

NCI BUILDING SYSTEMS INC
 Form 4
 May 16, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CD&R Associates VIII, Ltd.

2. Issuer Name and Ticker or Trading Symbol
 NCI BUILDING SYSTEMS INC
 [NCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O CLAYTON, DUBILIER &
 RICE, INC., 375 PARK AVENUE,
 18TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10152

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	05/14/2013		C(2)		54,136,817	A(2)	\$ 0(2)
					54,136,817	I	

See note (5)

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

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SEC 1474 (9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Series B Cumulative Conv. Participating Preferred Stock	\$ 6.374 (1)	05/14/2013		C(2)	339,293.4704 (2) (3)	(3) (3)	Common Stock, \$0.01 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CLAYTON DUBILIER & RICE FUND VIII LP C/O CLAYTON & DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R FRIENDS & FAMILY FUND VIII LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R ASSOCIATES VIII, LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R Investment Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		

Signatures

CD&R Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.

05/16/2013

__Signature of Reporting Person

Date

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Clayton, Dubilier & Rice Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	05/16/2013
**Signature of Reporting Person	Date
CD&R Friends & Family Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	05/16/2013
**Signature of Reporting Person	Date
CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	05/16/2013
**Signature of Reporting Person	Date
CD&R Investment Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	05/16/2013
**Signature of Reporting Person	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).

(1) This conversion price ("Conversion Price") was calculated based on an initial conversion price of \$1.2748 adjusted to give effect to the 1 for 5 reverse stock split of the common stock, par value \$0.01 (the "Common Stock") of the issuer that became effective on March 5, 2010 (the "Reverse Stock Split").

(2) On May 14, 2013 Clayton, Dubilier & Rice Fund VIII, LP ("Fund VIII") and CD&R Friends & Family Fund VIII, LP ("F&F VIII") delivered a Notice of Conversion to the issuer exercising the right to convert (i) in the aggregate, 339,293.4704 shares of Series B Cumulative Convertible Participating Preferred Stock (the "Series B Stock") into shares of Common Stock and (ii) undeclared and unpaid dividends of \$5,774,610.52 accrued in 2009 with respect to the Series B Stock into shares of Common Stock. In connection with such conversion (the "Conversion"), the issuer issued, for no additional consideration pursuant to the terms of the Amended and Restated Certificate of Designations relating to the Series B Stock, 54,001,628 shares of Common Stock to Fund VIII and 135,189 shares of Common Stock to F&F VIII.

(3) The terms and conditions of the Series B Stock were previously disclosed in the Form 3 and Forms 4 relating to Fund VIII's and F&F VIII's acquisition and ownership of Series B Stock.

(4) Prior to the Conversion, Fund VIII directly owned 338,439.8334 shares of the Series B Stock and F&F VIII directly owned 853.6370 shares of the Series B Stock. As general partner of both Fund VIII and F&F VIII, CD&R Associates VIII, Ltd. may have been deemed to own directly a total of 339,293.4704 shares of Series B Stock. CD&R Associates VIII, L.P., CD&R Associates VIII, Ltd. and CD&R Investment Associates VIII, Ltd. expressly disclaimed beneficial ownership of the shares of Series B Stock previously held by Fund VIII and F&F VIII. CD&R Associates VIII, Ltd. is a wholly-owned subsidiary of CD&R Associates VIII, L.P., of which CD&R Investment Associates VIII, Ltd. is the general partner.

(5) Following the Conversion, Fund VIII directly owns 54,001,628 shares of Common Stock and and F&F VIII directly owns 135,189 shares of Common Stock. As general partner of both Fund VIII and F&F VIII, CD&R Associates VIII, Ltd. may be deemed to own directly a total of 54,137,817 shares of Common Stock. CD&R Associates VIII, L.P., CD&R Associates VIII, Ltd. and CD&R Investment Associates VIII, Ltd. expressly disclaim beneficial ownership of the shares of Common Stock held by Fund VIII and F&F VIII. CD&R Associates VIII, Ltd. is a wholly-owned subsidiary of CD&R Associates VIII, L.P., of which CD&R Investment Associates VIII, Ltd. is the general partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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