

NCI BUILDING SYSTEMS INC
Form 11-K
June 26, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

xANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

..TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 1-143156-

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

NCI 401(k) Profit Sharing Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NCI Building Systems, Inc.

**10943 North Sam Houston Parkway West
Houston, Texas 77064**

NCI 401(K) PROFIT SHARING PLAN

December 31, 2014 and 2013

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Audit Committee and 401(k)

Benefits Administrative Committee

NCI 401(k) Profit Sharing Plan:

We have audited the accompanying Statements of Net Assets Available for Benefits of the NCI 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013 and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements, but includes supplemental information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"). This supplemental information is the responsibility of the Plan's management. Our audit procedures included

determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the DOL's Rules and Regulation's for Reporting and Disclosure under ERISA. In our opinion, the supplemental information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements taken as a whole.

/s/ Ham, Langston & Brezina, L.L.P.

Houston, Texas

June 25, 2015

**Ham, Langston & Brezina L.L.P. | 11550 Fuqua, Suite 475, Houston, TX 77034 | 281-481-1040 |
www.hlb-cpa.com**

NCI 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	2013
Assets:		
Cash, non-interest bearing	\$9,855	\$9,659
Investments, at fair value (See Note 3 and 4):		
Money market fund	101,347	222,780
Registered investment companies (mutual funds)	119,079,819	113,971,262
Common collective trusts	77,730,666	76,368,953
NCI Building Systems, Inc. Common Stock Fund	9,636,808	9,208,606
Total investments	206,548,640	199,771,601
Receivables:		
Participants' contributions	273,564	278,882
Employer contributions	1,087,766	1,018,877
Participant notes receivable	9,065,796	8,463,683
Total receivables	10,427,126	9,761,442
Net Assets at Fair Value	216,985,621	209,542,702
Adjustment From Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(599,429)	(365,896)
Net Assets Available for Benefits	\$216,386,192	\$209,176,806

The accompanying notes are an integral part of these financial statements.

NCI 401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2014 and 2013

	2014	2013
Additions to net assets attributable to:		
Investment income:		
Interest and dividends	\$ 1,925,428	\$ 1,669,455
Net appreciation in fair value of investments (See Note 3)	10,042,671	28,007,291
Total investment income	11,968,099	29,676,746
Interest from participant notes receivable	379,386	343,903
Contributions:		
Participants	10,568,994	9,988,050
Employer	3,917,134	3,728,598
Rollovers	750,427	689,455
Total contributions	15,236,555	14,406,103
Total additions	27,584,040	44,426,752
Deductions from net assets attributable to:		
Benefits paid directly to participants	20,065,414	13,665,095
Administrative expenses	309,240	265,712
Total deductions	20,374,654	13,930,807
Net Increase	7,209,386	30,495,945
Net Assets Available for Benefits, Beginning of Year	209,176,806	178,680,861
Net Assets Available for Benefits, End of Year	\$216,386,192	\$209,176,806

The accompanying notes are an integral part of these financial statements.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Note 1: Description of the Plan

The following description of the NCI 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan’s provisions, which is available from the Plan administrator.

General

The Plan, established January 15, 1992, is a defined contribution plan covering all eligible employees of NCI Building Systems, Inc. and its affiliates (the “Company”) who have completed three months of service, as defined by the Plan, are employed on the first day of the calendar quarter, and are age 18 or older. The Plan has been amended from time to time. Effective January 1, 2013, the Plan was amended and restated in the form of a nonstandardized prototype plan sponsored by Wells Fargo Bank, N.A. to incorporate all previous amendments, as well as to adopt provisions to provide for Roth deferral contributions.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Participants may contribute a minimum of 1% up to a maximum of 50% of their annual compensation, limited to the maximum limit determined annually by the Internal Revenue Service. Highly compensated employees may defer a maximum of 7% of their annual compensation.

The Company may make a discretionary contribution in an amount determined by the Plan sponsor.

During the years ended December 31, 2014 and 2013, the Company made discretionary contributions totaling \$3,917,134 and \$3,728,598, respectively, of which \$1,087,766 and \$1,018,877, respectively, are included in employer contributions receivable.

Participants direct the investment of their contributions, as well as the Company's contribution, into various investment options offered by the Plan. The Plan currently offers a variety of mutual funds, common collective trust funds, separately managed funds and the NCI Common Stock Fund as investment options for participants.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings, and is charged with participant withdrawals and an allocation of administrative expenses. Allocations of expenses are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting and Forfeitures

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of continuous service. A participant is fully vested after 6 years of continuous service, except as otherwise provided in the Plan with respect to the accounts of certain participants who were employees of companies acquired by the Company.

A participant becomes fully vested upon death, becoming disabled (as defined in the Plan) or attaining age 65; otherwise, the non-vested balance is forfeited upon termination of service. Forfeitures may be used to pay for Plan administrative expenses and to reduce employer matching contributions. At December 31, 2014 and 2013, forfeited non-vested accounts totaled approximately \$54,192 and \$17,515, respectively. For the years ended December 31, 2014 and 2013, plan fees totaling approximately \$40,556 and \$28,342, respectively were paid from forfeited non-vested accounts. For the years ended December 31, 2014 and 2013, employer contributions were reduced by \$0 and \$10,000, respectively, from forfeited non-vested accounts. During the years ended December 31, 2014 and 2013, employer contributions were reinstated for participants in the amount of \$0 and \$24,437, respectively, from forfeited non-vested accounts.

Payment of Benefits

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the vested value of his account, NCI Common Stock at the value of the NCI Common Stock Fund, or subject to minimum distribution rules described in the Plan, continue in the trust in such a manner as though the employee had not terminated his eligibility (if the participant's account balance is greater than \$5,000, excluding rollover contributions).

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000, or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participants' accounts and bear interest at rates that are commensurate with local prevailing rates as determined by the Plan administrator. Interest rates on outstanding participant notes receivable ranged from 4.25% to 10.25% at December 31, 2014 and 2013.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

As described in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. At December 31, 2014 and 2013, investments in the accompanying Statements of Net Assets Available for Benefits include a common collective trust, i.e., the Wells Fargo Stable Return Fund N25, which is a fully benefit-responsive investment contract. The Statements of Net Assets Available for Benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value, except as disclosed in "Basis of Accounting" above with respect to fully benefit-responsive contracts. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Net appreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) of investments held at the end of the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2014 and 2013.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Expense Offset Arrangements

Fees incurred by the Plan for the investment management services or recordkeeping are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

Note 3: Investments

The following table presents the Plan's investments at fair value. Investments that represent 5% or more of the Plan's net assets at December 31, 2014 and 2013 are separately identified.

	2014	2013
Wells Fargo Stable Return Fund N25	\$43,415,639	\$46,103,005
Wells Fargo/Blackrock S&P 500 Index Fund N	34,315,027	30,265,948
Vanguard Target Retirement 2020	15,786,835	13,671,178
Investments less than 5% of the Plan's net assets	113,031,139	109,731,470
Total investments	\$206,548,640	\$199,771,601

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

During the years ended December 31, 2014 and 2013, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value by \$10,042,671 and \$28,007,291 respectively, as follows:

	2014	2013
Mutual funds	\$4,881,426	\$17,988,193
NCI Building Systems, Inc. Common Stock Fund	488,371	2,039,392
Common collective trusts	4,672,874	7,979,706
Net appreciation in fair value	\$10,042,671	\$28,007,291

Interest and dividends realized on the Plan's investments for the years ended December 31, 2014 and 2013 were \$1,925,428 and \$1,669,455, respectively.

Note 4: Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include: 1) quoted prices for similar assets or liabilities in active markets; 2) quoted prices for identical or similar assets or liabilities in inactive markets; 3) input other than quoted prices that are observable for the asset or liability; and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the *Level 2* input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

In determining the fair value, the Plan uses two different approaches (the market approach and the income approach), depending on the nature of the assets and liabilities. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts such as cash flows or earnings to a single present amount, with the measurement based on the value indicated by current market expectations about those future amounts.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (“NAV”) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded (Market approach).

NCI Common Stock fund: Valued at the NAV of units of the fund. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund (Market approach).

Common collective trusts: Valued at the NAV of units of a collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities (Market approach).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2014 and 2013:

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

	Investment at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Index Funds	\$61,316,619	\$-	\$ -	\$61,316,619
Total Mutual Funds	61,316,619	-	-	61,316,619
Separately Managed Funds:				
Mutual Funds:				
Equity Funds	-	30,515,288	-	30,515,288
Growth & Income Funds	-	20,629,863	-	20,629,863
Index Funds	-	6,618,049	-	6,618,049
Total Mutual Funds	-	57,763,200	-	57,763,200
Common Collective Trusts	-	34,315,027	-	34,315,027
Total Separately Managed Funds	-	92,078,227	-	92,078,227
NCI Common Stock Fund :				
NCI Common Stock	-	9,636,808	-	9,636,808
Money Market Fund	-	101,347	-	101,347
Total NCI Common Stock Fund	-	9,738,155	-	9,738,155
Common Collective Trusts	-	43,415,639	-	43,415,639
Total Investments at Fair Value	\$61,316,619	\$145,232,021	\$ -	\$206,548,640

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

	Investment at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Index Funds	\$56,228,358	\$-	\$ -	\$56,228,358
Total Mutual Funds	56,228,358	-	-	56,228,358
Separately Managed Funds:				
Mutual Funds:				
Equity Funds	-	30,612,988	-	30,612,988
Growth & Income Funds	-	20,323,068	-	20,323,068
Index Funds	-	6,806,848	-	6,806,848
Total Mutual Funds	-	57,742,904	-	57,742,904
Common Collective Trusts	-	30,265,948	-	30,265,948
Total Separately Managed Funds	-	88,008,852	-	88,008,852
NCI Common Stock Fund :				
NCI Common Stock	-	9,208,606	-	9,208,606
Money Market Fund	-	222,780	-	222,780
Total NCI Common Stock Fund	-	9,431,386	-	9,431,386
Common Collective Trusts	-	46,103,005	-	46,103,005
Total Investments at Fair Value	\$56,228,358	\$143,543,243	\$ -	\$199,771,601

During the year ended December 31, 2014, the Company determined through additional analysis of the inputs related to the fair value measurements of the NCI Common Stock Fund, that the underlying investments are traded in an active market which the Plan has the ability to access; however, the fund is not traded in an active market. As a result of this additional analysis, the NCI Common Stock Fund has been reflected as a Level 2 investment for the years ended December 31, 2014 and 2013. There have been no other changes in the methodologies used at December 31, 2014 and 2013.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

Fair Value of Investments in Entities that Use NAV

The following tables set forth a summary of the Plan's investments with a reported NAV as of December 31, 2014 and 2013:

**Fair Value Estimated Using NAV per Share
December 31, 2014**

	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Collective funds (a)	\$77,730,666	None	Daily	None	12 Months
NCI stock fund (b)	9,738,155	None	Daily	None	None

**Fair Value Estimated Using NAV per Share
December 31, 2013**

	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Collective funds (a)	\$76,368,953	None	Daily	None	12 Months
NCI stock fund (b)	9,431,386	None	Daily	None	None

* The fair values of the investment have been estimated using the NAV of the investment.

- (a) *Funds seek to provide investors with a moderate level of stable income without principal volatility.*
 (b) *Established to provide employees an opportunity to share in the successes of the Company.*

Note 5: Related Party Transactions

Certain Plan investments are shares of collective funds managed by Wells Fargo Bank, N.A., the trustee and the record keeper of the Plan. Additionally, the Plan invests in shares of the Company's common stock fund and issues participant notes receivable. Such transactions qualify as party-in-interest transactions. These transactions are exempt from the ERISA prohibited transaction rules; thus, these transactions are permitted.

The Plan incurs expenses related to general administration. The Plan sponsor pays certain expenses and accounting fees relating to the Plan. During the years ended December 31, 2014 and 2013, the Plan sponsor paid Plan expenses of approximately \$60,425 and \$48,331, respectively.

Note 6: Plan Tax Status

The Plan is maintained in the form of a nonstandardized prototype plan sponsored by Wells Fargo Bank, N.A. The prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended.

NCI 401(k) Profit Sharing Plan

Notes to Financial Statements

December 31, 2014 and 2013

U.S. GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2011.

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013, to the net assets on Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	\$216,386,192	\$209,176,806
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	599,429	365,896
Delinquent loans deemed distributions	(97,390)	(97,390)
Net assets per Form 5500	\$216,888,231	\$209,445,312

The following is a reconciliation of the net income in net assets available for benefits per the financial statements for the years ended December 31, 2014 and 2013, to Form 5500:

	2014	2013
Net increase per the financial statements	\$7,209,386	\$30,495,945

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Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts	233,533	(953,005)
Change in delinquent loans deemed distributions	-	3,937
Net income per the Form 5500	\$7,442,919	\$29,546,877

Supplemental Schedule

NCI 401(k) Profit Sharing Plan

EIN 76-0127701 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

As of December 31, 2014

(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***
(a)		
* Wells Fargo Stable Return Fund N25	Collective Fund**	\$43,415,639
* Wells Fargo/Blackrock S&P 500 Index Fund N	Separately Managed Fund – Collective Fund**	34,315,027
Vanguard Target Retirement 2020	Mutual Fund**	15,786,835
* NCI Common Stock Fund	Unitized Fund – Common Stock	9,636,808
Vanguard Target Retirement 2030	Mutual Fund	9,497,516
Vanguard Target Retirement 2025	Mutual Fund	9,133,811
Stephens Small-Cap Growth Fund	Separately Managed Fund – Mutual Fund	7,771,669
Delaware Small-Cap Value Fund	Separately Managed Fund – Mutual Fund	7,721,215
Dodge & Cox Stock Fund	Separately Managed Fund – Mutual Fund	7,258,540
T. Rowe Price Blue Chip Growth Fund	Separately Managed Fund – Mutual Fund	7,229,260
Vanguard Target Retirement 2015	Mutual Fund	6,788,163
Vanguard Mid-Cap Index Fund	Separately Managed Fund – Mutual Fund	6,618,049
Vanguard Target Retirement 2035	Mutual Fund	6,152,445
American Europacific Growth Fund R4	Separately Managed Fund – Mutual Fund	5,628,933
Baird Aggregate Bond Fund	Separately Managed Fund – Mutual Fund	5,628,678
Dodge & Cox International Stock Fund	Separately Managed Fund – Mutual Fund	5,620,407
Vanguard Target Retirement 2040	Mutual Fund	4,049,365
Vanguard Target Retirement Income	Mutual Fund	2,939,706
Vanguard Target Retirement 2045	Mutual Fund	2,838,539
Vanguard Target Retirement 2010	Mutual Fund	1,755,404

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Vanguard Target Retirement 2050	Mutual Fund	1,669,795
PIMCO High Yield Fund – Institutional	Separately Managed Fund – Mutual Fund	1,303,351
Lazard Emerging Markets Portfolio	Separately Managed Fund – Mutual Fund	1,252,252
PIMCO Foreign Bond Fund USD H - Institutional	Separately Managed Fund – Mutual Fund	866,837
Vanguard Inflation Protected Securities Fund	Separately Managed Fund – Mutual Fund	861,090
Vanguard Target Retirement 2055	Mutual Fund	705,039

NCI 401(k) Profit Sharing Plan

EIN 76-0127701 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

As of December 31, 2014

(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***
(a)		
* NCI Common Stock Fund	Unitized Fund – Money Market Fund	101,347
PIMCO Total Return Fund - Admin	Separately Managed Fund – Mutual Fund	2,920 206,548,640
* Participant loans	Loans to participants bearing interest at rates ranging from 4.25% to 10.25%	9,065,796
		\$215,614,436

* Indicates a party-in interest as defined by ERISA

** Represents investment comprising at least 5% of net assets available for benefits

*** Cost information is not presented because all investments are participant directed

Signatures

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, NCI Building Systems Inc., as administrator for the NCI 401(k) Profit Sharing Plan, has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

NCI 401(k) Profit Sharing Plan

**NCI BUILDING SYSTEMS INC.
(as administrator of the NCI 401(k) Profit Sharing
Plan)**

DATE: June 25, 2015 By: /s/ Bradley S. Little
Bradley S. Little
Vice President —Finance and Chief Accounting
Officer

INDEX TO EXHIBITS

Exhibit Description of Exhibit

23.1 Consent of Independent Registered Public Accounting Firm

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