

NCI BUILDING SYSTEMS INC  
Form 8-K  
December 14, 2017

**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 14, 2017 (December 11, 2017)**

**NCI Building Systems, Inc.**

**(Exact name of registrant as specified in its charter)**



Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events**

Underwriting Agreement

On December 11, 2017, NCI Building Systems, Inc. (the “Company”), investment funds associated with Clayton, Dubilier & Rice, LLC (collectively, the “Selling Stockholders”) and Goldman Sachs & Co. LLC and RBC Capital Markets, LLC (together, the “Underwriters”), entered into an underwriting agreement (the “Underwriting Agreement”) pursuant to which the Selling Stockholders agreed to sell, and the Underwriters agreed to purchase, subject to and upon the terms and conditions set forth therein, 7,150,000 shares of the Company’s common stock (the “Shares”). Pursuant to the Underwriting Agreement, at the Selling Stockholders’ request and subject to the sale of the Shares by the Selling Stockholders to the Underwriters in compliance with the terms of the Underwriting Agreement, the Underwriters agreed to sell to the Company, and the Company agreed to purchase from the Underwriters, 1,150,000 of the Shares at a price per share equal to price at which the Underwriters purchased the Shares from the Selling Stockholders.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the copy thereof, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
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1.1	<u>Underwriting Agreement, dated December 11, 2017, among NCI Building Systems, Inc., Clayton, Dubilier &amp; Rice Fund VIII, L.P., CD&amp;R Friends &amp; Family Fund VIII, L.P., and Goldman Sachs &amp; Co. LLC and RBC Capital Markets, LLC.</u>
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**SIGNATURE**

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.

Date: December 14, 2017 NCI Building Systems, Inc.

By: /s/ Mark E. Johnson  
Mark E. Johnson  
Executive Vice President, Chief Financial Officer and Treasurer

**Exhibit Index**

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