
**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 1, 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 1, 2009, Acuity Brands, Inc. (the "Company") issued a press release announcing the commencement of a fixed spread cash tender offer for any and all of its outstanding \$200 million aggregate principal amount of 8.375% Notes due 2010 on the terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal that are being sent to the holders of such notes.

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 1, 2009 Tender Offer Press Release

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: December 1, 2009

ACUITY BRANDS, INC.

By: _____ /s/ RICHARD K. REECE
Richard K. Reece
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

99.1 December 1, 2009 Tender Offer Press Release



News Release

Acuity Brands, Inc.
 1170 Peachtree Street, NE
 Suite 2400
 Atlanta, GA 30309
 Tel: (404) 853-1400
 Fax: (404) 853-1430
 AcuityBrands.com

Company Contact:
Dan Smith
Acuity Brands, Inc.
 (404) 853-1423

**Acuity Brands Commences a Cash Tender Offer for
 Any and All of Its Outstanding \$200,000,000 8.375% Notes Due 2010**

ATLANTA, December 1, 2009 – Acuity Brands, Inc. (NYSE: AYI) (the “Company”) today announced that it has commenced a tender offer to purchase for cash any and all of the outstanding 8.375% Notes due 2010 (CUSIP No. 00508YAB8), for which the Company and Acuity Brands Lighting, Inc. are co-obligors (the “2010 Notes”). The tender offer is being made pursuant to an Offer to Purchase dated today (the “Offer to Purchase”) and related Letter of Transmittal, which more fully set forth the terms and conditions of the tender offer.

The following table summarizes the material pricing terms of the Tender Offer:

<u>Title of Security (CUSIP No.)</u>	<u>Principal Amount Outstanding</u>	<u>Fixed Spread (Basis Points)</u>	<u>U.S. Treasury Reference Security</u>
8.375% Notes due August 1, 2010 (CUSIP No. 00508YAB8)	\$ 200,000,000	20	UST 2.75% due July 31, 2010

The tender offer is scheduled to expire at 5:00 p.m., New York City time, on December 9, 2009, unless extended or earlier terminated. The Company expects to pay for the 2010 Notes validly tendered and not withdrawn in the tender offer promptly following the expiration of the tender offer with proceeds from a concurrent offering of senior unsecured notes of Acuity Brands Lighting, Inc., the Company’s wholly-owned operating subsidiary.

The purchase price for each \$1,000 principal amount of 2010 Notes validly tendered, not withdrawn, and accepted for payment pursuant to the tender offer will be determined in the manner described in the Offer to Purchase by taking a fixed spread of 20 basis points over the bid-side yield to maturity of the 2.75% U.S. Treasury Notes due July 31, 2010 (based on the price for such Treasury security at 2:00 p.m., New York City time, on December 7, 2009 (such time and date as the same may be extended)). The purchase price for the 2010 Notes will be announced by news release promptly after its determination.

In addition, holders who validly tender and do not validly withdraw their 2010 Notes will be paid any accrued and unpaid interest on the 2010 Notes from the most recent interest payment date up to, but not including, the settlement date.

The tender offer is subject to the condition that Acuity Brands Lighting, Inc. shall have raised at least \$225 million from its concurrent offering of senior unsecured notes, as well as certain other customary conditions.

The Company will accept and settle validly tendered 2010 Notes upon satisfaction of the conditions to the tender offer, which is expected to be the first business day following the date on which the tender offer expires, or as soon thereafter as practicable.

Except as set forth in the Offer to Purchase or as required by applicable law, 2010 Notes tendered may be withdrawn only on or before the expiration of the tender offer, and tendered 2010 Notes may not be withdrawn after the expiration of the tender offer.

The Company has retained J.P. Morgan Securities Inc. and Banc of America Securities LLC to serve as the dealer managers for the tender offer and has retained Global Bondholder Services Corporation to serve as the depository and information agent for the tender offer. Requests for copies of the Offer to Purchase and related Letter of Transmittal may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 or (866) 794-2200, or in writing at 65 Broadway – Suite 723, New York, NY, 10006, Attention: Corporate Actions. Questions regarding the tender offer may be directed to J.P. Morgan Securities Inc. at (866) 834-4666 or (212) 834-3506 and Banc of America Securities LLC at (888) 292-0070 or (980) 388-4603.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the 2010 Notes or any other securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The tender offer is made only by and pursuant to the terms of the Offer to Purchase and the related Letter of Transmittal. None of the Company, the dealer managers or the depository and information agent makes any recommendations as to whether holders should tender their 2010 Notes pursuant to the tender offer. Holders must make their own decisions as to whether to tender 2010 Notes and, if so, the principal amount of 2010 Notes to tender.

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.

Forward-Looking Information

This release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that may be considered forward-looking include statements incorporating terms such as "expects," "believes," "intends," "anticipates," "may," "should", and similar terms that relate to future events, performance, or results of the Company and specifically include statements made in this press release regarding the tender offer for the 2010 Notes. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience 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. Please see the other risk factors more fully described in the Company's SEC filings including the Company's Annual Report on Form 10-K for the year ended August 31, 2009. The discussion of those risks is specifically incorporated herein by reference. Management believes these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and management undertakes no obligation to update publicly any of them in light of new information or future events.