

NCI BUILDING SYSTEMS INC

Form S-8

September 08, 2011

As filed with the Securities and Exchange Commission on September 8, 2011

Registration No. 333-

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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

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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 77064  
(Addresses of Principal Executive Offices)

77064  
(Zip Code)

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NCI 401(k) PROFIT SHARING PLAN  
(Full title of the plan)

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Todd R. Moore  
Executive Vice President and General Counsel  
10943 North Sam Houston Parkway West  
Houston, Texas 77064  
(Name and address of agent for service)

(281) 897-7788  
(Telephone number, including area code, of agent for service)

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copies to:

J. Eric Johnson  
Locke Lord Bissell & Liddell LLP  
600 Travis Street, Suite 2800  
Houston, Texas 77002  
(713) 226-1200

Peter Talosig  
NCI Building Systems, Inc.  
10943 N. Sam Houston Parkway W.  
Houston, Texas 77064  
(281) 897-7762

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock \$0.01 par value per share (3)	2,400,000 shares	\$8.525	\$20,460,000	\$2,375.41

(1)The shares of Common Stock, \$0.01 par value (“Common Stock”) of NCI Building Systems, Inc. being registered hereby consist of shares to be acquired by the trustee pursuant to the 401(k) Profit Sharing Plan for the accounts of employee participants.

(2)Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), based upon the average of the high and low prices reported on the New York Stock Exchange on September 6, 2011 (\$8.525 per share).

(3)Pursuant to Rule 416(a) under the Securities Act, this registration statement on Form S-8 shall be deemed to cover any additional shares of Common Stock of NCI Building Systems, Inc. that may be issued pursuant to stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information called for in Part I of Form S-8 is not included in this registration statement on Form S-8 ("Registration Statement") (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

NCI Building Systems, Inc. (the "Company" or "NCI") registered an aggregate of 1,100,000 shares of its Common Stock for purchase under the NCI 401(k) Profit Sharing Plan (the "Plan") pursuant to a registration statement on Form S-8 filed with the Commission on March 15, 2011 (No. 333-172822).

Under this Registration Statement, the Company is registering an additional 2,400,000 shares of its Common Stock for purchase under the Plan. These additional shares of Common Stock will permit the Plan trustee to continue to acquire shares on the open market for the accounts of employee participants. These open market acquisitions will not be dilutive to existing holders of Common Stock. The Company is not issuing or otherwise offering to sell any new shares of Common Stock in connection with this Registration Statement.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statement are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

Item 8. Exhibits

See Index to Exhibits, which is incorporated herein by reference.

We hereby undertake that we have submitted or, to the extent we are required to do so, will submit the Plan and any amendment thereto to the Internal Revenue Service (the "IRS") in a timely manner and have made or will make all changes required by the IRS in order to qualify the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 8, 2011.

NCI BUILDING SYSTEMS, INC.

By: /s/ Norman C. Chambers  
Norman C. Chambers  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on September 8, 2011 by the following persons in the capacities indicated.

Name	Title
/s/ Norman C. Chambers Norman C. Chambers	President, Chief Executive Officer and Director (Principal Executive Officer)
*Mark E. Johnson	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
*Richard Allen	Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)
*Kathleen J. Affeldt	Director
*James G. Berges	Director
*Gary L. Forbes	Director
*John J. Holland	Director
*Lawrence J. Kremer	Director
*George Martinez	Director
*Nathan K. Sleeper	Director
*Jonathan L. Zrebiec	Director

\* Norman C. Chambers, by signing his name hereto on the 8th day of September, 2011, does hereby sign this document pursuant to powers of attorney duly executed by the Officers and Directors named above, filed with the Commission on behalf of such Officers and Directors, all in the capacities and on the date indicated.

/s/ Norman C. Chambers  
Norman C. Chambers, Attorney in  
Fact

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Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 8, 2011.

NCI 401(K) PROFIT SHARING PLAN

By: /s/ Alice Hill  
Alice Hill, Chair  
Employee Benefits Administration  
Committee

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INDEX TO EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated NCI 401(k) Profit Sharing Plan, dated January 1, 2010 (filed as Exhibit 4.1 to NCI's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 15, 2011 and incorporated by reference herein).
*4.2	Amendment No. 1 to the Amended and Restated Plan, dated December 10, 2010.
*23.2	Consent of Ernst & Young LLP.
*24.1	Power of Attorney.

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Filed herewith

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