighting channels. In addition, I am particularly pleased with our ability to continue to generate strong cash flow and our efficient use of working capital, which reflects the success of certain programs implemented in prior periods to enhance our operations. In 2005, we generated \$137.1 million in cash flow from operations while paying \$26.3 million in dividends, significantly enhancing our financial position and flexibility. Today, we have almost \$100 million in cash and our existing debt is comprised primarily of fixed rate obligations with longer-term maturities.

"Looking ahead to fiscal 2006, we expect that past actions and improvements we continue to make will result in more efficient and effective operations producing results expected by our key stakeholders. Our service to customers has improved dramatically in key channels and we continue to make progress in creating a leaner, more efficient company. We believe that we are on target to achieve the previously announced annualized savings run-rate of approximately \$50 million by the end of our second quarter in fiscal 2006 from actions associated with the Company's ongoing restructuring program. Additionally, we are encouraged by external forecasts that are projecting unit volume growth in calendar year 2006 in the non-residential construction industry, a core market for us. To the extent this occurs, we believe it will have a positive impact on our unit volume. We expect cash flow from operations to remain strong, while investing between \$40 million and \$45 million in capital expenditures. Although these influences bode well for us in 2006, we are not without formidable challenges, including the impact of rising prices for crude oil, generating profitable growth within our retail channels, and continued escalating costs. However, in spite of these challenges, we expect to make positive progress in growing our business and improving our operations in 2006 sufficient to allow us to make meaningful progress towards the achievement of our long-term financial goals."

Conference Call

As previously announced, the Company will host a conference call to discuss fourth quarter results today, October 5, 2005, at 4:00 p.m. ET. Interested parties may listen to this call live today or hear a replay at the Company's Web site: www.acuitybrands.com.

Acuity Brands, Inc., with fiscal year 2005 net sales of approximately \$2.2 billion, is comprised of Acuity Brands Lighting and Acuity Specialty Products. Acuity Brands Lighting is one of the world's leading providers of lighting fixtures and includes brands such as Lithonia Lighting(R), Holophane(R), Peerless(R), Hydrel(R), American Electric Lighting(R), and Gotham(R). Acuity Specialty Products is a leading provider of specialty chemicals and includes brands such as Zep(R), Zep Commercial(TM), Enforcer(R), and Selig(TM). Headquartered in Atlanta, Georgia, Acuity Brands employs approximately 10,000 people and has operations throughout North America and in Europe and Asia.

Forward Looking Information

This release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Statements made herein that may be considered forward-looking include statements incorporating terms such as "expects," "believes," "intends," "anticipates" and similar terms that relate to future events, performance, or results of the Company, including, without limitation, statements made regarding the expected results; the tax rate for fiscal 2006; impact of past actions and improvements; progress in creating a leaner, more efficient company; an annualized savings run-rate of approximately \$50 million by the end of the second quarter in fiscal 2006 from actions associated with the Company's ongoing restructuring program; external forecasts that are projecting unit volume growth in calendar year 2006 in the non-residential construction industry and its impact on unit volume; expectations for cash flow from operations and investment of \$40 to \$45 million in capital expenditures; anticipated challenges including the impact of rising prices for crude oil, generating profitable growth opportunities within the retail channels, and continued escalating costs; and expected progress in growing the business and improving operations in 2006 sufficient to allow the Company to make meaningful progress towards the achievement of management's long-term financial goals. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the historical experience of Acuity Brands and management's present expectations or projections. These risks and uncertainties include, but are not limited to, completion of the external audit; customer and supplier relationships and prices; competition; ability to realize anticipated benefits from initiatives taken and timing of benefits; market demand; litigation and other contingent liabilities; and economic, political, governmental, and technological factors affecting the Company's operations, tax rate, markets, products, services, and prices, among others. Please see the other risk factors more fully described in the Company's SEC filings including the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 8, 2005. Acuity Brands, Inc.

ACUITY BRANDS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(Amounts in thousands, except per-share data)	THREE MONTHS ENDED			
	NET SALES		OPERATING PROFIT (LOSS)	
	AUGUST 31, 2005	AUGUST 31, 2004	AUGUST 31, 2005	AUGUST 31, 2004
ABL	\$ 452,528	\$ 422,534	\$ 37,295 (2)	\$ 41,715
ASP	144,676	140,830	17,084 (2)	14,802
	<u>\$ 597,204</u>	<u>\$ 563,364</u>	54,379	56,517
Corporate			(10,132) (2)	(7,466)
Operating profit			44,247	49,051
Other income (expense), net (1)			2,379	(92)
Interest expense, net			(8,709)	(8,484)
Income before taxes			37,917	40,475
Income taxes			10,108	13,709
Net income			<u>\$ 27,809</u>	<u>\$ 26,766</u>
Earnings per Share:				
Basic earnings per share			\$.63	\$.63
Basic weighted-average shares outstanding during period			43,805	42,180
Diluted earnings per share			\$.61	\$.62
Diluted weighted-average shares outstanding during period			45,248	43,487

(Amounts in thousands, except per-share data)	YEAR ENDED			
	NET SALES		OPERATING PROFIT (LOSS)	
	AUGUST 31, 2005	AUGUST 31, 2004	AUGUST 31, 2005	AUGUST 31, 2004
ABL	\$ 1,637,902	\$ 1,580,498	\$ 94,615 (3)	\$ 118,904
ASP	534,952	523,669	42,306 (3)	43,570
	<u>\$ 2,172,854</u>	<u>\$ 2,104,167</u>	136,921	162,474
Corporate			(30,176) (3)	(24,547)
Operating profit			106,745	137,927
Other income (expense), net (1)			3,818	(434)
Interest expense, net			(35,731)	(34,876)
Income before taxes			74,832	102,617
Income taxes			22,603	35,403
Net income			<u>\$ 52,229</u>	<u>\$ 67,214</u>
Earnings per Share:				
Basic earnings per share			\$ 1.21	\$ 1.60
Basic weighted-average shares outstanding during period			43,135	41,906
Diluted earnings per share			\$ 1.17	\$ 1.56
Diluted weighted-average shares outstanding during period			44,752	43,201

(1) Other income (expense), net consists primarily of gains or losses related to the sale of assets and foreign currency gains or losses.

(2) Operating profit (loss) amounts for each business unit include a special charge in the following amounts: ABL - \$3,000; ASP - \$600; Corporate - \$2,400. See further discussion of special charge in text of press release.

(3) Operating profit (loss) amounts for each business unit include a special charge in the following amounts: ABL - \$15,652; ASP - \$3,595; Corporate - \$3,753. See further discussion of special charge in text of press release.

ACUITY BRANDS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

(Dollar amounts in thousands)	AUGUST 31, 2005	AUGUST 31, 2004

ASSETS		
Current Assets		
Cash and cash equivalents	\$ 98,533	\$ 14,135
Receivables, net	345,770	331,157
Inventories, net	215,590	222,260
Other current assets	57,881	54,686
	-----	-----
Total Current Assets	717,774	622,238
Property, Plant, and Equipment, net	219,194	226,299
Other Assets	505,247	507,915
	-----	-----
Total Assets	<u>\$ 1,442,215</u>	<u>\$ 1,356,452</u>

	AUGUST 31, 2005	AUGUST 31, 2004

LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Short-term debt	\$ 567	\$ 5,511
Accounts payable	221,844	206,064
Accrued compensation	59,122	45,335
Other accrued liabilities	117,939	109,973
	-----	-----
Total Current Liabilities	399,472	
Long-Term Debt, less current maturities	371,736	390,210
Other Long-Term Liabilities	129,214	121,382
Stockholders' Equity	541,793	477,977
	-----	-----
Total Liabilities and Stockholders' Equity	<u>\$ 1,442,215</u>	<u>\$ 1,356,452</u>
Current Ratio (4)	1.8	1.7
Percent of Total Debt to Total Capitalization (5)	40.7%	45.3%

CONDENSED CONSOLIDATED CASH FLOWS (Unaudited)

(Amounts in thousands)	YEAR ENDED	
	AUGUST 31, 2005	AUGUST 31, 2004

CASH PROVIDED BY (USED FOR):		
Operations-		
Net income	\$ 52,229	\$ 67,214
Depreciation and amortization	41,075	42,960
Other operating activities	43,783	3,080
	-----	-----
Cash Provided by Operations	137,087	113,254
	=====	=====
Investing-		
Capital expenditures	(32,636)	(53,821)
Sale of assets	3,238	4,238
	-----	-----
Cash Used for Investing	\$ (29,398)	\$ (49,583)
	=====	=====

	YEAR ENDED	
	AUGUST 31, 2005	AUGUST 31, 2004

CASH PROVIDED BY (USED FOR):		
Financing-		
Debt	\$ (23,486)	\$ (50,153)
Dividends	(26,342)	(25,409)
Stock issuances	27,108	9,664
	-----	-----
Cash Used for Financing	(22,720)	(65,898)
	=====	=====
Effect of Exchange Rate on Cash	(571)	309

Net Change in Cash	84,398	(1,918)
Cash at Beginning of Period	14,135	16,053
Cash at End of Period	\$ 98,533	\$ 14,135
	=====	=====

(4) Current Ratio is calculated as Total Current Assets divided by Total Current Liabilities

(5) Total Debt is defined as Short-term debt plus Long-Term Debt, less current maturities. Total capitalization is defined as Total Debt plus Stockholders' Equity.

NEWS RELEASE

[ACUITYBRANDS LOGO]

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COMPANY CONTACT:
DAN SMITH
ACUITY BRANDS, INC.
(404) 853-1423

ACUITY BRANDS ANNOUNCES ANNUAL MEETING DATE

ATLANTA, October 5, 2005 - Acuity Brands (NYSE:AYI) announced that it will hold its Annual Meeting of Stockholders at 1:00 p.m. ET on Thursday, January 12, 2006, in the Ballroom of the Four Seasons Hotel, 75 Fourteenth Street NE, Atlanta, Georgia. The quarterly meeting of the Company's Board of Directors will also take place that day.

Acuity Brands, Inc., with fiscal year 2005 net sales of approximately \$2.2 billion, is comprised of Acuity Brands Lighting and Acuity Specialty Products. Acuity Brands Lighting is one of the world's leading providers of lighting fixtures and includes brands such as Lithonia Lighting(R), Holophane(R), Peerless(R), Hydrel(R), American Electric Lighting(R), and Gotham(R). Acuity Specialty Products is a leading provider of specialty chemicals and includes brands such as Zep(R), Zep Commercial(TM), Enforcer(R), and Selig(TM). Headquartered in Atlanta, Georgia, Acuity Brands employs approximately 10,000 people and has operations throughout North America and in Europe and Asia.

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ACUITY BRANDS DECLARES QUARTERLY DIVIDEND AND
ANNOUNCES STOCK REPURCHASE PROGRAM

ATLANTA, October 5, 2005 - The Board of Directors of Acuity Brands, Inc. (NYSE: AYI) has declared a quarterly dividend of 15 cents per share. The dividend is payable on November 1, 2005 to stockholders of record on October 17, 2005.

In addition, the Board of Directors of Acuity Brands has authorized the repurchase of up to 2,000,000 shares, or approximately 4.5%, of the Company's outstanding common stock. Under the share repurchase program, the Company expects to acquire shares primarily through open market transactions, subject to market conditions and other factors. The Company may enter into Rule 10b5-1 plans to facilitate open market repurchases under the program. A Rule 10b5-1 plan would generally permit the Company to repurchase shares at times when it might otherwise be prevented from doing so under certain securities laws provided the plan is adopted when the Company is not in possession of material non-public information. Shares repurchased under the program may be retired or used for general corporate purposes, which may include the Company's share-based compensation and employee benefit plans.

Vernon J. Nagel, Chairman, President and Chief Executive Officer of Acuity Brands, said, "The Board's approval of the share repurchase program is a reflection of our confidence in the Company's future and its ability to continue to generate strong cash

flow from operations. Over the past four years, the Company has significantly improved its financial position and has reduced overall debt levels by 42%, enhancing the Company's financial flexibility. In 2005, the Company generated over \$137 million in cash flow from operations and paid shareholders more than \$26 million in dividends while ending the year with almost \$100 million of cash. At August 31, 2005, the Company's net debt balance (total debt minus cash and cash equivalents) was approximately \$274 million. Outstanding debt consisted almost entirely of long-term obligations. We believe that a share repurchase program represents a wise use of our cash flow, also allowing us to offset dilution resulting from our stock-based compensation and benefit programs. We believe that the repurchase program supports Acuity Brands' objective to maximize long-term stockholder value, while continuing to fund investments to better serve our customers, to grow our businesses, and to improve our operating and financial performance."

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Forward Looking Information

This filing contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Statements made herein that may be considered forward-looking include statements incorporating terms such as "expects," "believes," "intends," "anticipates" and similar terms that relate to future events, performance, or results of the Company, including, without limitation, statements made regarding the expected acquisition of shares of the Company's outstanding common stock; the possibility of entering into Rule 10b5-1 plans to facilitate repurchases and what that would allow; the possibility that shares may be retired or used for general

corporate purposes; and the impact of the share repurchase on dilution and on the Company's objectives. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the historical experience of Acuity Brands and management's present expectations or projections. These risks and uncertainties include, but are not limited to, customer and supplier relationships and prices; competition; ability to realize anticipated benefits from initiatives taken and timing of benefits; market demand; litigation and other contingent liabilities; and economic, political, governmental, and technological factors affecting the Company's operations, markets, products, services, and prices, among others. Please see the other risk factors more fully described in the Company's SEC filings including the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 8, 2005. Acuity Brands, Inc.

