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NCI BUILDING SYSTEMS INC
Form 10-K/A
May 16, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended November 2, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number 1-14315

NCI BUILDING SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)
of incorporation or organization

76-0127701
(I.R.S. employer
identification no.)

10943 North Sam Houston Parkway West
Houston, Texas
(Address of principal executive offices)

77064
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: Common Stock,
\$0.01 par value

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to
Item 405 of Regulation S-K is not contained herein, and will not be contained,
to the best of registrant's knowledge, in definitive proxy or information
statements incorporated by reference in Part III of this Form 10-K or any
amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer
(as defined in Exchange Act Rule 12b-2). Yes No

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The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant on January 15, 2003, was \$418,197,589, which aggregate market value was calculated using the closing sales price reported by the New York Stock Exchange as of the last day of the registrant's most recently completed second fiscal quarter.

The number of shares of common stock of the registrant outstanding on January 15, 2003, was 18,717,582.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Parts I and II of this Annual Report is incorporated by reference from the registrant's 2002 Annual Report to Shareholders, and certain information required by Parts II and III of this Annual Report is incorporated by reference from the registrant's definitive proxy statement for its annual meeting of shareholders to be held on March 14, 2003.

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EXPLANATORY NOTE

This Amendment on Form 10-K/A constitutes Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended November 2, 2002, which was previously filed with the SEC on January 31, 2003 (the "Annual Report"), of NCI Building Systems, Inc. We are filing this amendment to amend in its entirety the disclosure set forth in Item 14. We are also amending the Annual Report to include as Exhibits the Certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 in accordance with the interim guidance provided by the SEC.

This Amendment amends only the items of the Annual Report specified above and amends those items solely to reflect the changes described above. This Amendment does not otherwise update the disclosures in the Annual Report as originally filed and does not reflect events occurring after the original filing of the Annual Report on January 31, 2003.

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This Annual Report contains forward-looking statements concerning our business and operations. Although we believe that the expectations reflected in

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the forward-looking statements are reasonable, these expectations and the related statements are subject to risks, uncertainties, and other factors that could cause the actual results to differ materially from those projected. These risks, uncertainties, and other factors include, but are not limited to, industry cyclicalities and seasonality, adverse weather conditions, fluctuations in customer demand and other patterns, raw material pricing, competitive activity and pricing pressure, the ability to make strategic acquisitions accretive to earnings, and general economic conditions affecting the construction industry, as well as other risks detailed in our filings with the SEC. We expressly disclaim any obligations to release publicly any updates or revisions to these forward-looking statements to reflect any changes in our expectations.

PART III

ITEM 14. CONTROLS AND PROCEDURES.

Within 90 days before the date of this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic SEC reports.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities and Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure.

In addition, we reviewed our internal controls, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of their last evaluation.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) The following documents are filed as a part of this report:

1. Consolidated financial statements (see Item 8).
2. Consolidated financial statement schedules.

Schedule II--Valuation and Qualifying Accounts

All other schedules are omitted because they are inapplicable or the requested information is shown in the financial statements or noted therein.

3. Exhibits

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- *3.1 Restated Certificate of Incorporation, as amended through September 30, 1998
- *3.2 Amended and Restated By-Laws, as amended through May 30, 2002
- 4.1 Form of certificate representing shares of NCI's common stock (filed as Exhibit 1 to NCI's registration statement on Form 8-A filed with the SEC on July 20, 1998 and incorporated by reference herein)
- 4.2 Credit Agreement, dated September 13, 2002 (the "Credit Agreement"), by and among NCI, Bank of America, N.A, as administrative agent ("BOA"), Wachovia Bank, N.A., as syndication agent, and the several lenders named therein (filed as Exhibit 4.1 to NCI's Quarterly Report on Form 10-Q for the quarter ended August 3, 2002 and incorporated by reference herein)
- 4.3 Guaranty, dated September 13, 2002, by and among BOA and all of NCI's domestic subsidiaries and operating limited partnerships (filed as Exhibit 4.2 to NCI's Quarterly Report on Form 10-Q for the quarter ended August 3, 2002 and incorporated by reference herein)
- 4.4 Promissory Note, dated May 5, 1998, of NCI Holding Corp. in favor of NCI (filed as Exhibit 4.26 to NCI's Annual Report on Form 10-K for the fiscal year ended October 31, 1998 and incorporated by reference herein)

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- 4.5 Note Pledge Agreement, dated May 5, 1998, between NCI and BOA (filed as Exhibit 4.27 to NCI's Annual Report on Form 10-K for the fiscal year ended October 31, 1998 and incorporated by reference herein)
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- 4.7 First Amendment to Rights Agreement, dated June 24, 1999, between NCI and Harris Trust and Savings Bank (filed as Exhibit 3 to NCI's registration statement on Form 8-A, Amendment No. 1 filed with the SEC on June 25, 1999 and incorporated by reference herein)
- *10.1 Amended and Restated Employment Agreement, dated January 29, 2003, between NCI and Johnnie Schulte, Jr.
- 10.2 Amended and Restated Bonus Program, as amended and restated on December 11, 1998, September 9, 1999, December 7, 2000, May 24, 2001 and December 6, 2001
- 10.3 Stock Option Plan, as amended and restated on December 14, 2000 (filed as Exhibit 10.4 to NCI's Annual Report on Form 10-K for the fiscal year ended October 31, 2000 and incorporated by reference herein)

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- 10.5 Form of Incentive Stock Option Agreement (filed as Exhibit 10.6 to NCI's Annual Report on Form 10-K for the fiscal year ended October 31, 2000 and incorporated by reference herein)
- *10.6 2003 Long-Term Stock Incentive Plan
- 10.7 401(k) Profit Sharing Plan (filed as Exhibit 4.1 to NCI's registration statement no. 33-52078 and incorporated by reference herein)
- *10.8 Amended and Restated Supplemental Benefit Plan (as amended and restated on December 12, 2002)
- *10.9 Supplemental Benefit Agreement, dated December 13, 2002, between NCI and A.R. Ginn, Jr.
- *10.10 Supplemental Benefit Agreement, dated December 13, 2002, between NCI and Johnie Schulte
- *10.11 Split-Dollar Life Insurance Agreement, dated February 1, 1996, between NCI and Fredrick D. Koetting
- *10.12 Split-Dollar Life Insurance Agreement, dated October 13, 1998, between NCI and Karen Rene Rosales, trustee of the Schulte Investment Trust
- *10.13 Form of Metal Building Components, L.P. (formerly, MBCI Operating, L.P.) ("MBC") and NCI Group, L.P. (formerly, Metal Coaters Operating, L.P.) ("NCI Group") Management Incentive Trust Agreement (as amended through December 12, 2002) in effect for A.R. Ginn, Jr. and Kenneth W. Maddox
- *10.14 Form of MBC and NCI Group Long-Term Management Incentive Plan (as amended through December 12, 2002) in effect for A.R. Ginn, Jr. and Kenneth W. Maddox
- 10.15 Form of Metallic Builder Agreement (filed as Exhibit 10.10 to NCI's registration statement no. 33-45612 and incorporated by reference herein)
- 10.16 Form of A&S Builder Agreement (filed as Exhibit 10.17 to NCI's Annual Report on Form 10-K for the fiscal year ended October 31, 1992 and incorporated by reference herein)
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- 10.17 Stock Purchase Agreement, dated March 25, 1998, by and among BTR Australia Limited and NCI, and joined therein for certain purposes by BTR plc (filed as Exhibit 2.1 to NCI's Current Report on Form 8-K dated May 19, 1998 and incorporated by reference herein)
- 10.18 Letter Agreement, dated May 4, 1998, by and among NCI, BTR

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Australia Limited and BTR plc, amending the Stock Purchase Agreement (filed as Exhibit 2.2 to NCI's Current Report on Form 8-K dated May 19, 1998 and incorporated by reference herein)

- 10.19 Note Purchase Agreement, dated April 30, 1999, by and among NCI, the guarantors named therein, Warburg Dillon Read LLC, Montgomery NationsBanc Securities LLC, First Union Capital Markets Corp. and Bear, Stearns & Co. Inc. (filed as Exhibit 10.18 to NCI's registration statement no. 333-80029 and incorporated by reference herein)
- 10.20 Registration Rights Agreement, dated May 5, 1999, by and among NCI, the guarantors named therein, Warburg Dillon Read LLC, Montgomery NationsBanc Securities LLC, First Union Capital Markets Corp. and Bear, Stearns & Co. Inc. (filed as Exhibit 10.19 to NCI's registration statement no. 333-80029 and incorporated by reference herein)
- 10.21 Indenture, dated May 5, 1999, by and among NCI, the guarantors named therein and Harris Trust Company of New York (filed as Exhibit 10.20 to NCI's registration statement no. 333-80029 and incorporated by reference herein)
- 10.22 Agreement Regarding Retirement, dated July 31, 2000, between NCI and C.A. Rundell, Jr. (filed as Exhibit 10.15 to NCI's Annual Report on Form 10-K/A for the fiscal year ended October 31, 2000 and incorporated by reference herein)
- *13 2002 Annual Report to Shareholders. With the exception of the information incorporated by reference into Items 5, 6, 7, 7A and 8 of this Form 10-K, the 2002 Annual Report to Shareholders is not to be deemed filed as part of this Form 10-K.
- *21 List of Subsidiaries
- *23.1 Consent of Independent Auditors
- *23.2 Report of Independent Auditors
- **99.1 Certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (Section 906 of the Sarbanes-Oxley Act of 2002)
- **99.2 Certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (Section 906 of the Sarbanes-Oxley Act of 2002)
- **99.3 Certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (Section 906 of the Sarbanes-Oxley Act of 2002)

* Previously filed

** Filed herewith

(b) Reports on Form 8-K.

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None

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 16th day of May, 2003.

NCI BUILDING SYSTEMS, INC.

By: /s/ Robert J. Medlock

Robert J. Medlock, Executive Vice President
and Chief Financial Officer

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CERTIFICATION PURSUANT TO RULE 13a-14(b)

I, A. R. Ginn, certify that:

1. I have reviewed this annual report on Form 10-K/A of NCI Building Systems, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

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(c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 16, 2003

/s/ A.R. Ginn

A. R. Ginn
Chairman of the Board

CERTIFICATION PURSUANT TO RULE 13a-14(b)

I, Johnie Schulte, Jr., certify that:

1. I have reviewed this annual report on Form 10-K/A of NCI Building Systems, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in

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Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 16, 2003

/s/ Johnie Schulte, Jr.

Johnie Schulte, Jr.
President and Chief Executive Officer

CERTIFICATION PURSUANT TO RULE 13a-14(b)

I, Robert J. Medlock, certify that:

1. I have reviewed this annual report on Form 10-K/A of NCI Building Systems, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such

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statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

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5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

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/s/ Robert J. Medlock

Robert J. Medlock
Executive Vice President and Chief
Financial Officer

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