

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): JANUARY 21, 2000

LENNOX INTERNATIONAL INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of other jurisdiction  
of incorporation)

001-15149  
(Commission File Number)

42-0991521  
(IRS Employer  
Identification No.)

2140 LAKE PARK BLVD., RICHARDSON, TEXAS  
(Address of principal executive offices)

75080  
(Zip code)

Registrant's telephone number, including area code: (972) 497-5000

NOT APPLICABLE  
(Former name or former address, if changed from last report)

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## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On January 21, 2000, Lennox International Inc. ("Lennox") completed the previously disclosed acquisition (the "Merger") of Service Experts, Inc. ("SEI"). For additional information with respect to the Merger, please see the press release of Lennox issued with respect to the Merger, which is included as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

## ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

## (a) Financial Statements of Business Acquired

Lennox will file the financial statements required to be filed pursuant to Item 7 of Form 8-K within 60 days after the date of this Form 8-K pursuant to an amendment to this Form 8-K.

## (b) Pro Forma Financial Information

Lennox will file the pro forma financial information required to be filed pursuant to Item 7 of Form 8-K within 60 days after the date of this Form 8-K pursuant to an amendment to this Form 8-K.

## (c) Exhibits

Exhibit Number - - - - -	Description - - - - -
2.1	Agreement and Plan of Merger, dated as of October 26, 1999, among Lennox International Inc., Service Experts, Inc. and LII Acquisition Corporation (incorporated by reference to Exhibit 2.1 to Lennox's Current Report on Form 8-K dated October 26, 1999).
99.1	Press Release dated January 21, 2000.

## 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, hereunto duly authorized.

LENNOX INTERNATIONAL INC.

By: /s/ Carl E. Edwards, Jr.

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Name: Carl E. Edwards, Jr.

Title: Executive Vice President,  
General Counsel and Secretary

Date: February 3, 2000.

## EXHIBIT INDEX

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NEWS FROM . . .

[LENNOX LOGO]

## FOR MORE INFORMATION:

Karen O'Shea, Vice President  
Communications and Public Relations  
(972) 497-5258

## FOR IMMEDIATE RELEASE

LENNOX INTERNATIONAL INC. COMPLETES ACQUISITION OF SERVICE EXPERTS, INC.;  
SHAREHOLDERS APPROVE MERGER

(DALLAS, TX, January 21, 2000) -- Lennox International Inc. (NYSE: LII) and Service Experts Inc. (NYSE: SVE) announced today they have completed the merger of their two companies. The transaction creates a separate retail company within Lennox International of approximately 10,000 employees and estimated 1999 sales of approximately \$1 billion, with a leading market position in the North American retail heating, ventilation, and air conditioning (HVAC) market.

Shareholders of both companies voted in favor of the transaction at separate meetings held this morning in Richardson, TX and Brentwood, TN. The two companies had announced on October 27, 1999 their agreement for Lennox to acquire Service Experts. The acquisition provides that each Service Experts share will be converted into a right to receive 0.67 Lennox International shares.

The value of the transaction is approximately \$300 million, based on the equity issued and the debt assumed by Lennox. Lennox expects to issue approximately 12.2 million shares of stock to complete the transaction.

"We're proud to welcome Service Experts to Lennox International," said John Norris, Lennox chairman and CEO. "This transaction is consistent with our previously stated strategy for growth in the retail HVAC market, and will allow us to accelerate our plans in that area. Both Lennox and the network of high-quality dealerships Service Experts has established are excited to forge ahead with our retail strategy."

Norris said that the Lennox retail management team and the Service Experts field network had many opportunities to work together over the past several months. "Based on the working relationships we have already formed with many Service Experts general managers and field staff, we are more convinced than ever that these are the type and quality of dealers we want to help build our retail operations." A meeting between Lennox' retail management team and many key members of the Service Experts field organization is scheduled for February 3-5 in Dallas, he noted.

"For 105 years, Lennox has sold directly to HVAC dealers and worked side-by-side with all kinds of dealer business models to help their businesses grow," Norris said. "We believe all of our over 6,000 North American HVAC dealers -- whether acquired, associate, or independent -- can grow in the changing HVAC retail market."

Selling heating, ventilation, air conditioning, heat transfer, and refrigeration equipment in over 70 countries worldwide, Lennox International Inc. is one of the world's leading companies specializing in climate control solutions. It is the parent company of Lennox Industries Inc., Armstrong Air Conditioning Inc., Heatcraft Inc., and Lennox Global Ltd. Lennox International stock is traded on the New York Stock Exchange under the symbol "LII." Additional information about Lennox International is available at <http://www.lennoxinternational.com>. or by contacting Bill Moltner, Director, Investor Relations, at 972-497-6670.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from such statements. For information concerning these risks and uncertainties, see Lennox' publicly available filings with the Securities and Exchange Commission. Lennox disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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