

NCI BUILDING SYSTEMS INC
Form 8-K
February 27, 2012

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 Reported Event): February 27, 2012

NCI BUILDING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of
incorporation)**

**1-14315
(Commission File Number)**

**76-0127701
(I.R.S. Employer
Identification Number)**

10943 North Sam Houston Parkway West 77064

Houston, Texas

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(281) 897-7788**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

NCI Building Systems, Inc. (“NCI” or the “Company”) held its Annual Meeting of Stockholders on Thursday, February 23, 2012 (the “Annual Meeting”). The number of shares present in person and/or by proxy at such meeting was 64,223,978, representing approximately 95% of the 67,494,849 shares of capital stock issued and outstanding on January 3, 2012, which was the record date for the determination of the stockholders entitled to vote at the meeting. At the Annual Meeting, the stockholders of the Company (i) elected James G. Berges, Lawrence J. Kremer, and John J. Holland as Class I directors to serve until the annual meeting of stockholders to be held in 2015, and (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending October 28, 2012.

Of the 64,223,978 shares of capital stock of the Company present at the Annual Meeting, in person or by proxy, the following table shows the votes cast for and withheld from each of the nominees for director:

| Nominee | | Votes Cast For Nominee | Votes Withheld From Nominee | Non Votes |
|--------------------|-----------|------------------------|-----------------------------|-----------|
| Class I: | | | | |
| James G. Berges | Common | 8,907,299 | 4,532,844 | 3,690,529 |
| | Preferred | 47,093,306 | 0 | 0 |
| | Total | 56,000,605 | 4,532,844 | 3,690,529 |
| Lawrence J. Kremer | Common | 11,623,365 | 1,816,778 | 3,690,529 |
| | Preferred | 47,093,306 | 0 | 0 |
| | Total | 58,716,671 | 1,816,778 | 3,690,529 |
| John J. Holland | Common | 7,536,864 | 5,903,279 | 3,690,529 |
| | Preferred | 47,093,306 | 0 | 0 |
| | Total | 54,630,170 | 5,903,279 | 3,690,529 |

In addition to Messrs. Berges, Kremer and Holland, each of the following persons has a term of office as a director of the Company that continues after the Annual Meeting: Kathleen J. Affeldt, Norman C. Chambers, Gary L. Forbes, George Martinez, Nathan K. Sleeper and Jonathan L. Zrebiec.

The stockholders of the Company ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal 2012 by the following vote:

| Class | For | Against | Abstain | Non-Votes |
|-----------|------------|---------|---------|-----------|
| Common | 16,662,649 | 302,267 | 165,756 | 0 |
| Preferred | 47,093,306 | 0 | 0 | 0 |
| Total | 63,755,955 | 302,267 | 165,756 | 0 |

SIGNATURES

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.

NCI BUILDING SYSTEMS, INC.

By: /s/ Todd R. Moore
Name: Todd R. Moore

Title: Executive Vice President,
General Counsel & Secretary

February 27, 2012