

CLAYTON DUBILIER & RICE FUND VIII LP
 Form 4
 December 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 12/13/2017

____ Director
 ____ Officer (give title below)
 ___X___ 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
 ___X___ 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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	12/13/2017		S		7,150,000	D	\$ 19.36
					22,801,763	I	

See note (1)

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.

12/14/2017

____Signature of Reporting Person

Date

12/14/2017

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.

__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.

12/14/2017

__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.

12/14/2017

__Signature of Reporting Person

Date

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

12/14/2017

__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) Following the sale of shares, Clayton, Dubilier & Rice Fund VIII, L.P. ("Fund VIII") directly owns 22,744,824 shares of common stock and CD&R Friends & Family Fund VIII, L.P. ("F&F VIII") directly owns 56,939 shares of common stock. As a general partner of both Fund VIII and F&F VIII, CD&R Associates VIII, Ltd. may be deemed to own a total of 22,801,763 shares of common stock. CD&R Associates VIII, L.P. is the sole stockholder of CD&R Associates VIII, Ltd. and CD&R Investment Associates VIII, Ltd. is the general partner of CD&R Associates VIII, L.P. CD&R Associates VIII, Ltd, CD&R Associates VIII, L.P. 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.

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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