Builders FirstSource, Inc.

Form 4 May 25, 2016

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Graff Michael

2. Issuer Name and Ticker or Trading Symbol

Builders FirstSource, Inc. [BLDR]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

share

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director

10% Owner

C/O WARBURG PINCUS LLC, 450

05/24/2016

(Month/Day/Year)

Filed(Month/Day/Year)

Officer (give title below)

Other (specify

(Check all applicable)

LEXINGTON AVENUE

(First)

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

NEW YORK, NY 10017

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 3. Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock, par 13,263,266 D value 05/24/2016 S \$0.01 per

See Footnote I (1) (2) (3) (1) (2) (3)

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·		(A) or								Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
		4, and 5)									
									A		
									Amount		
				Date	Expiration		or				
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Graff Michael C/O WARBURG PINCUS LLC X **450 LEXINGTON AVENUE** NEW YORK, NY 10017

Signatures

/s/ Michael Graff, 05/25/2016 Director

**Signature of Reporting Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company that are reported herein are held by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"). On May 24, 2016, WP IX sold its remaining shares of Common Stock in the Company to the Underwriters at a price per share of \$10.40 pursuant to an Underwriting Agreement dated as of May 18, 2016, and attached as Exhibit B to the Schedule 13D filed with the SEC on May 19, 2016. As of the date hereof, WP IX is not the direct record holder of any shares of Common Stock of the Company. Warburg Pincus IX GP L.P., a Delaware limited partnership

- ("WP IX GP"), is the general partner of WP IX. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP IX GP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. (Continued in Footnote 2)
- (2) (Continued from Footnote 1) Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control WP IX, WP IX GP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities that may be beneficially owned by WP IX.

Reporting Owners 2

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(Continued in Footnote 3)

- (Continued from Footnote 2) Each of WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy disclaim beneficial ownership of all shares of Common Stock that may be deemed to be beneficially owned by WP IX, except to the extent of any indirect pecuniary interest therein.
 - Michael Graff, the reporting person, who became a director of the Company on February 27, 2006, is a Partner of WP and a Managing Director and Member of WP LLC. As such, Mr. Graff may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities reported as beneficially owned by WP IX, WP IX GP, WPP GP,
- (4) WP Partners, WP Partners GP, WP and WP LLC. Mr. Graff disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Company for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.