

Builders FirstSource, Inc.

Form 4

November 25, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Warburg Pincus Private Equity IX,  
L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450  
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/25/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**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, par value \$0.01 per share	11/25/2015		S		7,000,000	D	\$ 13.05
					13,263,266	D	(1) (2) (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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
Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus IX GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS LLC		X		

450 LEXINGTON AVENUE  
NEW YORK, NY 10017

KAYE CHARLES R  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

X

Landy Joseph P.  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

X

## Signatures

WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: Warburg Pincus IX GP LP, its GP,  
By: WPP GP LLC, its GP, By: Warburg Pincus Partners L.P., its MM, By: Warburg Pincus  
Partners GP LLC, its GP, By: Warburg Pincus & Co., its MM, By: /s/ Robert B. Knauss,  
Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WARBURG PINCUS IX GP L.P., By: WPP GP LLC, its GP, By: Warburg Pincus Partners,  
L.P., its Managing Member, By: Warburg Pincus Partners GP LLC, its GP, By: Warburg  
Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WPP GP LLC, By: Warburg Pincus Partners, L.P., its Managing Member, By: Warburg  
Pincus Partners GP LLC, its General Partner, By: Warburg Pincus & Co., its Managing  
Member, By: /s/ Robert B. Knauss, Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WARBURG PINCUS PARTNERS, L.P., By: Warburg Pincus Partners GP LLC, its General  
Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WARBURG PINCUS PARTNERS GP LLC, By: Warburg Pincus & Co., its Managing  
Member, By: /s/ Robert B. Knauss, Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WARBURG PINCUS & CO., By: /s/ Robert B. Knauss, Partner 11/25/2015

\_\_Signature of Reporting Person

Date

WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Managing Director 11/25/2015

\_\_Signature of Reporting Person

Date

CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact\* 11/25/2015

\_\_Signature of Reporting Person

Date

JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact\* 11/25/2015

\_\_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 Form 4 is filed on behalf of (i) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"); (ii) Warburg Pincus IX GP L.P., a Delaware limited partnership ("WP IX GP"), the general partner of WP IX; (iii) WPP GP LLC, a Delaware limited liability company ("WPP GP"), the general partner of WP IX GP; (iv) Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), the sole member of WPP GP; (v) Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), the general partner of WP Partners; (vi) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WP Partners GP; (vii) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages WP IX; and (viii) Charles R. Kaye and Joseph P. Landy, who are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the entities listed in clauses (i) through (vii).

(2) All shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company that are reported herein are held by WP IX. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities that may be beneficially owned by WP IX. Each of WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy disclaim beneficial ownership of all shares of Common Stock that may be deemed to be beneficially owned by WP IX, except to the extent of any indirect pecuniary interest therein. (Continued in Footnote 3)

(3) (Continued from Footnote 2) This Form 4 shall not be deemed an admission that any reporting person, other than WP IX, or any other person referred to herein is a beneficial owner or any shares of Common Stock for purposes of Section 16 of the Exchange Act or for any other purpose or that any reporting person, other than WP IX, or other person has an obligation to file this Form 4.

### Remarks:

\* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.