

NCI BUILDING SYSTEMS INC  
Form SC 13D/A  
July 27, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 11)**

**NCI Building Systems, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**628852204**

**(CUSIP Number)**

**Clayton, Dubilier & Rice Fund VIII, L.P.**

**c/o Clayton, Dubilier & Rice, LLC**

**Attention: Theresa A. Gore**

**375 Park Ave, New York NY 10152**

**(212) 407-5227**

**Copy to:**

**Steven J. Slutzky**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, New York 10022**

**(212) 909 6000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 25, 2016**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 628852204

1 NAMES OF REPORTING PERSONS

Clayton, Dubilier & Rice Fund VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

29,876,968 (see Item 5)(1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

29,876,968 (see Item 5)(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,876,968 (see Item 5)(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

41.76%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) Clayton, Dubilier & Rice Fund VIII, L.P. ( Fund VIII ) holds 29,876,968 shares of common stock, par value \$0.01 per share ( Common Stock and shares thereof, the Common Shares ), of NCI Building Systems, Inc., a Delaware corporation (the Company or the Issuer ). Fund VIII s voting percentage is 41.76%, calculated based on 71,545,612 shares of Common Stock outstanding as of July 25, 2016.
- (2) Based on 71,545,612 shares of common stock, par value \$0.01 per share ( Shares ), of NCI Building Systems, Inc., a Delaware corporation (the Company or the Issuer ), outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

CUSIP No. 628852204

1 NAMES OF REPORTING PERSONS

CD&R Friends & Family Fund VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

74,795 (see Item 5)(1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

74,795 (see Item 5)(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

74,795 (see Item 5)(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.10%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) CD&R Friends & Family Fund VIII, L.P. ( F&F Fund VIII ) holds 74,795 shares of Common Stock of the Issuer. F&F Fund VIII s voting percentage is 0.10%, calculated based on 71,545,612 shares of Common Stock outstanding as of July 25, 2016.
- (2) Based on 71,545,612 Shares of the Company outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

CUSIP No. 628852204

1 NAMES OF REPORTING PERSONS

CD&R Associates VIII, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

29,951,763 (see Item 5)(1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

29,951,763 (see Item 5)(1)



11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,951,763 (see Item 5)(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

41.86%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA ; CO

- (1) CD&R Associates VIII, Ltd. may be deemed to beneficially own Common Shares of the Issuer because it is the general partner of Fund VIII and F&F Fund VIII (the CD&R Funds ). The CD&R Funds hold 29,951,763 shares of Common Stock. The CD&R Funds voting percentage is 41.86%, calculated based on 71,545,612 shares of Common Stock outstanding as of July 25, 2016.
- (2) Based on 71,545,612 Shares of the Company outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

CUSIP No. 628852204

1 NAMES OF REPORTING PERSONS

CD&R Associates VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

41.86%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) CD&R Associates VIII, L.P. may be deemed to beneficially own Common Shares of the Issuer because it is the sole shareholder of CD&R Associates VIII, Ltd., the general partner of the CD&R Funds. The CD&R Funds hold 29,951,763 shares of Common Stock. The CD&R Funds' voting percentage is 41.86%, calculated based on 71,545,612 shares of Common Stock outstanding as of July 25, 2016.
- (2) Based on 71,545,612 Shares of the Company outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

CUSIP No. 628852204

1 NAMES OF REPORTING PERSONS

CD&R Investment Associates VIII, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

41.86%(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- (1) CD&R Investment Associates VIII, Ltd. may be deemed to beneficially own Common Shares of the Issuer because it is the general partner of CD&R Associates VIII, L.P., which is the sole shareholder of CD&R Associates VIII, Ltd., the general partner of the CD&R Funds. The CD&R Funds hold 29,951,763 shares of Common Stock. The CD&R Funds' voting percentage is 41.86%, calculated based on 71,545,612 shares of Common Stock outstanding as of July 25, 2016.
- (2) Based on 71,545,612 Shares of the Company outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

**Explanatory Note**

This Amendment No. 11 to Schedule 13D (this Amendment No. 11 ) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC ) on October 30, 2009 (the Initial Statement ), as amended prior to the date hereof (as so amended, the Statement ). This Amendment No. 11 is being filed on behalf of the reporting persons (the Reporting Persons ) identified on the cover pages of this Amendment No. 11.

## **Item 1. Security and Issuer**

Item 1 is hereby amended as follows:

This Amendment No. 11 is being filed with respect to shares of Common Stock held by the Reporting Persons. Such shares were issued to the Reporting Persons upon conversion of the shares of Series B Cumulative Convertible Participating Preferred Stock, as further disclosed in Amendment No. 9 to the Statement, as filed with the SEC on May 14, 2013.

## **Item 2. Identity and Background**

The agreement among the Reporting Persons relating to the joint filing of this Amendment No. 11 is attached as Exhibit 1 hereto.

## **Item 4. Purposes of the Transaction.**

Item 4 is hereby amended and supplemented by adding the following:

Pursuant to an Underwriting Agreement, dated July 19, 2016 (the Underwriting Agreement ), among Clayton, Dubilier & Rice Fund VIII, L.P. ( Fund VIII ), CD&R Friends & Family Fund VIII, L.P. ( F&F Fund VIII ), and together with Fund VIII, the CD&R Funds ), and Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., RBC Capital Markets, LLC and UBS Securities LLC, as representatives of the Underwriters named in the Underwriting Agreement (the Underwriters ), on July 25, 2016 Fund VIII sold 13,226,942 and F&F Fund VIII sold 33,112 shares of the Company s Common Stock, in each case to the Underwriters at a price of \$15.464 per Share, in a registered offering (the Secondary Offering ).

Pursuant to the Underwriting Agreement, the CD&R Funds have agreed with the Underwriters, not to offer or sell, dispose of or hedge, directly or indirectly, any common stock of the Company without the permission of Credit Suisse Securities (USA) LLC for a period of 90 days from July 19, 2016, subject to certain exceptions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 15 hereto and is incorporated herein by reference.

Pursuant to a Stock Repurchase Agreement, dated July 18, 2016 (the Stock Repurchase Agreement ), among the Company, Fund VIII and F&F Fund VIII, on July 25, 2016, Fund VIII sold 2,902,788 shares of Common Stock and F&F Fund VIII sold 7,266 shares of Common Stock, in each case to the Company at a price per share equal to the price paid by the Underwriters in the Secondary Offering (the Stock Repurchase ).

The foregoing description of the Stock Repurchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Stock Repurchase Agreement, which is filed as Exhibit 16 hereto and is incorporated herein by reference.

Except as described in this Item 4 and Item 6 of this Statement which are incorporated herein by reference, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

**Item 5. Interest in the Securities of the Issuer.**

Item 5 is hereby amended and restated in its entirety as follows:

As of the date hereof (and after giving effect to sale of the Shares of the Company in the Secondary Offering and the Stock Repurchase), each of the Reporting Persons beneficially owns the number and percentage of Shares of the Company then issued and outstanding listed opposite its name:

<b>Reporting Person</b>	<b>Shares Beneficially Owned After the Offering and the Share Repurchase</b>	
	<b>Number</b>	<b>Percent(1)</b>
Clayton, Dubilier & Rice Fund VIII, L.P.	29,876,968	41.76%
Clayton, Dubilier & Rice Friends & Family Fund VIII, L.P.	74,795	0.10%
CD&R Associates VIII, Ltd.	29,951,763	41.86%
CD&R Associates VIII, L.P.	29,951,763	41.86%
CD&R Investment Associates VIII, Ltd.	29,951,763	41.86%

(1) Based on 71,545,612 Shares of the Company outstanding on July 25, 2016, after giving effect to the retirement of the Shares purchased by the Company in the Stock Repurchase (as defined herein).

Amounts set forth in this Amendment No. 11 do not include certain shares of Common Stock issued to Clayton, Dubilier & Rice, LLC ( CD&R, LLC ), as assignee of director compensation payable to certain members of the Issuer s board of directors who are affiliated with the CD&R Funds.

CD&R Investment Associates VIII, Ltd. is managed by a two-person board of directors. Donald J. Gogel and Kevin J. Conway, as the directors of CD&R Investment Associates VIII, Ltd., may be deemed to share beneficial ownership of the shares of the Issuer s Common Stock in which the CD&R Funds have beneficial ownership. Such persons expressly disclaim such beneficial ownership. Investment and voting decisions with respect to the shares of the Issuer s Common Stock held by the CD&R Funds are made by an investment committee of limited partners of CD&R Associates VIII, L.P., currently consisting of more than ten individuals (the Investment Committee ). The investment professionals who have effective voting control of the Investment Committee are Michael G. Babiarz, Manvinder Singh Banga, James G. Berges, John C. Compton, Kevin J. Conway, Russell P. Fradin, Thomas C. Franco, Kenneth A. Giuriceo, Donald J. Gogel, Jillian Griffiths, Marco Herbst, John Krenicki, Jr., David A. Novak, Paul S. Pressler, Roberto Quarta, Christian Rochat, Ravi Sachdev, Richard J. Schnall, Nathan K. Sleeper, Sonja Terraneo and David H. Wasserman. All members of the Investment Committee expressly disclaim beneficial ownership of the shares of the Issuer s Common Stock shown as beneficially owned by the CD&R Funds.

Each of CD&R Associates VIII, L.P., CD&R Associates VIII, Ltd. and CD&R Investment Associates VIII, Ltd. expressly disclaims beneficial ownership of the shares held by the CD&R Funds and by CD&R, LLC and of stock options held by CD&R, LLC as assignee of director compensation payable to certain of the Issuer s directors. The CD&R Funds expressly disclaim beneficial ownership of the shares of Common Stock held by CD&R, LLC. CD&R, LLC expressly disclaims beneficial ownership of the shares of Common Stock held by the CD&R Funds.

(c) The information set forth in Item 4 is incorporated by reference herein in response to this Item 5(c).

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**



Item 6 of the Statement is hereby amended by inserting the following information:

The information set forth in Item 4 above is hereby incorporated by reference in response to Item 6.

**Item 7. Material to be filed as exhibits.**

Item 7 is hereby amended and supplemented by adding the following:

Exhibit Number	Description of Exhibit
1.	Joint Filing Agreement, dated as of July 27, 2016 by and between Clayton, Dubilier & Rice Fund VIII, L.P., CD&R Friends & Family Fund VIII, L.P., CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd.
15.	Underwriting Agreement, dated as of July 19, 2016, among Clayton, Dubilier & Rice Fund VIII, L.P., CD&R Friends & Family Fund VIII, Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., RBC Capital Markets, LLC and UBS Securities LLC (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K of NCI Building Systems, Inc., filed July 20, 2016).
16.	Share Repurchase Agreement, dated as of July 18, 2016, among NCI Building Systems, Inc., Clayton, Dubilier & Rice Fund VIII, L.P., and CD&R Friends & Family Fund VIII (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of NCI Building Systems, Inc., filed July 20, 2016).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 27, 2016

CLAYTON, DUBILIER & RICE FUND VIII,  
L.P.

By: CD&R Associates VIII, Ltd.,

its general partner

/s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

CD&R FRIENDS & FAMILY FUND VIII,  
L.P.

By: CD&R Associates VIII, Ltd.,

its general partner

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

CD&R ASSOCIATES VIII, LTD.

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

CD&R ASSOCIATES VIII, L.P.

By: CD&R Investment Associates VIII, Ltd.,  
its general partner

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

CD&R INVESTMENT ASSOCIATES VIII,  
LTD.

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary