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): October 24, 2008

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

Delaware	**001-16583**	**58-2632672**
(State or other jurisdiction of Company or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

1170 Peachtree St., N.E., Suite 2400, Atlanta, GA	**30309**
(Address of principal executive offices)	**(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 5.02. Compensatory Arrangements of Certain Officers; Election of Directors.

Acuity Brands, Inc. (the “Company”) maintains a Long-Term Incentive Plan (the “LTIP”) for the benefit of officers and other key management personnel and a Management Compensation and Incentive Plan (the “Incentive Plan”) pursuant to which the Company’s executive officers may receive cash incentive bonuses. For each executive officer, the Compensation Committee of the Board of Directors establishes: (1) a targeted equity award value under the LTIP, stated as a percentage of the officer’s gross salary; and (2) a target percentage of gross salary for a cash incentive bonus payable under the Incentive Plan. Achievement of the targeted incentive bonuses and targeted long-term incentive equity awards is in each case dependent upon achievement of certain performance measures, and is subject to the discretion of the Compensation Committee for Vernon J. Nagel and Richard K. Reece.

On October 24, 2008, the Compensation Committee adopted plan rules for fiscal 2009 for executive officers to earn potential LTIP equity awards and Incentive Plan cash bonuses. The plan rules were reaffirmed by the Compensation Committee on January 8, 2009. A copy of the 2009 plan rules for the LTIP and the Incentive Plan are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

On January 8, 2009, the Board of Directors increased the size of the Board of Directors from eight to nine. Gordon D. Harnett was elected to the class of directors whose term expires at the annual meeting for fiscal year 2010. Mr. Harnett was Chairman, President, and Chief Executive Officer of Brush Engineered Materials, a leading international producer and supplier of high-performance engineered materials, from 1991 until 2006 and he is currently a director of Enpro Industries, Inc., The Lubrizol Corporation, and Polyone Corporation.

In addition to the election of Mr. Harnett, stockholders re-elected Peter C. Browning, John L. Clendenin, and Ray M. Robinson to the class of directors whose term expires at the annual meeting for fiscal year 2010. George C. (Jack) Guynn was also re-elected to the Company’s Board of Directors for a term expiring at the annual meeting for fiscal year 2009. A copy of the related press release is attached as exhibit 99.3 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 8.01. Other Events.

On January 8, 2009, the Board of Directors declared a quarterly dividend of 13 cents per share. A copy of the related press release is attached as exhibit 99.3 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Acuity Brands, Inc. Long-Term Incentive Plan Fiscal Year 2009 Plan Rules for Executive Officers
99.2 Acuity Brands, Inc. Management Compensation and Incentive Plan Fiscal Year 2009 Plan Rules for Executive Officers
99.3 Press Release dated January 8, 2009.

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: January 13, 2009

ACUITY BRANDS, INC.

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

EXHIBIT INDEX

99.1	Acuity Brands, Inc. Long-Term Incentive Plan Fiscal Year 2009 Plan Rules for Executive Officers (Filed with the Commission as part of this Form 8-K).
99.2	Acuity Brands, Inc. Management Compensation and Incentive Plan Fiscal Year 2009 Plan Rules for Executive Officers (Filed with the Commission as part of this Form 8-K).
99.3	Press Release dated January 8, 2009 (Filed with the Commission as part of this Form 8-K).

Exhibit 99.1

Acuity Brands, Inc.
Long-Term Incentive Plan
Fiscal Year 2009 Plan Rules for Executive Officers

On October 24, 2008, the Compensation Committee of the Board of Directors of Acuity Brands, Inc. adopted plan rules for potential equity awards to be earned by executive officers for performance during fiscal year 2009 under the Corporation’s Long-Term Incentive Plan. The plan rules for each executive officer consist of a target award value, stated as a percentage of gross salary. The target award value for Vernon J. Nagel and Richard K. Reece is subject to the application of negative discretion by the Committee. The target award is based on achievement of specified financial performance measures, and the actual award earned increases above target or decreases below target based on the level of achievement of the financial performance measures, with no award earned (other than possible discretionary awards) if financial performance is below a specified threshold level.

The performance measure consists of a specified target for Diluted Earnings per Share for the Corporation. Achievement of the performance level is determined by the Compensation Committee following the completion of the fiscal year and award amounts are subject to the application of negative discretion for Mr. Nagel and Mr. Reece by the Committee. Awards are granted following completion of the fiscal year.

The percentage of gross salary used in determining the target award is based on competitive compensation information for positions of comparable responsibilities with comparably-sized manufacturing companies.

Chairman, President, and Chief Executive Officer	300%
Executive Vice President and Chief Financial Officer	135%
Executive Vice President, Supply Chain of Acuity Brands Lighting, Inc.	90%
Executive Vice President and Chief Financial Officer of Acuity Brands Lighting, Inc.	90%

Exhibit 99.2

Acuity Brands, Inc.
Management Compensation and Incentive Plan
Fiscal Year 2009 Plan Rules for Executive Officers

On October 24, 2008, the Compensation Committee of the Board of Directors of Acuity Brands, Inc. adopted plan rules for potential cash bonuses to be earned by executive officers for fiscal year 2009 under the Corporation's Management Compensation and Incentive Plan. The plan rules for each executive officer consist of a target bonus amount, stated as a percentage of gross salary. The awards for Vernon J. Nagel and Richard K. Reece are subject to the application of negative discretion by the Committee. The target bonus is based on achievement of specified financial performance measures, and the actual bonus earned increases above target or decreases below target based on the level of achievement of the financial performance measures, with no bonus payable (other than possible discretionary bonuses) if financial performance is below a specified threshold level.

The performance measures consist of specified targets for:

<u>Executive Officers of Acuity Brands, Inc.</u>

- Adjusted Diluted Earnings per Share, computed by dividing net income by diluted weighted average number of shares and adjusted to exclude (a) the impact from non-cash expenses related to the impairment of assets associated with restructuring and (b) the distortive effect of acquisitions.
- Adjusted Consolidated Operating Profit Margin, calculated as earnings before interest and taxes divided by net sales and adjusted to exclude the impact from the distortive effect of (a) excessive inflation on materials, components, and freight costs, (b) non-cash expenses related to the impairment of assets associated with restructuring, and (c) acquisitions; and
- Cash Flow, calculated as cash flow from operations, less capital expenditures, plus cash received on sale of property of business, plus or minus cash flow from foreign currency fluctuations, and excluding cash used for acquisitions.

<u>Executive Officers of Acuity Brands Lighting, Inc.</u>

- Business Unit Operating Profit, excluding the effect of (a) non-cash expenses related to the impairment of assets associated with restructuring, (b) gains or losses on sales of property or business, and (3) acquisitions;
- Business Unit Operating Profit Margin, calculated as operating profit (as defined above) divided by net sales; and
- Business Unit Cash Flow, calculated as cash flow from operations, less capital expenditures, plus cash received on sale of property of business, plus or minus cash flow from foreign currency fluctuations, and excluding cash used for acquisitions.

Achievement of performance levels is determined by the Compensation Committee following the completion of the fiscal year and amounts are subject to the application of negative discretion by the Committee.

The target percentage of gross salary applied to the actual bonus earned is based on competitive compensation information for positions of comparable responsibilities with comparably-sized manufacturing companies and is as follows for executive officers of the Corporation:

Chairman, President, and Chief Executive Officer	150%
Executive Vice President and Chief Financial Officer	65%
Executive Vice President, Supply Chain of Acuity Brands Lighting, Inc.	60%
Executive Vice President and Chief Financial Officer of Acuity Brands Lighting, Inc.	55%
Executive Vice President and Chief Commercial Officer of Acuity Brands Lighting, Inc.	60%

As previously reported, the position of Chief Commercial Officer at Acuity Brands Lighting, Inc. was eliminated as part of the Company's ongoing program to accelerate the streamlining of the organization. As a result, John T. Hartman, Executive Vice President and Chief Commercial Officer of Acuity Brands Lighting, was terminated effective January 7, 2009. Pursuant to the provisions of the Severance Agreement, dated November 19, 2008, by and among Mr. Hartman and Acuity Brands Lighting, Inc. and whose terms and benefits are disclosed in the Company's current Proxy Statement for the 2008 Annual Meeting of Stockholders dated November 24, 2008, Mr. Hartman is eligible to receive a pro rata bonus payment for the fiscal year in which severance occurs. The pro rata bonus payment is based on the higher of the 100% target level or the level based on the Company's actual performance.

Exhibit 99.3

News Release

Acuity Brands, Inc.
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Suite 2400
Atlanta, GA 30309

Tel: 404 853 1400
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AcuityBrands.com

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ACUITY BRANDS ANNOUNCES NEW BOARD MEMBER AND DECLARES QUARTERLY DIVIDEND

ATLANTA, January 8, 2009 – Acuity Brands, Inc. (NYSE: AYI) announced today that Gordon D. Harnett was elected to the Company's Board of Directors at its Annual Meeting of Stockholders held earlier today. Mr. Harnett was elected to the class of directors whose term expires at the annual meeting for fiscal year 2010. Mr. Harnett was Chairman, President, and Chief Executive Officer of Brush Engineered Materials, a leading international producer and supplier of high-performance engineered materials, from 1991 until 2006 and he is currently a director of Enpro Industries, Inc., The Lubrizol Corporation, and Polyone Corporation. Mr. Harnett's addition to the Acuity Brands Board brings the total number of Directors to nine.

Vernon J. Nagel, Chairman, President, and Chief Executive Officer of Acuity Brands, said, "We are pleased to have Gordon join the Company's Board of Directors. Gordon has a strong and successful background in business and executive leadership and we look forward to his contribution and participation."

In addition to the election of Mr. Harnett, stockholders re-elected Peter C. Browning, John L. Clendenin, and Ray M. Robinson to the class directors whose term expires at the annual meeting for fiscal year 2010. George C. (Jack) Guynn was also re-elected to the Company's Board of Directors for a term expiring at the annual meeting for fiscal year 2009.

The Board of Directors of Acuity Brands today declared a quarterly dividend of 13 cents per share (an annualized rate of 52 cents per share). The dividend is payable on February 2, 2009 to shareholders of record on January 20, 2009.

Acuity Brands, Inc. owns and operates Acuity Brands Lighting, Inc. and Acuity Brands Technology Services, Inc. With fiscal year 2008 net sales of approximately $2.0 billion, Acuity Brands Lighting and Acuity Brands Technology Services combined are one of the world's leading providers of lighting fixtures and related products and services and include brands such as Lithonia Lighting®, Holophane®, Peerless®, Mark Architectural Lighting™, Hydrel®, American Electric Lighting®, Gotham®, Carandini®, SpecLight®, MetalOptics®, Antique Street Lamps™, Synergy® Lighting Controls, SAERIS™, and ROAM®. Headquartered in Atlanta, Georgia, Acuity Brands employs approximately 6,200 associates and has operations throughout North America and in Europe and Asia.