

PGT, Inc.  
Form 10-K  
March 19, 2015  
Table of Contents

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

**Form 10-K**

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

**For the fiscal year ended January 3, 2015**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 000-52059**

**PGT, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**20-0634715**  
**(I.R.S. Employer**  
**Identification No.)**

**1070 Technology Drive**

**North Venice, Florida**  
**(Address of principal executive offices)**

**34275**  
**(Zip Code)**

**Registrant's telephone number, including area code: (941) 480-1600**

**Former name, former address and former fiscal year, if changed since last report: Not applicable**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>   | <b>Name of Exchange on Which Registered</b> |
|--|---|
| <b>Common stock, par value \$0.01 per share</b>                          | <b>NASDAQ Global Market</b>                 |
| <b>Securities registered pursuant to Section 12 (g) of the Act: None</b> |   |

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer, large 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

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 27, 2014 was approximately \$380,136,516 based on the closing price per share on that date of \$8.57 as reported on the NASDAQ Global Market.

The number of shares of the registrant's common stock, par value \$0.01, outstanding as of February 28, 2015, was 47,707,270.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement for the Company's 2015 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

**Table of Contents**

**PGT, INC.**

**Table of Contents to Form 10-K**

|   | <b>Page</b> |
|---|-------------|
| <b><u>PART I</u></b>  |             |
| Item 1. <u>Business</u>   | 3           |
| Item 1A. <u>Risk Factors</u>  | 7           |
| Item 1B. <u>Unresolved Staff Comments</u>   | 11          |
| Item 2. <u>Properties</u>   | 11          |
| Item 3. <u>Legal Proceedings</u>  | 11          |
| Item 4. <u>Mine Safety Disclosures</u>  | 11          |
| <b><u>PART II</u></b>   |             |
| Item 5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 12          |
| Item 6. <u>Selected Financial Data</u>  | 14          |
| Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 15          |
| Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>  | 32          |
| Item 8. <u>Financial Statements and Supplementary Data</u>  | 33          |
| Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                         | 72          |
| Item 9A. <u>Controls and Procedures</u>   | 72          |
| Item 9B. <u>Other Information</u>   | 73          |
| <b><u>PART III</u></b>  |             |
| Item 10. <u>Directors, Executive Officers and Corporate Governance</u>  | 74          |
| Item 11. <u>Executive Compensation</u>  | 75          |
| Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>              | 75          |
| Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>                                   | 76          |
| Item 14. <u>Principal Accountant Fees and Services</u>  | 76          |
| <b><u>PART IV</u></b>   |             |
| Item 15. <u>Exhibits, Financial Statement Schedules</u>   | 77          |
| Subsidiaries  |             |
| Consent of KPMG LLP   |             |
| Consent of Ernst & Young LLP  |             |
| Written Statement Pursuant to Section 302   |             |
| Written Statement Pursuant to Section 302   |             |
| Written Statement Pursuant to Section 906   |             |
| Written Statement Pursuant to Section 906   |             |

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**Table of Contents**

**PART I**

**Item 1. BUSINESS**

**GENERAL DEVELOPMENT OF BUSINESS**

**Description of the Company**

We are the leading U.S. manufacturer and supplier of residential impact-resistant windows and doors and pioneered the U.S. impact-resistant window and door industry. Our impact-resistant products, which are marketed under the WinGuard®, PremierVue®, PGT Architectural Systems and PGT Commercial Storefront System brand names, combine heavy-duty aluminum or vinyl frames with laminated glass to provide protection from hurricane-force winds and wind-borne debris by maintaining their structural integrity and preventing penetration by impacting objects. Impact-resistant windows and doors satisfy stringent building codes in hurricane-prone coastal states and provide an attractive alternative to shutters and other active forms of hurricane protection that require installation and removal before and after each storm. Combining the impact resistance of WinGuard, PremierVue®, PGT Architectural Systems, and PGT Commercial Storefront System with our insulating glass creates energy efficient windows that can significantly reduce cooling and heating costs. We also manufacture non-impact resistant products in both aluminum and vinyl frames including our SpectraGuard® line of products. Our current market share in Florida, which is the largest U.S. impact-resistant window and door market, is significantly greater than that of any of our competitors.

Our manufacturing facility in North Venice, Florida, produces fully-customized windows and doors. We are vertically integrated with glass insulating, tempering and laminating facilities, which provide us with a consistent source of impact-resistant laminated and insulating glass, shorter lead times, and lower costs relative to third-party sourcing.

On September 22, 2014, we completed the acquisition of CGI Windows and Doors Holdings, Inc. (CGI) which became a wholly-owned subsidiary of PGT Industries, Inc. CGI was established in 1992 and has consistently built a reputation based on designing and manufacturing quality impact resistant products that meet or exceed the stringent Miami-Dade County impact standards. CGI has over 200 employees at its manufacturing plant in Miami, Florida. Today, CGI continues to lead as an innovator in product craftsmanship, strength and style, and its brands are highly recognized and respected by the architectural community. CGI product lines include the Estate Collection, Sentinel by CGI, Estate Entrances, Commercial Series and Targa by CGI.

The geographic regions in which we currently conduct business include the Southeastern U.S., Gulf Coast, Coastal mid-Atlantic, the Caribbean, Central America, and Canada. We distribute our products through multiple channels, including approximately 1,100 window distributors, building supply distributors, window replacement dealers and enclosure contractors. This broad distribution network provides us with the flexibility to meet demand as it shifts between the residential new construction and repair and remodeling end markets.

**History**

Our subsidiary, PGT Industries, Inc., a Florida Corporation, was founded in 1980 as Vinyl Tech, Inc. The PGT brand was established in 1987, and we introduced our WinGuard branded product line in the aftermath of Hurricane Andrew in 1992. CGI became a wholly-owned subsidiary of PGT Industries, Inc. on September 22, 2014.

PGT, Inc. is a Delaware corporation formed on December 16, 2003, and on June 27, 2006, we became a publicly listed company on the NASDAQ Global Market under the symbol PGTI.

**FINANCIAL INFORMATION ABOUT INDUSTRY SEGMENTS**

We operate as one segment, the manufacture and sale of windows and doors. Additional required information is included in Item 8.

**NARRATIVE DESCRIPTION OF BUSINESS**

**Our Products**

We manufacture complete lines of premium, fully customizable aluminum and vinyl windows and doors and porch enclosure products targeting both the residential new construction and repair and remodeling end markets. All of our PGT products carry the PGT brand, and our consumer-oriented PGT products carry an additional, trademarked product name, including WinGuard, Eze-Breeze, SpectraGuard, PremierVue, WinGuard Vinyl and EnergyVue. CGI's products carry the CGI brand and carry the trademarked product names of Estate Collection, Sentinel by CGI, Estate Entrances, Commercial Series and Targa by CGI.

## **Table of Contents**

### ***Window and door products***

#### **Impact window and door products**

*WinGuard.* WinGuard is an impact-resistant product line and combines heavy-duty aluminum or vinyl frames with laminated glass to provide protection from hurricane-force winds and wind-borne debris that satisfy increasingly stringent building codes and primarily target hurricane-prone coastal states in the U.S., as well as the Caribbean and Central America. Combining the impact resistance of WinGuard with our insulating glass creates energy efficient windows that can significantly reduce cooling and heating costs. In the first quarter of 2015, we announced the launch of our new WinGuard Vinyl line of windows and doors, our all-new impact-resistant vinyl window designed to offer some of the highest design pressures available on impact-resistant windows and doors even stronger and in an attractive modern profile, with larger sizes capable of handling the toughest hurricane codes in the country. It also protects against flying debris, intruders, outside noise and UV rays making it a top choice for customers seeking an impact-resistant window.

*PremierVue.* PremierVue is a complete line of impact-resistant vinyl window and door products that are tailored for the mid- to high-end of the replacement market, primarily targeting single and multi-family homes and low to mid-rise condominiums in Florida and other coastal regions of the Southeastern U.S. Combining structural strength and energy efficiency, these products are designed for flexibility in today's market, offering both laminated and laminated-insulated impact-resistant glass options which are Energy Star rated. PremierVue's large test sizes and high design pressures, combined with vinyl's inherent thermal efficiency, make these products truly unique in the window and door industry.

*Architectural Systems.* Similar to WinGuard, Architectural Systems products are impact-resistant, offering protection from hurricane-force winds and wind-borne debris for mid- and high-rise buildings rather than single family homes.

*Estate Collection.* Our Estate Collection of windows and doors is CGI's premium, high-end aluminum impact-resistant product line. These windows and doors can be found in elegant homes, prestigious resorts, hotels, schools and office buildings. Our Estate Collection combines best-in-class performance against hurricane force damage with architectural-grade quality, handcrafted details and superior engineering. Similar to WinGuard, Estate windows and doors protect and insulate against every imaginable external event, from hurricanes to UV protection, outside noise and forced entry. Estate's aluminum frames are up to 100% thicker than many of our competitors making it an excellent choice for any coastal area prone to hurricanes.

*Sentinel.* Sentinel is a complete line of aluminum impact-resistant windows and doors from CGI that provide exceptional quality, craftsmanship, energy efficiency and durability at an affordable price. Sentinel windows and doors are manufactured to enhance the aesthetics of the home while delivering protection from the most extreme coastal conditions. Sentinel is custom manufactured to exact sizes within our wide range of design parameters, therefore, reducing on-site construction costs. In addition, Sentinel's frame depth is designed for both new construction and replacement applications resulting in faster, less intrusive installations.

*Targa.* Targa is CGI's line of vinyl energy-efficient, impact-resistant windows designed specifically to exceed the Florida Impact codes, the most stringent impact standards in the U.S. Targa windows enhance the aesthetics of a home and are low maintenance windows with long-term durability, and environmental compatibility.

#### **Other window and door products**

*Aluminum.* We offer a complete line of fully customizable, non-impact-resistant aluminum frame windows and doors. These products primarily target regions with warmer climates, where aluminum is often preferred due to its ability to withstand higher structural loads. Adding our insulating glass creates energy-efficient windows that can significantly reduce cooling and heating costs.

*Vinyl.* We offer a complete line of fully customizable, non-impact-resistant vinyl frame windows and doors where the energy-efficient characteristics of vinyl frames are critical. It includes a line of energy-efficient vinyl windows for new construction with wood-like aesthetics, such as brick-mould frames, wood-like trim detail and simulated divided lights. Also, part of this line is vinyl replacement windows with the same superior energy performance and wood-like detail and branded the product lines as SpectraGuard. All of our vinyl product lines possess options to meet the needs of the Florida market and are Energy Star rated.



## **Table of Contents**

*Eze-Breeze.* Eze-Breeze non-glass vertical and horizontal sliding panels for porch enclosures are vinyl-glazed, aluminum-framed products used for enclosing screened-in porches that provide protection from inclement weather. This line was completed with the addition of a cabana door.

*PGT Commercial Storefront System.* PGT's Commercial Storefront window system and entry doors, launched in 2013, are engineered to provide a flexible yet economical solution for a variety of applications. Our system provides easy fabrication and assembly, while also reducing installation time and challenges.

*EnergyVue.* EnergyVue is our all new non-impact vinyl window featuring energy-efficient insulating glass and multi-chambered frames that meet or exceed ENERGY STAR® standards in all climate zones to help save consumers on energy costs. The new design has a refined modern profile combined with robust construction to make larger sizes and higher design pressures an unparalleled offering. We rounded out the line with one of the industry's most extensive selection of frame colors and a variety of hardware finishes, glass tints, grid styles and patterns for their customers. We announced the launch of EnergyVue in the first quarter of 2015.

## **Sales and Marketing**

Our sales strategy primarily focuses on attracting and retaining distributors and dealers by consistently providing exceptional customer service, leading product designs and quality, and competitive pricing all using our advanced knowledge of building code requirements and technical expertise.

Our marketing strategy is designed to reinforce the high quality of our products and focuses on both coastal and inland markets. We support our markets through print and web-based advertising, consumer, dealer, and builder promotions, and selling and collateral materials. We also work with our dealers and distributors to educate architects, building officials, consumers and homebuilders on the advantages of using impact-resistant and energy-efficient products. We market our products based on quality, building code compliance, outstanding service, shorter lead times, and on-time delivery using our fleet of trucks and trailers.

## **Our Customers**

We have a highly diversified customer base that is comprised of approximately 1,100 window distributors, building supply distributors, window replacement dealers and enclosure contractors. Our largest customer accounts for approximately 4% of net sales and our top ten customers account for approximately 20% of net sales. Our sales are comprised of residential new construction and home repair and remodeling end markets, which represented approximately 38% and 62% of our sales, respectively, during 2014. This compares to 32% and 68%, respectively, in 2013.

We do not supply our products directly to homebuilders, but believe demand for our products is also a function of our relationships with a number of national homebuilders, which we believe are strong.

## **Table of Contents**

### **Materials and Supplier Relationships**

Our primary manufacturing materials include aluminum and vinyl extrusions, glass, ionoplast, and polyvinyl butyral. Although in many instances we have agreements with our suppliers, these agreements are generally terminable by either party on limited notice. All of our materials are typically readily available from other sources. Aluminum and vinyl extrusions accounted for approximately 37% of our material purchases during fiscal year 2014. Sheet glass, which is sourced from two major national suppliers, accounted for approximately 17% of our material purchases during fiscal year 2014. Sheet glass that we purchase comes in various sizes, tints, and thermal properties. From the sheet glass purchased, we produce most of our own laminated glass needs. However, in 2014 due to some temporary capacity constraints, we did purchase the remaining amounts of our laminated glass needs from one major national supplier. This finished laminated glass made up approximately 9% of our material purchases in fiscal year 2014. Polyvinyl butyral and ionoplast, which are both used as inner layer in laminated glass, accounted for approximately 13% of our material purchases during fiscal year 2014.

### **Backlog**

As of January 3, 2015, our backlog was \$28.0 million, which includes CGI's backlog of \$3.4 million, compared to PGT's backlog of \$17.6 million at December 28, 2013. Our backlog consists of orders that we have received from customers that have not yet shipped, and we expect that substantially all of our current backlog will be recognized as sales in the first quarter of 2015, due in part to our lead times which range from one to five weeks.

### **Intellectual Property**

We own and have registered trademarks in the United States. In addition, we own several patents and patent applications concerning various aspects of window assembly and related processes. We are not aware of any circumstances that would have a material adverse effect on our ability to use our trademarks and patents. As long as we continue to renew our trademarks when necessary, the trademark protection provided by them is perpetual.

### **Manufacturing**

Our manufacturing facilities are located in Florida where we produce fully-customized products. The manufacturing process typically begins in our glass plant where we cut, temper, laminate, and insulate sheet glass to meet specific requirements of our customers' orders.

Glass is transported to our window and door assembly lines in a make-to-order sequence where it is combined with an aluminum or vinyl frame. These frames are also fabricated to order. We start with a piece of extruded material which is cut and shaped into a frame that fits the customers' specifications. Once complete, product is immediately staged for delivery and generally shipped on our trucking fleet within 48 hours of completion.

### **Competition**

The window and door industry is highly fragmented, and the competitive landscape is based on geographic scope. The competition falls into one of two categories.

*Local and Regional Window and Door Manufacturers:* This group of competitors consists of numerous local job shops and small manufacturing facilities that tend to focus on selling products to local or regional dealers and wholesalers. Competitors in this group typically lack marketing support and the service levels and quality controls demanded by larger distributors, as well as the ability to offer a full complement of products.

*National Window and Door Manufacturers:* This group of competitors tends to focus on selling branded products nationally to dealers and wholesalers and has multiple locations.

*Active Protection:* This group of competitors consists of manufactures that produce shutters and plywood, both of which are used to actively protect openings. Our impact windows and doors represent passive protection, meaning, once installed, no activity is required to protect a home from storm related hazards.

The principal methods of competition in the window and door industry are the development of long-term relationships with window and door dealers and distributors, and the retention of customers by delivering a full range of high-quality products on time while offering competitive pricing and flexibility in transaction processing. Trade professionals such as contractors, homebuilders, architects and engineers also engage in direct interaction and look to the manufacturer for training and education of product and code.

**Table of Contents**

Although some of our competitors may have greater geographic scope and access to greater resources and economies of scale than do we, our leading position in the U.S. impact-resistant window and door market, and the award winning designs and high quality of our products, position us well to meet the needs of our customers.

**Environmental Considerations**

Although our business and facilities are subject to federal, state, and local environmental regulation, environmental regulation does not have a material impact on our operations, and we believe that our facilities are in material compliance with such laws and regulations.

**Employees**

As of March 10, 2015, we employed approximately 1,900 people, including approximately 200 people at CGI, none of whom were represented by a collective bargaining unit. We believe we have good relations with our employees.

**FINANCIAL INFORMATION ABOUT GEOGRAPHIC AREAS**

Our domestic and international net sales for each of the three years ended January 3, 2015, December 28, 2013, and December 29, 2012, are as follows (in millions):

|                 | <b>Year Ended</b>          |                              |                              |
|-----------------|----------------------------|------------------------------|------------------------------|
|                 | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
| Domestic        | \$ 295.8                   | \$ 232.7                     | \$ 166.9                     |
| International   | 10.6                       | 6.6                          | 7.6                          |
| Total net sales | \$ 306.4                   | \$ 239.3                     | \$ 174.5                     |

**AVAILABLE INFORMATION**

Our Internet address is [www.pgtindustries.com](http://www.pgtindustries.com). Through our Internet website under "Financial Information" in the Investors section, we make available free of charge, as soon as reasonably practical after such information has been filed with the SEC, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act. Also available through our Internet website under "Corporate Governance" in the Investors section are our Code of Business Conduct and Ethics and our supplemental Code of Ethics for Senior Officers. We are not including this or any other information on our website as a part of, nor incorporating it by reference into this Form 10-K, or any of our other SEC filings. The SEC maintains an Internet site that contains our reports, proxy and information statements, and other information that we file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

**Item 1A. RISK FACTORS**

***We are subject to regional and national economic conditions.*** The economy in Florida and throughout the United States could negatively impact demand for our products as it has in the past, and macroeconomic forces such as employment rates and the availability of credit could have an adverse effect on our sales and results of operations.

***New home construction while improving, remains below average. Also repair and remodeling markets are subject to many economic factors. Accordingly, either market could decline and lower the demand for, and the pricing of, our products, which could adversely affect our results.*** The window and door industry is subject to the cyclical market pressures of the larger new construction and repair and remodeling markets. In turn, these changes may be affected by adverse changes in economic conditions such as demographic trends, employment levels, interest rates, and consumer confidence. A decline in the economic environment or new home construction could negatively impact our sales and earnings.

***Economic and credit market conditions impact our ability to collect receivables.*** Economic and credit conditions negatively impacted our bad debt expense in the years 2007-2011, which adversely impacted our results of operations. If these conditions return, our results of operations may again be adversely impacted by bad debts.

***We are subject to fluctuations in the prices of our raw materials.*** We experience significant fluctuations in the cost of our raw materials, including aluminum extrusion, polyvinyl butyral and glass. A variety of factors over which we have no control, including

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**Table of Contents**

global demand for aluminum, fluctuations in oil prices, speculation in commodities futures and the creation of new laminates or other products based on new technologies impact the cost of raw materials which we purchase for the manufacture of our products. While we attempt to minimize our risk from severe price fluctuations by entering into aluminum forward contracts to hedge these fluctuations in the purchase price of aluminum extrusion we use in production, substantial, prolonged upward trends in aluminum prices could significantly increase the cost of the unhedged portions of our aluminum needs and have an adverse impact on our results of operations. We anticipate that these fluctuations will continue in the future. While we have entered into a two-year supply agreement through December 2016 with a major producer of ionoplast inter layer that we believe provides us with a reliable, single source for ionoplast with stable pricing on favorable terms, if one or both parties to the agreement do not satisfy the terms of the agreement it may be terminated which could result in our inability to obtain ionoplast on commercially reasonable terms having an adverse impact on our results of operations. While historically we have to some extent been able to pass on significant cost increases to our customers, our results between periods may be negatively impacted by a delay between the cost increases and price increases in our products.

***We depend on third-party suppliers for our raw materials.*** Our ability to offer a wide variety of products to our customers depends on receipt of adequate material supplies from manufacturers and other suppliers. Generally, our raw materials and supplies are obtainable from various sources and in sufficient quantities. However, it is possible that our competitors or other suppliers may create laminates or products based on new technologies that are not available to us or are more effective than our products at surviving hurricane-force winds and wind-borne debris or that they may have access to products of a similar quality at lower prices. Although in many instances we have agreements with our suppliers, these agreements are generally terminable by either party on limited notice. Moreover, other than with our suppliers of polyvinyl butyral and aluminum, we do not have long-term contracts with the suppliers of our raw materials.

***Transportation costs represent a significant part of our cost structure.*** Fuel prices decreased significantly in the second half of 2014 but have increased in early 2015, and remain volatile. A rapid and prolonged increase in fuel prices may significantly increase our costs and have an adverse impact on our results of operations.

***The home building industry and the home repair and remodeling sector are regulated.*** The homebuilding industry and the home repair and remodeling sector are subject to various local, state, and federal statutes, ordinances, rules, and regulations concerning zoning, building design and safety, construction, and similar matters, including regulations that impose restrictive zoning and density requirements in order to limit the number of homes that can be built within the boundaries of a particular area. Increased regulatory restrictions could limit demand for new homes and home repair and remodeling products and could negatively affect our sales and results of operations.

***Our operating results are substantially dependent on sales of our branded impact-resistant products.*** A majority of our net sales are, and are expected to continue to be, derived from the sales of our branded impact-resistant products. Accordingly, our future operating results will depend on the demand for our impact-resistant products by current and future customers, including additions to this product line that are subsequently introduced. If our competitors release new products that are superior to our impact-resistant products in performance or price, or if we fail to update our impact-resistant products with any technological advances that are developed by us or our competitors or introduce new products in a timely manner, demand for our products may decline. A decline in demand for our impact-resistant products as a result of competition, technological change or other factors could have a material adverse effect on our ability to generate sales, which would negatively affect results of operations.

***In 2015, we are launching a new line of vinyl impact-resistant and non-impact energy saving windows.*** In January 2015, we unveiled our new Vinyl WinGuard and EnergyVue line of vinyl windows which we will begin taking orders for in April 2015. Our intent in launching this new line of vinyl products is that it will ultimately replace various

existing lines of vinyl impact-resistant and energy saving windows. We designed these products to exceed the most stringent impact-resistance and energy-saving codes in the country, and they have been well received by the industry. However, if these products fail to gain acceptance with our customers as replacements of our currently successful lines of vinyl windows, we could lose market share to our competitors that produce similar products, which could have a material impact on our sales and negatively affect results of operations.

***Changes in building codes could lower the demand for our impact-resistant windows and doors.*** The market for our impact-resistant windows and doors depends in large part on our ability to satisfy state and local building codes that require protection from wind-borne debris. If the standards in such building codes are raised, we may not be able to meet their requirements, and demand for our products could decline. Conversely, if the standards in such building codes are lowered or are not enforced in certain areas, demand for our impact-resistant products may decrease. Further, if states and regions that are affected by hurricanes but do not currently have such building codes fail to adopt and enforce hurricane protection building codes; our ability to expand our business in such markets may be limited.

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**Table of Contents**

***Our industry is competitive, and competition may increase as our markets grow or as more states adopt or enforce building codes that require impact-resistant products.*** The window and door industry is highly competitive. We face significant competition from numerous small, regional producers, as well as certain national producers. Any of these competitors may (i) foresee the course of market development more accurately than do we, (ii) develop products that are superior to our products, (iii) have the ability to produce similar products at a lower cost, or (iv) adapt more quickly to new technologies or evolving customer requirements than do we. Additionally, new competitors may enter our industry, and larger existing competitors may increase their efforts and devote substantially more resources to expand their presence in the impact-resistant market. If we are unable to compete effectively, demand for our products may decline. In addition, while we are skilled at creating finished impact-resistant and other window and door products, the materials we use can be purchased by any existing or potential competitor. New competitors can enter our industry, and existing competitors may increase their efforts in the impact-resistant market. Furthermore, if the market for impact-resistant windows and doors continues to expand, larger competitors could enter or expand their presence in the market and may be able to compete more effectively. Finally, we may not be able to maintain our costs at a level for us to compete effectively. If we are unable to compete effectively, demand for our products and our profitability may decline.

***Our business is currently concentrated in one state.*** Our business is concentrated geographically in Florida. In fiscal year 2014, approximately 88% of our sales were generated in Florida, a state in which new single family housing permits remain below average. Focusing operations into manufacturing locations in Florida optimizes manufacturing efficiencies and logistics, and we believe that a focused approach to growing our share within our core wind-borne debris markets in Florida, from the Gulf Coast to the mid-Atlantic, and certain international markets, will maximize value and return. However, such a focus further concentrates our business, and another prolonged decline in the economy of the state of Florida or of certain coastal regions, a change in state and local building code requirements for hurricane protection, or any other adverse condition in the state or certain coastal regions, could cause a decline in the demand for our products, which could have an adverse impact on our sales and results of operations.

***We may incur additional indebtedness.*** We may incur additional indebtedness under our credit facilities, which provide for up to \$35 million of revolving credit borrowings. In addition, we and our subsidiaries may incur additional indebtedness in the future. If new debt is added to our current debt levels, certain risks which we currently do not consider significant could intensify.

***Our debt instruments contain various covenants that limit our ability to operate our business.*** Our credit facility contains various provisions that limit our ability to, among other things, transfer or sell assets, including the equity interests of our subsidiaries, or use asset sale proceeds; pay dividends or distributions on our capital stock, make certain restricted payments or investments; create liens to secure debt; enter into transactions with affiliates; merge or consolidate with another company; and engage in unrelated business activities.

In addition, our credit facilities require us to meet specified financial ratios. These covenants may restrict our ability to expand or fully pursue our business strategies. Our ability to comply with these and other provisions of our credit facilities may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments, or other events beyond our control. The breach of any of these covenants, including those contained in our credit facilities, could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it.

***We may be adversely affected by any disruption in our information technology systems.*** Our operations are dependent upon our information technology systems, which encompass all of our major business functions. A disruption in our information technology systems for any prolonged period could result in delays in receiving



inventory and supplies or filling customer orders and adversely affect our customer service and relationships.

During the second quarter of fiscal year 2012, we started the implementation of our new Enterprise Resource Planning ( ERP ) System. In order to maintain our leadership position in the market and efficiently process increased business volume, we are making a significant upgrade to our computer hardware, software and our ERP System. The ERP implementation was substantially completed by the end of 2014, with shipments in our new system expected to increase significantly through the second quarter of 2015. Although significant testing of the new ERP system has taken place, inefficiencies could result from the conversion and our ability to maintain and grow the business could be hindered, and our operations and financial results could be adversely impacted.

***We may be adversely affected by any disruptions to our manufacturing facilities or disruptions to our customer, supplier, or employee base.*** Any disruption to our facilities resulting from hurricanes and other weather-related events, fire, an act of terrorism, or any other cause could damage a significant portion of our inventory, affect our distribution of products, and materially impair our ability to distribute our products to customers. We could incur significantly higher costs and longer lead times associated with distributing our products to our customers during the time that it takes for us to reopen or replace a damaged facility. In addition, if there are disruptions to our customer and supplier base or to our employees caused by hurricanes, our business could be temporarily adversely affected by higher costs for materials, increased shipping and storage costs, increased labor costs, increased absentee rates,

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**Table of Contents**

and scheduling issues. Furthermore, some of our direct and indirect suppliers have unionized work forces, and strikes, work stoppages, or slowdowns experienced by these suppliers could result in slowdowns or closures of their facilities. Any interruption in the production or delivery of our supplies could reduce sales of our products and increase our costs.

***The nature of our business exposes us to product liability and warranty claims.*** We are, from time to time, involved in product liability and product warranty claims relating to the products we manufacture and distribute that, if adversely determined, could adversely affect our financial condition, results of operations, and cash flows. In addition, we may be exposed to potential claims arising from the conduct of homebuilders and home remodelers and their sub-contractors. Although we currently maintain what we believe to be suitable and adequate insurance in excess of our self-insured amounts, we may not be able to maintain such insurance on acceptable terms or such insurance may not provide adequate protection against potential liabilities. Product liability claims can be expensive to defend and can divert the attention of management and other personnel for significant periods, regardless of the ultimate outcome. Claims of this nature could also have a negative impact on customer confidence in our products and our company.

***We are subject to potential exposure to environmental liabilities and are subject to environmental regulation.*** We are subject to various federal, state, and local environmental laws, ordinances, and regulations. Although we believe that our facilities are in material compliance with such laws, ordinances, and regulations, as owners and lessees of real property, we can be held liable for the investigation or remediation of contamination on such properties, in some circumstances, without regard to whether we knew of or were responsible for such contamination. Remediation may be required in the future as a result of spills or releases of petroleum products or hazardous substances, the discovery of unknown environmental conditions, or more stringent standards regarding existing residual contamination. More burdensome environmental regulatory requirements may increase our general and administrative costs and may increase the risk that we may incur fines or penalties or be held liable for violations of such regulatory requirements.

***We conduct all of our operations through our subsidiaries, and rely on payments from our subsidiaries to meet all of our obligations.*** We are a holding company and derive all of our operating income from our subsidiary, PGT Industries, Inc., and its subsidiary, CGI Windows and Doors, Inc. All of our assets are held by our subsidiaries, and we rely on the earnings and cash flows of our subsidiaries to meet our obligations. The ability of our subsidiaries to make payments to us will depend on their respective operating results and may be restricted by, among other things, the laws of their jurisdictions of organization (which may limit the amount of funds available for distributions to us), the terms of existing and future indebtedness and other agreements of our subsidiaries, including our credit facilities, and the covenants of any future outstanding indebtedness we or our subsidiaries incur.

***We are exposed to risks relating to evaluations of controls required by Section 404 of the Sarbanes-Oxley Act of 2002.*** We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. While we have concluded that at January 3, 2015, we have no material weaknesses in our internal controls over financial reporting, we cannot assure you that we will not have a material weakness in the future. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. If we fail to maintain a system of internal controls over financial reporting that meets the requirements of Section 404, we might be subject to sanctions or investigation by regulatory authorities such as the SEC or by the NASDAQ Global Market LLC. Additionally, failure to comply with Section 404 or the report by us of a material weakness may cause investors to lose confidence in our financial statements and our stock price may be adversely affected. If we fail to remedy any material weakness, our financial statements may be inaccurate, we may not have access to the capital markets, and our stock price may be adversely affected.

***We are exposed to risks relating to building of our new glass facility.*** We expanded our glass processing capacity with the completion of a new multi-million dollar facility, and are proceeding with the second phase of this expansion with the purchase of additional laminating and insulating equipment. While the second phase of the plant expansion is progressing with no anticipated issues, there is always the potential risk of a delay in completion and of cost over-runs. Should a serious delay in the second phase of this project take place, or if this project negatively impacted our operational efficiencies, this would impact the cost savings we expect to achieve during 2015 which could negatively affect our future results.

***We may be adversely impacted by the loss of sales or market share from being unable to keep up with demand.*** We are currently experiencing growth through higher sales volume and growth in market share. To meet the increased demand, we have been hiring and training new employees for direct and indirect support, and adding to our glass capacity. However, should we be unable to find and retain quality employees to meet demand, or should there be disruptions to the increase in capacity, we may be unable to keep up with our higher sales demand. If our lag time on delivery falls behind, or we are unable to meet customer timing demands, we could lose market share to competitors.

***We made a significant acquisition late in the third quarter of 2014 of a company that sells products similar to PGT's own impact-resistant line of products in PGT's primary market of Florida.*** Late in the third quarter of 2014, we acquired CGI Windows and Doors, Inc. CGI produces the Estate, Sentinel and Targa lines of impact-resistant branded products which are very similar to our

**Table of Contents**

WinGuard line of impact-resistant branded products. Nearly all of CGI's sales are in Florida, PGT's primary market. We believe that adding CGI's branded products and presence in Florida to PGT's already successful, established line of branded products in Florida will benefit PGT through higher sales and market share. However, no assurances can be given that the combination of these branded products within a single company will not result in dilution of these brands, resulting in loss of market share and demand for these products.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

We have the following properties as of January 3, 2015:

|   | <b>Manufacturing</b> | <b>Support</b> | <b>Storage</b> |
|---|----------------------|----------------|----------------|
|   | (in square feet)     |                |                |
| <b>Owned:</b>                                     |                      |                |                |
| Main Plant and Corporate Office, North Venice, FL | 348,000              | 15,000         |                |
| Glass tempering and laminating, North Venice, FL  | 80,000               |                |                |
| New glass facility, North Venice, FL              | 96,000               |                |                |
| Insulated Glass, North Venice, FL                 | 42,000               |                |                |
| PGT Wellness Center, North Venice, FL             |                      | 3,600          |                |
| <b>Leased:</b>                                    |                      |                |                |
| James Street Storage, Venice, FL                  | 15,000               |                |                |
| Center Court, Venice, FL                          | 19,600               | 15,400         |                |
| Endeavor Court, Nokomis, FL                       |                      | 2,300          |                |
| Endeavor Court, Nokomis, FL                       |                      | 6,100          |                |
| Technology Park, Nokomis, FL                      |                      | 1,800          |                |
| Sarasota Warehouse, Bradenton, FL                 |                      |                | 48,000         |
| Plant and Administrative Offices, Miami, FL       | 90,000               | 17,000         |                |
| <b>Total square feet</b>                          | <b>690,600</b>       | <b>61,200</b>  | <b>48,000</b>  |

On August 16, 2013, we purchased land to build our new glass operations plant. We officially broke ground on January 9, 2014, and completed construction during 2014. The new glass plant became operational late in the third quarter of 2014. This new facility adds 96,000 square foot to our current glass cutting, tempering and laminating process. We also own three additional parcels of land available for future growth.

Our leases listed above expire between December 2015 and September 2016. Each of the leases provides for a fixed annual rent. The leases require us to pay taxes, insurance and common area maintenance expenses associated with the properties.

All of our owned properties secure borrowings under our credit agreement. We believe all of these operating facilities are adequate in capacity and condition to service existing customer needs.

**Item 3. *LEGAL PROCEEDINGS***

We are involved in various claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of claims and lawsuits. We do not believe that the ultimate resolution of these matters will have a material adverse impact on our financial position, cash flows or results of operations.

**Item 4. *MINE SAFETY DISCLOSURES***

Not Applicable

**Table of Contents****PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our Common Stock is traded on the NASDAQ Global Market<sup>®</sup> under the symbol PGTI. On March 10, 2015, the closing price of our Common Stock was \$10.71 as reported on the NASDAQ Global Market. The approximate number of stockholders of record of our Common Stock on that date was 50, although we believe that the number of beneficial owners of our Common Stock is substantially greater.

The table below sets forth the price range of our Common Stock during the periods indicated:

|                    | <b>High</b> | <b>Low</b> |
|--------------------|-------------|------------|
| <b><u>2014</u></b> |             |            |
| 1st Quarter        | \$ 12.61    | \$ 9.75    |
| 2nd Quarter        | \$ 11.93    | \$ 7.87    |
| 3rd Quarter        | \$ 10.97    | \$ 7.34    |
| 4th Quarter        | \$ 10.26    | \$ 8.25    |
| <br>               |             |            |
|                    | <b>High</b> | <b>Low</b> |
| <b><u>2013</u></b> |             |            |
| 1st Quarter        | \$ 8.22     | \$ 4.22    |
| 2nd Quarter        | \$ 9.25     | \$ 6.23    |
| 3rd Quarter        | \$ 11.69    | \$ 8.58    |
| 4th Quarter        | \$ 11.00    | \$ 8.84    |

**Dividends**

We do not pay a regular dividend. Any determination relating to dividend policy will be made at the discretion of our Board of Directors. The terms of our credit facility currently restrict our ability to pay dividends.

**Securities Authorized for Issuance under Equity Compensation Plans**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the caption Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information, which information is incorporated herein by reference.

**Unregistered Sales of Equity Securities**

None.

**Issuer Purchases of Equity Securities**

On November 15, 2012, the Board of Directors authorized and approved a share repurchase program of up to \$20 million. All share repurchases were made in accordance with Rule 10b5-1 and Rule 10b-18, as applicable, of the Securities Exchange Act of 1934 as to the timing, pricing, and volume of such transactions. During 2014, we acquired

93,081 shares of our common stock at a cost of approximately \$1.0 million, bringing our total shares acquired to 2,089,853 at a total cost of \$11.1 million. These shares were placed in treasury. During the second quarter of fiscal 2013, we repurchased 6,791,171 shares of our common stock from JLL Partners Fund IV, L.P. We purchased these shares at a price per share of \$7.36, which represented the offering price to the public in a concurrent secondary offering, less the underwriting discounts and commissions. These shares were cancelled and retired.

**Table of Contents**

**Performance Graph**

The following graphs compare the percentage change in PGT, Inc.'s cumulative total stockholder return on its Common Stock with the cumulative total stockholder return of the Standard & Poor's Building Products Index and the NASDAQ Composite Index over the period from January 2, 2010, to January 3, 2015.

**COMPARISON OF 60 MONTH CUMULATIVE TOTAL RETURN\***

**AMONG PGT, INC., THE NASDAQ COMPOSITE INDEX,**

**AND THE S&P BUILDING PRODUCTS INDEX**

\* \$100 invested on January 2, 2010 in stock or in index-including reinvestment of dividends for 60 months ending January 3, 2015.



**Table of Contents****Item 6. SELECTED FINANCIAL DATA**

The following table sets forth selected historical consolidated financial information and other data as of and for the periods indicated and have been derived from our audited consolidated financial statements.

All information included in the following tables should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Item 7, and with the consolidated financial statements and related notes in Item 8. All years presented consisted of 52 weeks, except for the year ended January 3, 2015, which consisted of 53 weeks.

| <b>Selected Consolidated Financial Data<br/>(in thousands except per share data)</b> | <b>Year Ended<br/>January 3,<br/>2015</b> | <b>Year Ended<br/>December 28,<br/>2013</b> | <b>Year Ended<br/>December 29,<br/>2012</b> | <b>Year Ended<br/>December 31,<br/>2011</b> | <b>Year Ended<br/>January 1,<br/>2011</b> |
|--|---|---|---|---|---|
| Net sales  | \$ 306,388                                | \$ 239,303                                  | \$ 174,540                                  | \$ 167,276                                  | \$ 175,741                                |
| Cost of sales  | 213,596                                   | 159,169                                     | 114,872                                     | 128,171                                     | 125,615                                   |
| Gross profit   | 92,792                                    | 80,134                                      | 59,668                                      | 39,105                                      | 50,126                                    |
| Impairment charges (1)   |   |   |   | 5,959                                       | 5,561                                     |
| Gain on sale of assets held (2)  |   | (2,195)                                     |   |   |   |
| Selling, general and administrative expenses   | 56,377                                    | 54,594                                      | 47,094                                      | 48,619                                      | 53,879                                    |
| Income (loss) from operations  | 36,415                                    | 27,735                                      | 12,574                                      | (15,473)                                    | (9,314)                                   |
| Interest expense   | 5,960                                     | 3,520                                       | 3,437                                       | 4,168                                       | 5,123                                     |
| Debt extinguishment costs  | 2,625                                     | 333   |   |   |   |
| Other expense (income), net (3)  | 1,750                                     | 437   | 72  | (419)                                       | (19)                                      |
| Income (loss) before income taxes  | 26,080                                    | 23,445                                      | 9,065                                       | (19,222)                                    | (14,418)                                  |
| Income tax expense (benefit)   | 9,675                                     | (3,374)                                     | 110   | (2,324)                                     | 77  |
| Net income (loss)  | \$ 16,405                                 | \$ 26,819                                   | \$ 8,955                                    | \$ (16,898)                                 | \$ (14,495)                               |
| Net income (loss) per common share:  |   |   |   |   |   |
| Basic  | \$ 0.35                                   | \$ 0.55                                     | \$ 0.17                                     | \$ (0.31)                                   | \$ (0.29)                                 |
| Diluted  | \$ 0.33                                   | \$ 0.51                                     | \$ 0.16                                     | \$ (0.31)                                   | \$ (0.29)                                 |
| Weighted average shares outstanding:   |   |   |   |   |   |
| Basic  | 47,376                                    | 48,881                                      | 53,620                                      | 53,659                                      | 50,174                                    |
| Diluted  | 49,777                                    | 52,211                                      | 55,262                                      | 53,659                                      | 50,174                                    |
| Other financial data:  |   |   |   |   |   |
| Depreciation   | \$ 4,534                                  | \$ 4,622                                    | \$ 5,731                                    | \$ 7,590                                    | \$ 9,180                                  |
| Amortization   | 1,446                                     | 6,458                                       | 6,502                                       | 6,502                                       | 6,028                                     |
|  | <b>As Of<br/>January 3,<br/>2015 (4)</b>  | <b>As Of<br/>December 28,<br/>2013</b>      | <b>As Of<br/>December 29,<br/>2012</b>      | <b>As Of<br/>December 31,<br/>2011</b>      | <b>As Of<br/>January 1,<br/>2011</b>      |

Balance Sheet data:

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|                                       |           |           |           |           |           |
|---------------------------------------|-----------|-----------|-----------|-----------|-----------|
| Cash and cash equivalents             | \$ 42,469 | \$ 30,204 | \$ 18,743 | \$ 10,940 | \$ 22,012 |
| Total assets                          | 311,749   | 156,632   | 141,317   | 142,835   | 169,119   |
| Total debt, including current portion | 193,754   | 77,255    | 37,500    | 45,550    | 50,163    |
| Shareholders equity                   | 73,976    | 49,075    | 74,210    | 67,362    | 83,042    |

- (1) In 2011, amounts relate to intangible asset impairment charges. In 2010, amount relates to write-down of the value of our Salisbury, NC property, and certain other equipment of the Company. See Notes 2 and 8 in Item 8.
- (2) Relates to the sale of the Salisbury, NC facility. The net selling price of the facility was approximately \$7.5 million and the carrying value of the asset at the time of sale was \$5.3 million.
- (3) In 2014 and 2013, this relates to a combination of derivative financial instruments and deferred financing costs.
- (4) Late in the third quarter of 2014, we acquired CGI. See Note 4 in Item 8.

- 14 -

**Table of Contents**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) should be read in conjunction with our Consolidated Financial Statements and related Notes included in Item 8. We also advise you read the risk factors in Item 1A. Our MD&A is presented in seven sections:

Executive Overview;

Results of Operations;

Liquidity and Capital Resources;

Disclosures of Contractual Obligations and Commercial Commitments;

Critical Accounting Estimates;

Recently Issued Accounting Standards; and

Forward Outlook

**EXECUTIVE OVERVIEW**

**Sales and Operations**

On February 25, 2015, we issued a press release and on February 26, 2015, we held a conference call to review the results of operations for our fourth quarter and fiscal year ended January 3, 2015. During the call, we also discussed current market conditions and progress made regarding certain of our initiatives. The overview and estimates contained in this report are consistent with those given in our press release and discussed on the call. We are neither updating nor confirming that information.

Resulting from the improvement in the housing market as well our marketing programs focused on taking market share with our WinGuard products, our sales grew 28.0% to \$306.4 million, our highest net sales since 2007. Gross profit increased 15.8% and we continued to leverage selling, general and administrative expenses which, as a percent of sales, decreased to 18.4%, compared to 22.8% in 2013. However, our net income was \$16.4 million, a decrease of \$10.4 million when compared to 2013's net income of \$26.8 million. The decrease in net income was primarily the result of the reversal of the valuation allowance on deferred tax assets in 2013, which resulted in an income tax benefit of \$3.4 million for 2013 compared to an income tax expense of \$9.7 million in 2014, a factor that caused net income to decrease by \$13.1 million.

In terms of sales strategies, we continued our strategic focus of concentrating our resources in our core market, Florida, and implemented promotional activities to gain market share. We also established programs and partnerships with national accounts to increase our sales presence. As a result of our efforts and the improving macro-economic

conditions, specifically in Florida, sales during 2014 increased \$67.1 million, or 28.0%, compared to 2013. New construction sales increased \$39.5 million, or 52.2%, while repair and remodel sales increased by \$27.6 million, or 16.8%. CGI sales in 2014 include \$5.0 million of new construction sales and \$8.3 million of repair and remodeling sales. By region, our sales in Florida increased \$56.9 million, or 26.6%, including \$12.0 million of sales in Florida from CGI, and sales in the out of state markets increased \$6.2 million, or 33.2%. Sales in the international markets increased \$4.0 million, or 60.6%, including \$1.3 million of international sales from CGI.

By product category, sales in our impact lines increased \$56.9 million, or 31.0%, including \$13.3 million from CGI. All of CGI's products are impact-resistant. This increase was driven by our WinGuard products which increased \$38.5 million, or 22.4%. Within WinGuard, Vinyl WinGuard products increased \$11.7 million, or 31.4%, and Aluminum WinGuard products increased \$26.8 million, or 19.9%. Sales in our Architectural System line increased by \$11.6 million, while sales in our Storefront product introduced last year increased \$1.5 million. Our PremierVue product sales increased \$2.0 million. Sales of our other non-impact products increased by \$10.2 million overall, including a \$1.8 million increase in Eze-Breeze product sales. CGI's sales of impact products of \$13.3 million included \$6.8 million from their Estate Collection products, \$5.7 million from its Sentinel line, and \$0.8 million of Targa products.

Looking at 2015 and beyond, we completed our new glass facility late in the third quarter of 2014. This new glass facility increases our internal capacities for glass processing which reduces our reliance on outsourced finished glass products. We are currently in the second phase of this project, which includes adding laminating and insulating equipment to our new facility. Moody's forecast for 2015 suggests a 14% increase in new single family home construction,

**Table of Contents**

while the repair and remodeling market is expected to record a slow but steady improvement. While we expect continued sales growth driven by the improving new construction market, we will continue to make investments to gain market share in both the new construction and repair and remodeling markets.

**Liquidity and Cash Flow**

During 2014, we generated \$22.3 million in cash flow from operations, which was used to fund working capital needs, service our long-term debt, and capital expenditures of \$19.3 million, including the construction of our new glass processing facility. Late in the third quarter of 2014, we entered into a new senior secured credit facility which includes a \$200 million term loan and \$35 million revolving line of credit. This new facility increased our outstanding debt to \$200 million, the proceeds from which we used to acquire CGI, including the payment of financing costs, and to repay existing long-term debt which at that time was \$79 million which was the result of a debt refinancing we consummated in May 2013. The proceeds from the 2013 refinancing was used to fund our stock repurchase from JLL Partners.

**RESULTS OF OPERATIONS****Analysis of Selected Items from our Consolidated Statements of Operations**

|   | Year Ended         |                      |                      | Percent Change<br>Increase /<br>(Decrease) |           |
|---|--------------------|----------------------|----------------------|--|-----------|
|   | January 3,<br>2015 | December 28,<br>2013 | December 29,<br>2012 | 2014-2013                                  | 2013-2012 |
| <i>(in thousands, except per share amounts)</i> |                    |                      |                      |  |           |
| Net sales                                       | \$ 306,388         | \$ 239,303           | \$ 174,540           | 28.0%                                      | 37.1%     |
| Cost of sales                                   | 213,596            | 159,169              | 114,872              | 34.2%                                      | 38.6%     |
| Gross profit                                    | 92,792             | 80,134               | 59,668               | 15.8%                                      | 34.3%     |
| Gross margin                                    | 30.3%              | 33.5%                | 34.2%                |  |           |
| Gain on sale of assets held                     |                    | (2,195)              |                      |  |           |
| SG&A expenses                                   | 56,377             | 54,594               | 47,094               | 3.3%                                       | 15.9%     |
| SG&A expenses as a percentage of sales          | 18.4%              | 22.8%                | 27.0%                |  |           |
| Income from operations                          | 36,415             | 27,735               | 12,574               |  |           |
| Interest expense, net                           | 5,960              | 3,520                | 3,437                |  |           |
| Debt extinguishment costs                       | 2,625              | 333                  |                      |  |           |
| Other expenses, net                             | 1,750              | 437                  | 72                   |  |           |
| Income tax expense (benefit)                    | 9,675              | (3,374)              | 110                  |  |           |
| Net income                                      | \$ 16,405          | \$ 26,819            | \$ 8,955             |  |           |
| Net income per common share:                    |                    |                      |                      |  |           |
| Basic   | \$ 0.35            | \$ 0.55              | \$ 0.17              |  |           |
| Diluted   | \$ 0.33            | \$ 0.51              | \$ 0.16              |  |           |

***2014 Compared with 2013***

***Net sales***

Net sales for 2014 were \$306.4 million, a \$67.1 million, or 28.0%, increase in sales from \$239.3 million in the prior year.

- 16 -

**Table of Contents**

The following table shows net sales classified by major product category (in millions, except percentages):

|                                 | Year Ended      |            | December 28, 2013 |            | % change |
|---------------------------------|-----------------|------------|-------------------|------------|----------|
|                                 | January 3, 2015 |            | Sales             | % of sales |          |
| Product category:               | Sales           | % of sales | Sales             | % of sales |          |
| Impact window and door products | \$ 240.3        | 78.4%      | \$ 183.4          | 76.6%      | 31.0%    |
| Other window and door products  | 66.1            | 21.6%      | 55.9              | 23.4%      | 18.2%    |
| Total net sales                 | \$ 306.4        | 100.0%     | \$ 239.3          | 100.0%     | 28.0%    |

Net sales of our impact window and door products, which include our WinGuard, Architectural Systems, Storefront and PremierVue products, as well as sales of \$13.3 million from CGI, were \$240.3 million in 2014, an increase of \$56.9 million, or 31.0%, from \$183.4 million in the prior year. This increase was driven mainly by our WinGuard products, which increased \$38.5 million, or 22.4%, due to the improved new construction housing market, and our promotional and marketing activities. Within our WinGuard products, Vinyl WinGuard grew \$11.7 million, or 31.4%, and Aluminum WinGuard grew \$26.8 million, or 19.9%. Also contributing to our overall increased sales was an increase in our Architectural System products, up \$1.6 million, our Storefront product, which grew \$1.5 million, and our PremierVue products, which grew \$2.0 million.

Net sales of other window and door products, which includes aluminum and vinyl non-impact, and Eze-Breeze, were \$66.1 million in 2014, an increase of \$10.2 million, or 18.2%, from \$55.9 million for the prior year. Sales of our aluminum products increased \$3.1 million, or 12.9%, and sales of our Vinyl products increased \$5.3 million, or 30.5%, due in large part to the increased new construction activity and our ability to provide customers with one stop shopping for all window and door needs. The Eze-Breeze line increased sales by \$1.8 million due to improvement in market conditions and a new agreement with a large mid-western retailer.

***Gross profit and gross margin***

Gross profit was \$92.8 million in 2014, an increase of \$12.7 million, or 15.8%, from \$80.1 million in the prior year. The gross margin percentage was 30.3% in 2014 compared to 33.5% in the prior year, a decrease of 3.2%. Gross margin was negatively impacted by 1.5% due to excess labor and overhead costs resulting from the hiring and training of new manufacturing employees to meet the increased demand for our products. In addition, gross margin was negatively impacted by 1.3% due to increased material costs due to an increase in aluminum prices during 2014 as well as our need to purchase finished glass from outside suppliers due to certain internal capacity constraints. In response to these constraints, during 2014, we completed the construction of a new glass processing facility which became operational late in the third quarter of 2014 but for which gross margin was negatively impacted by 0.5% due to start-up costs of the new glass facility. Our gross margin was also negatively impacted by 0.5% due to pricing and product mix, including pricing and mix on certain large projects done during 2014. Lastly, 2014 was a 53-week year which included an extra week of fixed costs in the fourth quarter during which we had no sales activity. The fixed costs from this extra week resulted in a negative impact to gross margin of 0.3%. These items were offset by leverage on higher sales volume of 0.6% and the addition of CGI, which benefited gross margin by 0.3%.

***Selling, general and administrative expenses***

Selling, general and administrative expenses were \$56.4 million, an increase of \$1.8 million, or 3.3%, from \$54.6 million in the prior year. As a percentage, we leveraged these costs to 18.4%, a decrease of 4.4% from 22.8% from fiscal year 2013. Selling, general, and administrative expenses includes \$3.0 million related to CGI. Excluding CGI, selling, general and administrative costs decreased \$1.2 million. Contributing to the decrease was a decrease of \$6.0 million in intangible assets amortization expense due to our amortizable intangible assets, not including those acquired with the acquisition of CGI, becoming fully amortized early in 2014. There was also a \$0.3 million decrease in depreciation expense and a \$0.2 million decrease in professional, consulting and public company fees and costs. Offsetting these decreases, was a \$5.3 million increase in selling and distribution costs as the result of an increase in volume.

***Interest expense***

Interest expense was \$6.0 million in 2014, an increase of nearly \$2.5 million from \$3.5 million in the prior year. During 2014, concurrent with the acquisition of CGI late in the third quarter of 2014, we refinanced our then existing credit agreement into a new \$200 million senior secured credit facility which increased our outstanding debt balance to \$200 million, up from \$79.0 million at the end of 2013. The increase in interest expense was due primarily to the increase in outstanding debt under the new credit facility and resulting increase in average outstanding debt balance during 2014 compared to 2013.



**Table of Contents*****Debt extinguishment costs***

In 2014, there were write-offs of deferred financing costs of \$2.6 million relating to the debt refinancing resulting from entering into the 2014 Credit Agreement. In 2013, the write-off of deferred financing costs relating to the debt refinancing resulting from entering into the 2013 Credit Agreement totaled \$0.3 million.

***Other expenses, net***

Other expenses, net were \$1.8 million and \$0.4 million in 2014 and 2013, respectively. In 2014, other expenses includes expenses related to termination of our interest rate swap agreement of \$1.5 million and the ineffective portion of our aluminum hedging activity of \$0.2 million. There was other expense of less than \$0.1 million in 2014 relating to the interest rate cap. In 2013, the expense relates to the ineffective portion of our aluminum hedging activity.

***Income tax expense (benefit)***

Our income tax expense was \$9.7 million for 2014, representing an effective tax rate of 37.1%, slightly lower than our combined statutory federal and state tax rate of 38.8% as the result of the section 199 domestic manufacturing deduction. In 2013, we had a tax benefit of \$3.4 million as we released our valuation allowances on deferred tax assets as we were no longer in a cumulative loss position and we concluded that it was more likely than not that our deferred tax assets will be realized. Excluding the impact of the 2013 reversal of the valuation allowance, our effective tax rate would have been 40.7% in 2013.

***2013 Compared with 2012******Net sales***

Net sales for 2013 were \$239.3 million, a \$64.8 million, or 37.1%, increase in sales from \$174.5 million in the prior year.

The following table shows net sales classified by major product category (in millions, except percentages):

|                                 | Year Ended        |            |                   |            |          |
|---------------------------------|-------------------|------------|-------------------|------------|----------|
|                                 | December 28, 2013 |            | December 29, 2012 |            | % change |
| Product category:               | Sales             | % of sales | Sales             | % of sales |          |
| Impact window and door products | \$ 183.4          | 76.6%      | \$ 130.1          | 74.5%      | 41.0%    |
| Other window and door products  | 55.9              | 23.4%      | 44.4              | 25.5%      | 25.9%    |
| Total net sales                 | \$ 239.3          | 100.0%     | \$ 174.5          | 100.0%     | 37.1%    |

Net sales of our impact window and door products, which include our WinGuard, Architectural Systems, Storefront and PremierVue products were \$183.4 million in 2013, an increase of \$53.3 million, or 41.0%, from \$130.1 million in the prior year. This increase was driven mainly by our WinGuard products, which increased \$49.5 million, or 40.4%, due to the improved new construction housing market, and our promotional and marketing activities. Within our WinGuard products, Vinyl WinGuard grew \$14.1 million, or 60.8%, and Aluminum WinGuard grew \$35.4 million, or 35.8%. Also contributing to our overall increased sales was an increase in our Architectural System products, up \$2.3

million, and our new product Storefront with sales of \$0.7 million.

Net sales of other window and door products, which include aluminum and vinyl non-impact, and Eze-Breeze, were \$55.9 million in 2013, an increase of \$11.5 million, or 25.9%, from \$44.4 million for the prior year. Sales of our aluminum products increased \$4.7 million, or 24.2%, and sales of our Vinyl products increased \$5.1 million, or 41.5%, due in large part to the increased new construction activity and our ability to provide customer with one stop shopping for all window and door needs. The Eze-Breeze line increased sales by \$2.4 million due to improvement in market conditions and a new agreement with a large mid-western retailer.

***Gross profit and gross margin***

Gross profit was \$80.1 million in 2013, an increase of \$20.5 million, or 34.3%, from \$59.7 million in the prior year. The gross margin percentage was 33.5% in 2013 compared to 34.2% in the prior year. Cost of goods sold was negatively impacted by \$4.2 million, or 1.7%, in excess material and labor costs resulting from the hiring and training of over 300 new manufacturing employees to meet the increased demand for our products. In addition, due to certain internal capacity constraints, cost of goods sold was negatively impacted as a result of purchasing finished glass and other material from outside suppliers by \$2.6 million, or 1.1%. Lastly, we were negatively impacted by a mix change resulting in a decrease of \$1.5 million, or 0.6%. These items were offset by leverage on higher sales volume of 2.5%, and a product price increase effective in the fourth quarter which impacted margins 0.2%.

## **Table of Contents**

### ***Gain on sale of assets held***

In 2013, we sold the North Carolina plant for a gain of \$2.2 million. The \$2.2 million represents the net selling price of approximately \$7.5 million less the asset's carrying value at the time of the sale of approximately \$5.3 million.

### ***Selling, general and administrative expenses***

Selling, general and administrative expenses were \$54.6 million, an increase of \$7.5 million, or 15.9%, from \$47.1 million in the prior year. As a percentage, we leveraged these costs to 22.8%, a decrease of 4.2% from 27.0% from fiscal year 2012. In terms of dollars, selling, general and administrative expenses includes increased charges related to employee compensation and insurance costs of \$4.4 million. Also contributing to the increase was additional charges for trade promotions and marketing materials of \$1.7 million, and credit card fees of \$0.7 million resulting from increased sales. Offsetting these increased costs was a \$0.7 million decrease due to improved quality control of finished products and enhanced quality control procedures before shipping.

### ***Interest expense***

Interest expense was \$3.5 million in 2013, a slight increase of \$0.1 million from \$3.4 million in the prior year. During 2013, we entered into a new debt agreement which increased our balance to \$80 million in the second quarter of 2013, up from a \$37.5 million debt balance at the end of 2012. Our interest expense increased slightly from prior year due to the increased debt balance, while offset by decreased interest rates from the new agreement, and decreased deferred financing costs.

### ***Debt extinguishment costs***

In 2013, the write-off of deferred financing costs relating to the debt refinancing resulting from entering into the 2013 Credit Agreement totaled \$0.3 million.

### ***Other expenses, net***

Other expenses, net were \$0.4 million and \$0.1 million in 2013 and 2012, respectively. In both 2013 and 2012, the expense related to the ineffective portion of our aluminum hedging activity.

### ***Income tax (benefit) expense***

Our income tax benefit was \$3.4 million for the year ended December 28, 2013. As we released our valuation allowances on deferred tax assets, we released our valuation allowance as we are no longer in a cumulative loss position and it is more likely than not, that our deferred tax assets will be realized.

Excluding the impact of the 2013 reversal of the valuation allowance, as well as the impact of the valuation allowance in 2012, our 2013 and 2012 effective tax rates would have been 40.7% and 40.3% for each year, respectively.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our principal source of liquidity is cash flow generated by operations, supplemented by borrowings under our credit facility. This cash generating capability provides us with financial flexibility in meeting operating and investing needs. Our primary capital requirements are to fund working capital needs, and to meet required debt payments, including debt service payments on our credit facilities and fund capital expenditures.

***Consolidated Cash Flows***

*Operating activities.* Cash provided by operating activities was \$22.3 million for 2014 compared to \$25.7 million for 2013 and \$23.2 million for 2012. The decrease in cash flows from operations of \$3.4 million in 2014 was primarily due to an increase in payments to vendors of \$44.1 million as the result of higher procurements of inventory due to increased sales, an increase in personnel related disbursements of \$29.7 million due to the higher level of employees during 2014 compared to 2013 to support the increase in demand for our products, and an increase in debt service costs of \$1.7 million due to the higher level of debt as the result of the refinancing and acquisition of CGI, which increased outstanding debt to \$200 million from \$79 million late in the third quarter of 2014. These decreases were partially offset by an increase of \$74.9 million in collections from customers as the result of the sales

**Table of Contents**

level increase during 2014 compared to 2013. Other collections of cash and other cash activity also decreased by a net of \$2.8 million primarily due to a decrease in scrap aluminum sales and cash payments of estimated federal tax payments of \$1.2 million in 2014 compared to none in 2013.

The increase in cash flow from operations in 2013 was primarily due to the higher sales volume experienced in 2013, which after the impact of increased working capital to support the higher sales contributed approximately \$13.1 million. Decreasing our cash flow was \$2.9 million in increased costs from the outside purchase of finished glass and \$7.7 million due to the hiring of new employees, both direct and indirect, to keep up with increased sales demand.

Direct cash flows from operations for 2014, 2013 and 2012 are presented below:

| <i>(in millions)</i>            | <b>Direct Operating Cash Flows</b> |                |                |
|---------------------------------|------------------------------------|----------------|----------------|
|                                 | <b>2014</b>                        | <b>2013</b>    | <b>2012</b>    |
| Collections from customers      | \$ 313.4                           | \$ 238.5       | \$ 178.1       |
| Other collections of cash       | 3.0                                | 5.3            | 2.3            |
| Disbursements to vendors        | (191.1)                            | (147.0)        | (98.1)         |
| Personnel related disbursements | (97.9)                             | (68.2)         | (56.0)         |
| Debt service costs              | (4.5)                              | (2.8)          | (2.8)          |
| Other cash activity, net        | (0.6)                              | (0.1)          | (0.3)          |
| <b>Cash from operations</b>     | <b>\$ 22.3</b>                     | <b>\$ 25.7</b> | <b>\$ 23.2</b> |

The majority of other collections of cash are from scrap aluminum sales. Other cash activity, net, in 2014 includes estimated payments of federal income taxes of \$1.2 million.

Days sales outstanding (DSO), which we calculate as accounts receivable divided by average daily sales, was 34 days on January 3, 2015, compared to 35 days on December 28, 2013, and compared to 32 days on December 29, 2012. The decrease in DSO in 2014 from 2013 was a lower level of sales at the end of 2014 compared to 2013 due to the one-week holiday shutdown we had at the end of 2014. The increase in DSO in 2013 from 2012 was primarily due to an increase in larger commercial customers with longer payment terms and some customers changing payment plans from cash on delivery (COD) to longer payment terms. The decrease in DSO in 2012 from 2011 is the result of improved collection efforts and improved market conditions.

Inventory on hand as of January 3, 2015, was \$20.0 million compared to \$12.9 million at December 28, 2013, an increase of \$7.1 million. The increase includes inventory acquired with CGI of \$3.2 million. Additionally, finished goods inventory at January 3, 2015, was higher than at December 28, 2013, due to the higher sales level expected in January 2015 than at year-end 2013 for January 2014. At December 28, 2013, inventory was \$12.9 million, an increase of \$1.4 million as compared to December 29, 2012, while sales increased 37.1%. Our inventory consists principally of raw materials purchased for the manufacture of our products and limited finished goods inventory as all products are, made-to-order products. Our inventory levels are more closely aligned with our number of product offerings rather than our level of sales. We have maintained our inventory level to have (i) raw materials required to support new product launches; (ii) a sufficient level of safety stock on certain items to ensure an adequate supply of material given a sudden increase in demand and our short lead-times; and (iii) adequate lead times for raw materials purchased from overseas suppliers in bulk supply. Inventory turns for the year ended January 3, 2015, was 13.0, which increased from 11.4 for the year ended December 28, 2013. Inventory turns for the year ended December 28, 2013, increased to 11.4 from 9.7 as compared to the year ended December 29, 2012.

Management monitors and evaluates raw material inventory levels based on the need for each discrete item to fulfill short-term requirements calculated from current order patterns and to provide appropriate safety stock. Because all our products are made-to-order, we have only a small amount of finished goods and work in progress inventory. Because of these factors, our inventories are not excessive, and we believe the value of such inventories will be realized.

*Investing activities.* Cash used in investing activities was \$129.7 million compared to \$0.1 million for 2013, an increase in cash used of \$129.6 million. We used \$110.4 million in cash to acquire CGI in 2014. We also constructed a new glass processing facility in 2014, increasing cash used for capital expenditures in 2014 to \$19.3 million from \$7.6 million in 2013, an increase in cash used of \$11.7 million. We disposed of assets in 2013, primarily our Salisbury, NC facility, resulting in proceeds of \$7.5 million.

Cash used in investing activities was \$0.1 million for 2013 compared to cash used in investing activities of \$3.3 million for 2012. The decrease in cash used in investing activities was due to capital spending of \$7.6 million offset by cash from the proceeds of sales of assets for \$7.5 million.

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**Table of Contents**

*Financing activities.* Cash provided by financing activities was \$119.8 million in 2014, compared to \$14.2 million of cash used in financing activities in 2013, an increase in cash of \$134.0 million. In 2014, we refinanced our then existing credit facility into a new, senior secured credit facility of \$200 million with a \$35 million revolving line of credit. The proceeds from this new credit facility totaled \$198 million, which was an increase of \$118.0 million in proceeds from long-term debt from 2013's debt refinancing. We made repayments of long-term debt of \$79.5 million during 2014, including \$79.0 million in proceeds from our new senior secured credit facility to repay our then existing credit facility, and used \$0.5 million to make a scheduled principal payment under the new credit facility, an increase in payments of long-term debt of \$41.0 million. We also used \$5.5 million of the proceeds to pay financing costs, an increase of \$1.9 million of cash used for financing costs from 2013. In 2014, we made additional purchases of treasury stock totaling \$1.0 million, a decrease in cash used of \$55.1 million for the purpose of acquiring treasury shares. We had proceeds from exercise of stock options during 2014 of \$1.7 million, a decrease of \$1.9 million in cash proceeds from option exercises, and recognized excess tax benefits from exercised options of \$6.1 million in 2014, an increase of \$5.7 million from 2013.

Cash used in financing activities was \$14.2 million in 2013. We received proceeds from the exercise of stock options of \$3.6 million, the tax benefit received for stock options exercised of \$0.4 million, as well as \$80.0 million from the issuance of new debt. These proceeds were offset by paying off the outstanding debt under the old credit agreement of \$38.5 million, deferred financing cost of \$3.6 million related to the issuance of the new debt, and the payment of \$56.1 million for the purchase of treasury stock.

Cash used in financing activities was \$12.1 million in 2012. We prepaid an additional \$8.0 million of our long-term debt, paid \$3.9 million for stock repurchases, and paid \$0.1 million of deferred financing cost related to an amendment to our credit agreement.

*Capital Expenditures.* Capital expenditures vary depending on prevailing business factors, including current and anticipated market conditions. We spent substantially more in 2014 than in 2013 due to the construction of our new glass processing facility and new ERP system. For 2014, capital expenditures were \$19.3 million compared to \$7.6 million in 2013. We anticipate that cash flows from operations and liquidity from the revolving credit facility, if needed, will be sufficient to execute our business plans. Management expects to spend between \$15 million and \$18 million in 2015, including capital expenditures related to the second phase of the new glass plant, primarily acquiring new glass laminating and insulating equipment, continued investments in our ERP system and product investments in lines targeted at increasing both gross sales and margins.

*Capital Resources.* On September 22, 2014, we entered into a Credit Agreement (the "2014 Credit Agreement"), among us, the lending institutions identified in the 2014 Credit Agreement, and Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent. The 2014 Credit Agreement establishes new senior secured credit facilities in an aggregate amount of \$235.0 million, consisting of a \$200.0 million Term B term loan facility maturing in seven years that will amortize on a basis of 1% annually during the seven-year term, and a \$35.0 million revolving credit facility maturing in five years that includes a swing line facility and a letter of credit facility. Our obligations under the 2014 Credit Agreement are secured by substantially all of our assets as well as our direct and indirect subsidiaries' assets. As of January 3, 2015, there were \$0.5 million of letters of credit outstanding and \$34.5 million available on the revolver.

Interest on all loans under the 2014 Credit Agreement is payable either quarterly or at the expiration of any LIBOR interest period applicable thereto. Borrowings under the term loans and the revolving credit facility accrue interest at a rate equal to, at our option, LIBOR (with a floor of 100 basis points in respect of the term loan), or a base rate (with a floor of 200 basis points in respect of the term loan) plus an applicable margin. The applicable margin is 425 basis points in the case of LIBOR and 325 basis points in the case of the base rate. We will pay quarterly fees on the unused

portion of the revolving credit facility equal to 50 basis points per annum as well as a quarterly letter of credit fee at 425 basis points per annum on the face amount of any outstanding letters of credit.

The 2014 Credit Agreement contains a springing financial covenant, if we draw in excess of twenty percent (20%) of the revolving facility, which requires us to maintain a maximum total net leverage ratio (based on the ratio of total debt for borrowed money to trailing EBITDA, each as defined in the 2014 Credit Agreement), and will be tested quarterly based on the last four fiscal quarters and is set at levels as described in the 2014 Credit Agreement. As of January 3, 2015, no such test is required as we have not exceeded 20% of our revolving capacity.

The 2014 Credit Agreement also contains a number of affirmative and restrictive covenants, including limitations on the incurrence of additional debt, liens on property, acquisitions and investments, loans and guarantees, mergers, consolidations, liquidations and dissolutions, asset sales, dividends and other payments in respect of our capital stock, prepayments of certain debt and transactions with affiliates. The 2014 Credit Agreement also contains customary events of default. Upon the occurrence of an event of default, the amounts outstanding under the 2014 Credit Agreement may be accelerated and may become immediately due and payable.

In connection with entering into the 2014 Credit Agreement, on September 22, 2014, we terminated our prior credit agreement, dated as of May 28, 2013, among PGT Industries, Inc., as the borrower, the Company, as guarantor, the lenders from time to time party thereto and SunTrust Bank, as administrative agent and collateral agent (the 2013 Credit Agreement ). Proceeds from the term loan facility under the 2014 Credit Agreement were used to repay amounts outstanding under the 2013 Credit Agreement and the acquisition of CGI, and certain fees and expenses.



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**Table of Contents**

When entering into the 2013 Credit Agreement, we terminated our prior credit agreement, dated as of June 23, 2011, among PGT Industries, Inc., as the borrower, the Company, as guarantor, the lenders from time to time party thereto and General Electric Capital Corporation, as administrative agent and collateral agent (the 2011 Credit Agreement ). Proceeds from the term loan facility under the 2013 Credit Agreement were used to repay amounts outstanding under the 2011 Credit Agreement, repurchase shares of our common stock having an aggregate value of approximately \$50 million, and pay certain fees and expenses.

On September 16, 2013, we entered into two interest rate caps and an interest rate swap to hedge a portion of the 2013 Credit Agreement against volatility in future interest rates. At the time we entered into the 2014 Credit Agreement, we had one cap and the 2011 swap outstanding. As a result of the termination of the 2013 Credit Agreement, the underlying transactions relating to the cap and the swap were no longer probable of occurring and both instruments were de-designated and marked-to-market (See Note 9). During the fourth quarter of 2014, we terminated the swap with a payment of \$1.4 million.

The face value of the Credit Agreement at the time of issuance was \$200 million of which \$0.5 million was repaid as a scheduled debt repayment in the fourth quarter of 2014. As of January 3, 2015, the face value of debt outstanding under the Credit Agreement was \$199.5 million. There was a 1% discount, or \$2.0 million, upon issuance of the debt under the Credit Agreement which we recorded as a discount and which is presented in the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The Company incurred issuance costs of \$5.5 million, of which \$3.8 million were classified as a discount and presented in the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The remainder of \$1.7 million was reported as debt issuance costs in current assets and other assets on the consolidated balance sheet as of January 3, 2015.

At the time of the refinancing, we had debt issuance costs of \$1.5 million recorded as discount presented in the current and long-term portions of debt and \$1.7 million recorded as deferred financing fees presented in current and other assets relating to the 2013 Credit Agreement. Of these debt issuance costs, \$0.2 million of costs recorded as discount and \$0.4 million of costs recorded as deferred financing fees were not written-off as one of the lenders in the 2014 Credit Agreement was also a lender in the 2013 Credit Agreement and for which we treated the 2014 refinancing as a modification for purposes of the fees related to this carryover lender. The remaining debt issuance costs relating to the 2013 Credit Agreement of \$2.6 million were written-off as debt extinguishment costs in other expenses, net, on the consolidated statements of operations for the year ended January 3, 2015.

At January 3, 2015, we had debt issuance costs of \$5.7 million recorded as discount presented in the current and long-term portions of debt and \$2.0 million recorded as deferred financing fees presented in current and other assets relating to the 2014 Credit Agreement. These debt issuance costs are being amortized to interest expense, net, under the effective interest method on the consolidated statements of operations and comprehensive income over the term of the 2014 Credit Agreement.

**Table of Contents**

Long-term debt consists of the following:

|   | January 3,<br>2015    | December 28,<br>2013 |
|---|-----------------------|----------------------|
|   | <i>(in thousands)</i> |                      |
| Term loan payable with a payment of \$0.5 million due quarterly.<br>A lump sum payment of \$186.0 million is due on September 22, 2021. Interest is payable quarterly at LIBOR or the prime rate plus an applicable margin. At January 3, 2015, the average rate was 1.00% plus a margin of 4.25%.        | \$ 199,500            | \$                   |
| Term note payable with a payment of \$1.0 million due quarterly.<br>A lump sum payment of \$63.0 million is due on May 28, 2018. Interest is payable monthly, or quarterly at LIBOR or the prime rate plus an applicable margin. At December 28, 2013, the average rate was 0.16% plus a margin of 3.00%. |                       | 79,000               |
| Debt discount (1)   | (5,746)               | (1,745)              |
|   | 193,754               | 77,255               |
| Less current portion of long-term debt  | (1,962)               | (4,890)              |
| Total   | \$ 191,792            | \$ 72,365            |

(1) Debt discount represents fees retained by or paid to the lender at time the debt was issued, and is accounted for as a reduction in the debt proceeds and is amortized over the life of the debt instrument.

**DISCLOSURES OF CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS**

The following summarizes our contractual obligations as of January 3, 2015 (in thousands):

| Contractual Obligations            | Total      | Payments Due by Period |           |           |            |
|------------------------------------|------------|------------------------|-----------|-----------|------------|
|                                    |            | Current                | 2-3 Years | 4-5 Years | Thereafter |
| Long-term debt (1)                 | \$ 266,015 | \$ 12,582              | \$ 24,786 | \$ 24,388 | \$ 204,259 |
| Operating leases                   | 4,190      | 1,684                  | 2,483     | 23        |            |
| Supply agreements                  | 2,603      | 2,603                  |           |           |            |
| Equipment purchase commitments     | 2,172      | 2,172                  |           |           |            |
| Total contractual cash obligations | \$ 274,980 | \$ 19,041              | \$ 27,269 | \$ 24,411 | \$ 204,259 |

(1) - Includes estimated future interest expense on our long-term debt assuming the weighted average interest rate of 5.25% as of January 3, 2015, does not change.

The amounts reflected in the table above for operating leases represent future minimum lease payments under non-cancelable operating leases with an initial or remaining term in excess of one year at January 3, 2015. Purchase orders entered into in the ordinary course of business are excluded from the above table. Amounts for which we are liable are reflected on our consolidated balance sheet as accounts payable and accrued liabilities.

We are obligated to purchase certain raw materials used in the production of our products from certain suppliers pursuant to stocking programs. If all of these programs were cancelled by us, as of January 3, 2015, we would be required to pay \$2.6 million for various materials.

At January 3, 2015, we had \$0.5 million in standby letters of credit related to our worker's compensation insurance coverage, and commitments to purchase equipment of \$2.2 million.

### **CRITICAL ACCOUNTING ESTIMATES**

In preparing our consolidated financial statements, we follow U.S. generally accepted accounting principles. These principles require us to make certain estimates and apply judgments that affect our financial position and results of operations.

**Table of Contents**

On a regular basis, we review the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such difference could be material. Our significant accounting policies are discussed in Item 8, Note 2. The following is a summary of our more significant accounting estimates that require the use of judgment in preparing the financial statements.

| Description  | Judgments and<br>Uncertainties  | Effect if Actual Results Differ from<br>Assumptions   |
|--|---|---|
| <p><b>Long lived assets</b></p> <p>We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of long-lived assets to future undiscounted net cash flows expected to be generated, based on management estimates.</p> | <p>Estimates made by management are subject to change and include such things as how future growth assumptions, operating and capital expenditure requirements, asset useful lives and other factors, affect forecasted cash flows associated with the long-lived assets. Additionally, fair value estimates, if required, can be affected by discount rates and/or estimates of the value of similar assets.</p> | <p>We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate long-lived asset impairment losses. However, if actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to losses that could be material.</p> |
| <p>If such assets are considered to be impaired, the impairment recognized is the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell, and depreciation is no longer recorded.</p>   |   |   |
| <p><b>Allowances for doubtful accounts and notes receivable and related reserves</b></p>   | <p>We evaluate the allowance for doubtful accounts and notes receivable based on specific identification of troubled balances and historical collection experience adjusted for current conditions</p>  | <p>Actual collections can differ from our estimates, requiring adjustments to the allowances. A 10% difference between actual losses and estimated losses derived from the estimated reserve for accounts and notes</p>   |
| <p>Losses for allowances for doubtful accounts and notes receivable and related reserves are recognized when they are probable, which requires us to make our best estimate of probable losses inherent in our receivables.</p>  |   |   |

such as the economic climate.

receivable would impact net income by approximately \$0.1 million.

## Goodwill

Goodwill represents the excess of the consideration paid in a business combination over the fair value of the identifiable net assets acquired. We test goodwill for impairment at our single reporting unit level at least annually or whenever events or circumstances indicate that the carrying value of goodwill may not be recoverable from future cash flows. We have the option of performing a qualitative assessment of impairment to determine whether any further quantitative testing for impairment is necessary. If we elect to bypass the qualitative assessment or if we determine, based on qualitative factors, that it is more likely than not that the fair value of our reporting unit is less than its carrying

Significant judgments and estimates are used in the determination our reporting unit s fair value. Discounted cash flow analyses utilize sensitive estimates, including projections of revenues and operating costs considering historical and anticipated future results, general economic and market conditions, discount rates, as well as the impact of planned business or operational strategies. Deterioration in economic or market conditions, as well as increased costs arising from the effects of regulatory or legislative changes may result in declines in our reporting unit s performance beyond current expectations. Declines in our reporting unit s performance, increases in

Actual results can differ from our estimates, requiring adjustments to our assumptions. The result of these changes could result in a material change in our calculation.

**Table of Contents**

| <b>Description</b>  | <b>Judgments and<br/>Uncertainties</b>  | <b>Effect if Actual Results Differ from<br/>Assumptions</b>  |
|---|---|--|
| <p>amount, a two-step quantitative test is required. In Step 1, we compare the fair value of our reporting unit with its net carrying value, including goodwill. If the net carrying value of our reporting unit exceeds its fair value, we then perform Step 2 of the impairment test to measure the amount of impairment loss, if any. In Step 2, we allocate our reporting unit's fair value to all of its assets and liabilities in a manner similar to a purchase price allocation, with any residual fair value being allocated to goodwill (implied fair value of goodwill). If the carrying amount of our reporting unit's goodwill exceeds the implied fair value of that goodwill, we recognize an impairment loss in an amount equal to that excess up to the carrying value of goodwill. In performing the two-step quantitative assessment, fair value of the reporting unit is based on discounted cash flows, market multiples, and/or appraised values, as appropriate.</p> | <p>equity capital requirements, or increases in the estimated cost of debt or equity, could cause the estimated fair value of our reporting unit or its associated goodwill to decline, which could result in an impairment charge to earnings in a future period related to some portion of the associated goodwill.</p> <p>Our annual test of goodwill is done on the first day of our fourth quarter during a fiscal year.</p> <p>We did not perform a quantitative test of goodwill for impairment as our only goodwill related to the CGI acquisition (See Note 4). This goodwill resulted from allocating the purchase price to the net assets acquired in accordance with ASC 805, Business Combinations as of the Closing Date of September 22, 2014, and resulted in goodwill of \$66.6 million. We concluded that the valuation date of September 22, 2014, and the date of our annual test of goodwill for impairment of September 28, 2014, were not significantly different and that a quantitative test for impairment of goodwill was not necessary.</p> | <p>However, we completed a qualitative assessment of goodwill impairment on the first day of our fourth quarter of 2014. This qualitative assessment included an</p> |

evaluation of relevant events and circumstances that existed at the date of our assessment. Those events and circumstances included conditions in the industry in which CGI operates, its competitive environment, the availability and costs of its raw materials and labor, the financial performance of CGI in the several days since its acquisition, and the market's reaction to our acquisition based on the change in our share price (or lack thereof) in the period following its announcement. We also considered that no new impairment indicators were identified in the six days from the date of acquisition to the date of our qualitative assessment. Based on that assessment, we concluded that it is more likely than not that the fair value of CGI exceeded its carrying value on the first day of our fourth quarter.

**Indefinite lived Intangibles**

The impairment evaluation of the carrying amount of intangible assets with indefinite lives (which for us is our trade names) is

In estimating fair value, the method we use requires us to make assumptions, the most material of which are net sales projections

Actual results can differ from our estimates, requiring adjustments to our assumptions. The result of these changes

**Table of Contents**

| <b>Description</b>   | <b>Judgments and<br/>Uncertainties</b>  | <b>Effect if Actual Results Differ from<br/>Assumptions</b>                                       |
|--|---|---|
| <p>conducted annually, or more frequently, if events or changes in circumstances indicate that an asset might be impaired. The evaluation is performed by comparing the carrying amount of these assets to their estimated fair values. If the estimated fair value is less than the carrying amount of the intangible asset, then an impairment charge is recorded to reduce the asset to its estimated fair value. The estimated fair value is determined using the relief from royalty method that is based upon the discounted projected cost savings (value) attributable to ownership of our trade names, our only indefinite lived intangible assets.</p> | <p>attributable to products sold with these trade names, the anticipated royalty rate we would pay if the trade names were not owned (as a percent of net sales), and a weighted average discount rate. These assumptions are subject to change based on changes in the markets in which these products are sold, which impact our projections of future net sales and the assumed royalty rate. Factors affecting the weighted average discount rate include assumed debt to equity ratios, risk-free interest rates and equity returns, each for market participants in our industry.</p>   | <p>could result in a material change in our calculation and an impairment of our trade names.</p> |
|  | <p>Our annual test of trade names, performed as of September 28, 2014 (the first day of our 2014 fourth quarter), utilized a weighted average royalty rate of 3.9% and a discount rate of 13.4%. Net sales used in the analysis were based on historical experience and a modest growth over the next five years. We believe our projected sales are reasonable based on the available information regarding our industry and the core markets that we serve. We also believe the royalty rate is appropriate and could improve over time based on the market trends and information, including that which is set forth above. The discount rate was based on the current financial market trends and will remain dependent on such trends in the future.</p> |   |



As of September 28, 2014 (the first day of our 2014 fourth quarter), the estimated fair value of the trade names for which we performed an annual test for impairment exceeded book value by approximately 144% or \$55.3 million. We believe our projected sales are reasonable based on, among other things, available information regarding our industry. We also believe the royalty rate is appropriate. The weighted average discount rate is impacted by current financial market trends and will remain dependent on such trends in the future. Absent offsetting changes in other factors, a 1% increase in the discount rate would decrease the estimated fair value of our trademarks by approximately \$7.8 million but would not result in impairment.

Our annual test of trade names for impairment did not include a quantitative test of the trade names indefinite lived intangible asset acquired in the CGI acquisition (See Note 4). A valuation of

Table of Contents

| Description | Judgments and<br>Uncertainties   | Effect if Actual Results Differ from<br>Assumptions |
|-------------|--|---|
|             | <p>this trade name intangible was conducted for purposes of allocating the purchase price to the net assets acquired in accordance with ASC 805, Business Combinations as of the Closing Date of September 22, 2014, and resulted in a value of \$19.0 million. We concluded that the valuation date of September 22, 2014, and the date of our annual test of indefinite lived intangibles assets for impairment of September 28, 2014, were not significantly different and that a quantitative test for impairment of this intangible asset was not necessary.</p>  |   |
|             | <p>However, we completed a qualitative assessment of this indefinite-lived intangible asset on the first day of our fourth quarter of 2014. This qualitative assessment included an evaluation of relevant events and circumstances that existed at the date of our assessment. Those events and circumstances included conditions in the industry in which our reporting unit at which this indefinite-lived intangible asset is recorded operates, its competitive environment, the availability and costs of its raw materials and labor, the financial performance of our reporting unit in the several days since its acquisition, and the market's reaction to our acquisition based on the change in our share price (or lack thereof) in the period following its announcement. We also considered that no new</p> |   |

impairment indicators were identified in the six days from the date of valuation of this indefinite-lived intangible asset to the date of our qualitative assessment. Based on that assessment, we concluded that it is more likely than not that our reporting unit's trade name is not impaired.

### **Income Taxes Valuation Allowance**

A valuation allowance is recorded against a deferred tax asset if, based on the weight of available evidence, it is more-likely-than-not (a likelihood of more than 50%) that some portion, or all, of the deferred tax asset will not be realized. The realization of a deferred tax asset ultimately depends on the existence of sufficient positive evidence from the sources listed below:

The four sources of taxable income to be considered in determining whether a valuation allowance is required include:

future reversals of existing taxable temporary differences;

Determining whether a valuation allowance for deferred tax assets is necessary requires an analysis of both positive and negative evidence regarding realization of the deferred tax assets. Examples of positive evidence may include:

a strong earnings history exclusive of the loss that created the deductible temporary differences, coupled with evidence indicating that the loss is the result of an aberration rather than a continuing condition;

an excess of appreciated asset value over the tax basis of a company's net assets in an amount sufficient to realize the deferred tax asset; and

As of January 3, 2015, and December 28, 2013, we had no valuation allowance against our deferred tax assets. We reversed our valuation allowance in 2013 due to the fact that we were no longer in a cumulative loss position. For 2012, we had a full valuation allowance of \$12.9 million recorded against our net deferred assets, primarily due to our experiencing a three-year cumulative operating loss as of December 29, 2012, and December 31, 2011. The release of the valuation allowance in 2013 was a result of positive earnings at that time and forecasted income which provided sufficient positive

**Table of Contents**

| <b>Description</b>   | <b>Judgments and<br/>Uncertainties</b>  | <b>Effect if Actual Results Differ from<br/>Assumptions</b>  |
|--|---|--|
| <p>taxable income in prior carryback years;</p> <p>tax planning strategies; and</p> <p>future taxable income exclusive of reversing temporary differences and carryforwards.</p> | <p>existing backlog that will produce sufficient taxable income to realize the deferred tax asset based on existing sales prices and cost structures.</p> <p>Examples of negative evidence may include:</p> <ul style="list-style-type: none"> <li>the existence of cumulative losses (generally defined as a pretax cumulative loss for the current and previous two years);</li> <li>an expectation of being in a cumulative loss position in a future reporting period;</li> <li>a carryback or carryforward period that is so brief that it would limit the realization of tax benefits;</li> <li>a history of operating loss or tax credit carryforwards expiring unused; and</li> <li>unsettled circumstances that, if unfavorably resolved, would adversely affect future operations and profit levels on a continuing basis.</li> </ul> | <p>evidence that our deferred tax assets were more likely than not to be realized. During 2014, we continued to have positive earnings and our forecasts of pre-tax income as of January 3, 2015, provide sufficient positive evidence that our deferred tax assets are more likely than not to be realized and, therefore, a valuation allowance on our deferred tax assets is not required. In the future, among other things, future pre-tax operating losses could result in the establishment of a valuation allowance.</p> |

The weight given to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. A company must use judgment in considering the relative impact of positive and negative evidence.

### **Warranty**

We have warranty obligations with respect to most of our manufactured products. Obligations vary by product components. The reserve for warranties is based on our assessment of the costs that will have to be incurred to satisfy warranty obligations on recorded net sales.

The reserve is determined after assessing our warranty history, lag time between order ship date and warranty service date, current and expected warranty costs per claim, and specific identification of our estimated future warranty obligations.

Changes to actual warranty claims incurred could have a material impact on our estimated warranty obligations.

### **Self Insurance Reserves**

We are primarily self-insured for employee health benefits and for years prior to 2010 for workers compensation. For 2010-2014 we are fully insured with respect to workers compensation.

Our workers compensation reserves, for the self-insured periods 2009 and prior are accrued based on third-party actuarial valuations of the expected future liabilities. Health benefits are self-insured by us up to pre-determined stop loss limits. These reserves, including incurred but not reported claims, are based on internal computations. These computations consider our historical claims experience, independent statistics, and trends.

Changes to actual health benefit claims or workers compensation incurred could have a material impact on our estimated self-insurance reserves.

### **Stock-Based Compensation**

We utilize a fair-value based approach for measuring stock-based compensation to

Option-pricing models and generally accepted valuation techniques require

We do not believe there is a reasonable likelihood that there will be a material

**Table of Contents**

| Description   | Judgments and<br>Uncertainties  | Effect if Actual Results Differ from<br>Assumptions  |
|---|---|--|
| <p>recognize the cost of employee services received in exchange for our Company's equity instruments. We determine the fair value of our stock option awards at the date of grant using the Black-Sholes model.</p>   | <p>management to make assumptions and to apply judgment to determine the fair value of our awards. These assumptions and judgments include estimating the future volatility of our stock price, expected dividend yield, future employee forfeiture rates and future employee stock option exercise behaviors. Changes in these assumptions can materially affect the fair value estimate.</p>  | <p>change in the future estimates or assumptions we use to determine stock-based compensation expense.</p>   |
| <p>We record compensation expense over an award's vesting period based on the award's fair value at the date of grant. As of January 3, 2015, our awards vest based only on service conditions and compensation expense is recognized on a straight-line basis for each separately vesting portion of an award.</p> | <p>Stock-based compensation expense is recognized only for those awards that are ultimately expected to vest, and we have applied an estimated forfeiture rate to unvested awards for the purpose of calculating compensation cost. These estimates, based mostly on historical experience, will be revised in future periods if actual forfeitures differ from the estimates. Changes in forfeiture estimates impact compensation cost in the period in which the change in estimate occurs.</p> | <p>However, if actual results are not consistent with our estimates or assumptions, we may be exposed to changes in stock-based compensation expense that could be material.</p> |
|   | <p>A 10% change in our stock-based compensation expense for the year ended January 3, 2015, would have affected net income by approximately \$0.1 million.</p>  |  |

**RECENTLY ISSUED ACCOUNTING STANDARDS**

In August 2014, the FASB issued ASU 2014-15, which requires management to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. ASU 2014-15 is effective for annual and interim periods beginning after December 15, 2016, with early adoption permitted. We do not believe the adoption of this guidance will have a material impact on our consolidated financial statements.

In June 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-12, Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force). The new standard requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. The update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been

rendered. The amendments in this ASU will be effective for us beginning the first interim period of our 2016 fiscal year and can be applied either prospectively or retrospectively to all awards outstanding as of the beginning of the earliest annual period presented as an adjustment to opening retained earnings. Early adoption is permitted. We are evaluating the impact of adoption of this ASU on our financial condition, result of operations and cash flows.

In April 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which states the core principal of the guidance is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The provisions of the guidance will be effective for us beginning in first quarter of 2017. Management is still reviewing the impact of this new guidance on our financials.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the criteria for reporting discontinued operations. Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of, or is classified as held for sale, and represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. Major strategic shifts include disposals of a significant geographic area or line of business. The new standard allows an entity to have significant continuing involvement and cash flows with

**Table of Contents**

the discontinued operation. The standard requires expanded disclosures for discontinued operations and new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. This new guidance is effective for annual reporting periods beginning on or after December 15, 2014, and interim periods within those annual periods, with early adoption permitted only for disposals (or classifications as held for sale) that have not been previously reported. The adoption of this standard is not expected to have a significant impact on our consolidated financial statements.

**FORWARD OUTLOOK**

From time to time, we have made or will make forward-looking statements within the meaning of Section 21E of the Exchange Act. These statements do not relate strictly to historical or current facts. Forward-looking statements usually can be identified by the use of words such as goal , objective , plan , expect , anticipate , intend , project , believe , may , could , or other words of similar meaning. Forward-looking statements provide our current expectations or forecasts of future events, results, circumstances or aspirations. Our disclosures in this report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may also make forward-looking statements in our other documents filed or furnished with the Securities and Exchange Commission and in oral presentations. Forward-looking statements are based on assumptions and by their nature are subject to risks and uncertainties, many of which are outside of our control. Our actual results may differ materially from those set forth in our forward-looking statements. There is no assurance that any list of risks and uncertainties or risk factors is complete. Factors that could cause actual results to differ materially from those described in our forward-looking statements include, but are not limited to:

Changes in new home starts and home remodeling trends

The economy in the U.S. generally or in Florida where the substantial portion of our sales are generated

Raw material prices, especially aluminum

Integration of CGI

Transportation costs

Level of indebtedness

Dependence on our WinGuard branded product lines

Product liability and warranty claims



Federal and state regulations

Dependence on our manufacturing facilities

Any forward-looking statements made by us or on our behalf speak only as of the date they are made and we do not undertake any obligation to update any forward-looking statement to reflect the impact of subsequent events or circumstances. Before making any investment decision, you should carefully consider all risks and uncertainties disclosed in all our SEC filings, including our reports on Forms 8-K, 10-Q and 10-K and our registration statements under the Securities Act of 1933, as amended, all of which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and at <http://ir.pgtindustries.com/sec.cfm>

*Net sales*

We recorded increased sales of \$67.1 million, or 28.0% in 2014, over 2013, including \$13.3 million from CGI. Excluding sales from CGI, our organic sales growth was \$53.8 million. This growth was driven by an increase in our WinGuard products which were up \$38.5 million, or 22.4% versus 2013. This increase was driven by our promotional and marketing activities along with the continued strengthening of the new construction market. Moody's is forecasting an increase in new single family home construction market of 14% for 2015. However, the repair and remodel market is forecasted to have a slow but steady improvement into 2015. At this time, we expect sales for the first quarter to be approximately \$90 to \$93 million. However, we announced a price increase which became effective in the first quarter of 2015 and believe our sales estimate for the first quarter of 2015 to include approximately \$6 million of orders from customers that accelerated their orders in anticipation of the price increase. The acceleration of orders in advance of the price increase will likely have a negative impact on orders for the second quarter of 2015.

## **Table of Contents**

### ***Gross margin***

We believe the following factors, which are not all inclusive, may impact our gross margin in 2015:

Our gross margin percentages are heavily influenced by total sales due to operating leverage of fixed costs as well as product mix of impact and non-impact products and vinyl frame versus aluminum frame products.

Our margin is also influenced by costs of material and labor. As our labor force becomes more tenured, material and labor costs have begun to normalize as efficiencies are achieved. Our future rate of hiring will be impacted by the rate of sales growth.

We finished construction of our new glass plant by the end of third quarter 2014, which has favorably impacted our gross margins. However, we may still purchase outsourced glass that sales may require until we complete the second phase of our glass plant initiative, which will include purchasing glass laminating and insulating equipment.

Aluminum prices can fluctuate significantly resulting in impacts to our gross margin.

We have begun to see improvements in our gross margins which we believe are improvements in those items which negatively impacted our gross margin in the fourth quarter of 2014. Through the first seven weeks of 2015, direct labor and scrap have improved 0.3% and 1.0% of sales, respectively, compared to the fourth quarter. This, in part, helped improve our January consolidated gross margin to 32.3%. Given our sales mix during that seven week period, and improvements in operational performance, we anticipate gross margin for the first quarter of 2015 will range from 31.5% to 33.0%. We are adding additional glass capacity, including a laminating line towards the end of the second quarter, which will allow us to fully realize our expected glass capacity related savings.

### ***Selling, general and administrative expenses***

An increase in selling and marketing costs aimed at gaining market share and increased brand awareness would result in increased selling, general and administrative costs. Favorably impacting our selling, general and administrative expenses in 2014 was the reduction of amortization expense as we fully amortized our amortizable intangible assets in the first quarter of 2014. However, with the acquisition of CGI, we acquired additional amortizable intangible assets which we began amortizing in the late third quarter of 2014. In 2015, these amortizable intangible assets will be amortized for a full year compared to approximately only one quarter in 2014. For 2015, we estimate amortization of intangible assets will be approximately \$3.4 million.

### ***Interest expense***

On September 22, 2014, we entered into the Credit Agreement, which establishes new senior secured credit facilities in an aggregate amount of \$235 million, consisting of \$200 million Tranche B term loan facility maturing in seven years that will amortize on a basis of 1% annually during the seven-year term, and a \$35.0 million revolving credit facility maturing in five years that includes a swing line facility and a letter of credit facility. Interest expense will increase in 2015, as a result of the increased debt. For 2015, we estimate that interest expense, excluding any amortization of deferred financing costs or original issue discount, will be approximately \$10.6 million.

***Income tax expense***

We fully released our valuation allowance on deferred tax assets in 2013 and were profitable in 2014 resulting in tax expense of \$9.7 million, an effective tax rate of 37.1%. If we continue to be profitable, we will incur income tax expense at approximately a combined statutory rate of approximately 37% to 38%, which will impact our results.

***Liquidity and capital resources***

We had \$42.5 million of cash on hand as of January 3, 2015. Management expects to spend between \$15 million and \$18 million in 2015, including capital expenditures related to the second phase of the new glass plant, primarily acquiring new glass laminating and insulating equipment, continued investments in our ERP system and product investments in lines targeted at increasing both gross sales and margins. We intend to use cash generated from operations to fund such capital expenditures, however no assurance can be given in this regard. We also expect to become a cash taxpayer in 2015 as we have only approximately \$6.1 million of tax-effected federal net operating loss carry-forwards as the result of the acquisition of CGI which we can use in 2015 and the future.

**Table of Contents**

***Summary***

In 2014, new home construction in the nation and Florida in particular improved, but is still below historic norms. We continue to gain market share in the repair and remodel market, and as consumers transition to a more energy efficient home, our products position us to take advantage of this transition and continue to gain share in this market. We acquired CGI which has a line of higher-margin impact-resistant products sold primarily in Florida, similar to PGT, and we completed our new glass facility late in the third quarter of 2014, which became fully operational during the fourth quarter of 2014. We are in the second phase of increasing our glass capacity by adding laminating and insulating equipment, which we estimate will be completed by the end of the second quarter of 2015. We faced some operational challenges during the fourth quarter of 2014 which, in view of our early 2015 results, appear to have improved. We are well positioned to take advantage of our increased capacity for processing our own glass.

**Item 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We utilize derivative financial instruments to hedge price movements in our aluminum materials. We are exposed to changes in the price of aluminum as set by the trades on the London Metal Exchange. At January 3, 2015, we had 23 forward aluminum contracts. These settle at various times throughout 2015 for 7.9 million pounds at an average price of \$0.90 per pound. The fair value of our aluminum forward contracts is \$0.5 million and is included in other current liabilities in the accompanying consolidated balance sheet as of January 3, 2015.

For forward contracts for the purchase of aluminum at January 3, 2015, a 10% decrease in the price of aluminum would decrease the fair value of our forward contracts of aluminum by \$0.7 million. This calculation utilizes our actual commitment of 7.9 million pounds under contract (to be settled throughout 2015) and the market price of aluminum as of January 3, 2015, which was approximately \$0.91 per pound.

Based on our debt outstanding at January 3, 2015, of \$199.5 million, a 1% increase in interest rates would result in approximately \$2.0 million of additional interest expense annually.

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**Table of Contents**

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

|   |    |
|---|----|
| <u>Report of Independent Registered Public Accounting Firm KPMG LLP</u>   | 34 |
| <u>Report of Independent Registered Public Accounting Firm Ernst &amp; Young LLP</u>  | 35 |
| <u>Consolidated Statements of Operations for the years ended January 3, 2015, December 28, 2013 and December 29, 2012</u>           | 36 |
| <u>Consolidated Statement of Comprehensive Income for the years ended January 3, 2015, December 28, 2013 and December 29, 2012</u>  | 37 |
| <u>Consolidated Balance Sheets as of January 3, 2015 and December 28, 2013</u>  | 38 |
| <u>Consolidated Statements of Cash Flows for the years ended January 3, 2015, December 28, 2013 and December 29, 2012</u>           | 39 |
| <u>Consolidated Statements of Shareholders' Equity for the years ended January 3, 2015, December 28, 2013 and December 29, 2012</u> | 40 |
| <u>Notes to Consolidated Financial Statements</u>   | 41 |

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**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

PGT, Inc.:

We have audited the accompanying consolidated balance sheet of PGT, Inc. and subsidiaries as of January 3, 2015, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for the year ended January 3, 2015. In connection with our audit of the consolidated financial statements, we also have audited the financial statement schedule II. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of PGT, Inc. and subsidiaries as of January 3, 2015 and the results of their operations and their cash flows for the year ended January 3, 2015, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), PGT, Inc.'s internal control over financial reporting as of January 3, 2015, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 19, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Tampa, Florida

March 19, 2015

Certified Public Accountants

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of

PGT, Inc.

We have audited the accompanying consolidated balance sheet of PGT, Inc. and subsidiary as of December 28, 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the two fiscal years in the period ended December 28, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of PGT, Inc. and subsidiary at December 28, 2013, and the consolidated results of their operations and their cash flows for each of the two fiscal years in the period ended December 28, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth herein.

/s/ Ernst & Young LLP  
Certified Public Accountants

Tampa, Florida

February 28, 2014

Table of Contents**PGT, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS***(in thousands, except per share amounts)*

|  | <b>Year Ended</b>          |                              |                              |
|--|----------------------------|------------------------------|------------------------------|
|  | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
| Net sales                                    | \$ 306,388                 | \$ 239,303                   | \$ 174,540                   |
| Cost of sales                                | 213,596                    | 159,169                      | 114,872                      |
| Gross margin                                 | 92,792                     | 80,134                       | 59,668                       |
| Gain on sale of assets held                  |                            | (2,195)                      |                              |
| Selling, general and administrative expenses | 56,377                     | 54,594                       | 47,094                       |
| Income from operations                       | 36,415                     | 27,735                       | 12,574                       |
| Interest expense, net                        | 5,960                      | 3,520                        | 3,437                        |
| Debt extinguishment costs                    | 2,625                      | 333                          |                              |
| Other expense, net                           | 1,750                      | 437                          | 72                           |
| Income before income taxes                   | 26,080                     | 23,445                       | 9,065                        |
| Income tax expense (benefit)                 | 9,675                      | (3,374)                      | 110                          |
| Net income                                   | \$ 16,405                  | \$ 26,819                    | \$ 8,955                     |
| Net income per common share:                 |                            |                              |                              |
| Basic  | \$ 0.35                    | \$ 0.55                      | \$ 0.17                      |
| Diluted                                      | \$ 0.33                    | \$ 0.51                      | \$ 0.16                      |
| Weighted average shares outstanding:         |                            |                              |                              |
| Basic  | 47,376                     | 48,881                       | 53,620                       |
| Diluted                                      | 49,777                     | 52,211                       | 55,262                       |

The accompanying notes are an integral part of these consolidated financial statements.



Table of Contents**PGT, INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(in thousands)*

|   | <b>January 3,<br/>2015</b> | <b>Year Ended<br/>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
|---|----------------------------|---|------------------------------|
| Net income  | \$ 16,405                  | \$ 26,819                                   | \$ 8,955                     |
| <b>Other comprehensive income (loss) before tax</b>                                     |                            |   |                              |
| Change in fair value of derivatives   | (212)                      | (1,391)                                     | (24)                         |
| Reclassification to earnings  | 1,195                      | 145   | 408                          |
| Other comprehensive income (loss) before tax  | 983                        | (1,246)                                     | 384                          |
| Income tax expense (benefit) related to components of other comprehensive income (loss) | 431                        | (437)                                       |                              |
| Other comprehensive income (loss), net of tax   | 552                        | (809)                                       | 384                          |
| Comprehensive income  | \$ 16,957                  | \$ 26,010                                   | \$ 9,339                     |

The accompanying notes are an integral part of these consolidated financial statements

**Table of Contents**

**PGT, INC.**  
**CONSOLIDATED BALANCE SHEETS**

*(in thousands)*

|  | January 3,<br>2015 | December 28,<br>2013 |
|--|--------------------|----------------------|
| <b>ASSETS</b>  |                    |                      |
| Current assets:  |                    |                      |
| Cash and cash equivalents  | \$ 42,469          | \$ 30,204            |
| Accounts receivable, net   | 25,374             | 20,821               |
| Inventories  | 19,970             | 12,908               |
| Prepaid expenses   | 1,564              | 1,538                |
| Other current assets   | 4,900              | 3,166                |
| Deferred income taxes  | 5,160              | 2,763                |
| <b>Total current assets</b>  | <b>99,437</b>      | <b>71,400</b>        |
| Property, plant and equipment, net   | 60,898             | 44,123               |
| Trade name and other intangible assets, net  | 82,724             | 38,869               |
| Goodwill   | 66,580             |                      |
| Other assets, net  | 2,110              | 2,240                |
| <b>Total assets</b>  | <b>\$ 311,749</b>  | <b>\$ 156,632</b>    |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |                    |                      |
| Current liabilities:   |                    |                      |
| Accounts payable   | \$ 5,404           | \$ 3,834             |
| Accrued liabilities  | 11,924             | 11,688               |
| Current portion of long-term debt  | 1,962              | 4,890                |
| <b>Total current liabilities</b>   | <b>19,290</b>      | <b>20,412</b>        |
| Long-term debt, less current portion   | 191,792            | 72,365               |
| Deferred income taxes  | 25,956             | 13,380               |
| Other liabilities  | 735                | 1,400                |
| <b>Total liabilities</b>   | <b>237,773</b>     | <b>107,557</b>       |
| Shareholders equity:   |                    |                      |
| Preferred stock; par value \$.01 per share; 10,000 shares authorized; none outstanding   |                    |                      |
| Common stock; par value \$.01 per share; 200,000 shares authorized; 49,797 and 48,868 shares issued and 47,707 and 46,871 shares outstanding at January 3, 2015, and December 28, 2013, respectively | 498                | 489                  |
| Additional paid-in-capital   | 238,229            | 229,269              |

|  |            |            |
|--|------------|------------|
| Accumulated other comprehensive loss       | (1,671)    | (2,223)    |
| Accumulated deficit                        | (152,009)  | (168,414)  |
| Shareholders' equity                       | 85,047     | 59,121     |
| Less: Treasury stock at cost               | (11,071)   | (10,046)   |
| Total shareholders' equity                 | 73,976     | 49,075     |
| Total liabilities and shareholders' equity | \$ 311,749 | \$ 156,632 |

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****PGT, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS***(in thousands)*

|  | <b>January 3,<br/>2015</b> | <b>Year Ended<br/>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
|--|----------------------------|---|------------------------------|
| <b>Cash flows from operating activities:</b>   |                            |   |                              |
| Net income   | \$ 16,405                  | \$ 26,819                                   | \$ 8,955                     |
| Adjustments to reconcile net income to net cash provided by operating activities:      |                            |   |                              |
| Depreciation   | 4,534                      | 4,622                                       | 5,731                        |
| Amortization   | 1,446                      | 6,458                                       | 6,502                        |
| Provision for allowance for doubtful accounts  | (535)                      | 29  | 37                           |
| Stock-based compensation   | 1,214                      | 970   | 1,363                        |
| Amortization and write-offs of deferred financing costs                                | 3,533                      | 1,660                                       | 857                          |
| Derivative financial instruments   | 669                        | (16)  | 136                          |
| Deferred income taxes  | 3,329                      | (3,460)                                     | (82)                         |
| Tax benefit on exercised stock options   | (6,064)                    | (396)                                       |                              |
| Gain on disposal of assets   |                            | (2,186)                                     | (266)                        |
| Change in operating assets and liabilities (excluding the effects of the acquisition): |                            |   |                              |
| Accounts receivable  | (642)                      | (8,234)                                     | (667)                        |
| Inventories  | (3,834)                    | (1,379)                                     | 73                           |
| Prepaid expenses and other current assets  | (1,628)                    | (1,267)                                     | 87                           |
| Accounts payable and accrued liabilities   | 3,823                      | 2,111                                       | 462                          |
| Net cash provided by operating activities  | 22,250                     | 25,731                                      | 23,188                       |
| <b>Cash flows from investing activities:</b>   |                            |   |                              |
| Purchases of property, plant and equipment   | (19,301)                   | (7,550)                                     | (3,792)                      |
| Acquisition of CGI   | (110,438)                  |   |                              |
| Proceeds from disposals of assets  |                            | 7,478                                       | 454                          |
| Net cash used in investing activities  | (129,739)                  | (72)  | (3,338)                      |
| <b>Cash flows from financing activities:</b>   |                            |   |                              |
| Payments of long-term debt   | (79,500)                   | (38,500)                                    | (8,000)                      |
| Proceeds from issuance of long-term debt   | 198,000                    | 80,000                                      |                              |
| Payments of financing costs  | (5,466)                    | (3,583)                                     | (143)                        |
| Payments of capital leases   |                            |   | (50)                         |
| Purchases of treasury stock  | (1,025)                    | (56,091)                                    | (3,946)                      |
| Proceeds from exercise of stock options  | 1,691                      | 3,580                                       | 92                           |
| Tax benefit on exercised stock options   | 6,064                      | 396   |                              |

|   |           |           |           |  |
|---|-----------|-----------|-----------|--|
| Other   |           | (10)      |           |  |
| Net cash provided by (used in) financing activities | 119,754   | (14,198)  | (12,047)  |  |
| Net increase in cash and cash equivalents           | 12,265    | 11,461    | 7,803     |  |
| Cash and cash equivalents at beginning of period    | 30,204    | 18,743    | 10,940    |  |
| Cash and cash equivalents at end of period          | \$ 42,469 | \$ 30,204 | \$ 18,743 |  |
| <b>Supplemental cash flow information:</b>          |           |           |           |  |
| Interest paid                                       | \$ 2,216  | \$ 2,662  | \$ 2,767  |  |
| Income tax payments                                 | \$ 1,198  | \$ 135    | \$ 200    |  |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

## PGT, INC.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

*(in thousands except share amounts)*

|   | Common stock |        | Additional | Treasury    | Accumulated  | Accumulated | Other         | Total     |
|---|--------------|--------|------------|-------------|--------------|-------------|---------------|-----------|
|   | Shares       | Amount | Paid-in    | Stock       | Deficit      | Loss        | Comprehensive |           |
|   | Outstanding  |        | Capital    |             |              |             | Loss          |           |
| Balance at December 31, 2011                            | 53,659,496   | \$ 537 | \$ 272,820 | \$ (9)      | \$ (204,188) | \$ (1,798)  |               | \$ 67,362 |
| Vesting of restricted stock                             | 10,639       |        |            |             |              |             |               |           |
| Purchases of treasury stock                             | (922,694)    |        |            | (3,946)     |              |             |               | (3,946)   |
| Stock-based compensation                                |              |        | 1,363      |             |              |             |               | 1,363     |
| Exercise of stock options, including tax benefit of \$0 | 66,838       |        | 92         |             |              |             |               | 92        |
| Comprehensive income, net of tax effect                 |              |        |            |             |              | 384         |               | 384       |
| Net income  |              |        |            |             | 8,955        |             |               | 8,955     |
| Balance at December 29, 2012                            | 52,814,279   | \$ 537 | \$ 274,275 | \$ (3,955)  | \$ (195,233) | \$ (1,414)  |               | \$ 74,210 |
| Purchases of treasury stock                             | (7,865,249)  |        |            | (56,091)    |              |             |               | (56,091)  |
| Retirement of treasury stock                            |              | (68)   | (49,932)   | 50,000      |              |             |               |           |
| Stock-based compensation                                |              |        | 970        |             |              |             |               | 970       |
| Exercise of stock options                               | 1,922,167    | 20     | 3,560      |             |              |             |               | 3,580     |
| Tax benefit on exercised stock options                  |              |        | 396        |             |              |             |               | 396       |
| Comprehensive loss, net of tax effect                   |              |        |            |             |              | (809)       |               | (809)     |
| Net income  |              |        |            |             | 26,819       |             |               | 26,819    |
| Balance at December 28, 2013                            | 46,871,197   | \$ 489 | \$ 229,269 | \$ (10,046) | \$ (168,414) | \$ (2,223)  |               | \$ 49,075 |
| Vesting of restricted stock                             | 22,581       |        |            |             |              |             |               |           |
| Purchases of treasury stock                             | (93,081)     |        |            | (1,025)     |              |             |               | (1,025)   |
| Stock-based compensation                                |              |        | 1,214      |             |              |             |               | 1,214     |
| Exercise of stock options                               | 906,573      | 9      | 1,682      |             |              |             |               | 1,691     |
| Tax benefit on exercised stock options                  |              |        | 6,064      |             |              |             |               | 6,064     |
|   |              |        |            |             |              | 552         |               | 552       |

|  |  |  |  |  |        |  |        |
|--|--|--|--|--|--------|--|--------|
| Comprehensive income,<br>net of tax effect |  |  |  |  |        |  |        |
| Net income                                 |  |  |  |  | 16,405 |  | 16,405 |

|                               |            |        |            |             |              |            |           |
|-------------------------------|------------|--------|------------|-------------|--------------|------------|-----------|
| Balance at January 3,<br>2015 | 47,707,270 | \$ 498 | \$ 238,229 | \$ (11,071) | \$ (152,009) | \$ (1,671) | \$ 73,976 |
|-------------------------------|------------|--------|------------|-------------|--------------|------------|-----------|

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents**

**PGT, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Description of Business**

PGT, Inc. ( PGTI , we, or the Company ) is a leading manufacturer of impact-resistant aluminum and vinyl-framed windows and doors and offers a broad range of fully customizable window and door products. The majority of our sales, are to customers in the state of Florida; however, we also sell products in over 48 states, the Caribbean, Canada, Australia, and in South and Central America. Products are sold through an authorized dealer and distributor network.

On September 22, 2014 (the Closing Date), we completed the acquisition of CGI Windows and Doors Holdings, Inc. (CGI) which became a wholly-owned subsidiary of PGT Industries, Inc., which is wholly-owned by PGTI. CGI was established in 1992 and has consistently built a reputation based on designing and manufacturing quality impact resistant products that meet or exceed the stringent Miami-Dade County impact standards. (See Note 4).

We were incorporated in the state of Delaware on December 16, 2003, as JLL Window Holdings, Inc., in North Venice, Florida. On February 15, 2006, our Company was renamed PGT, Inc. We have two manufacturing operations with one in North Venice and one in Miami. Additionally, we have one glass tempering and laminating plant, one insulation glass plant, and we completed a second glass tempering and laminating plant in 2014, all in North Venice.

All references to PGTI or our Company apply to the consolidated financial statements of PGT, Inc. unless otherwise noted.

**2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ).

***Fiscal period***

Our fiscal year consists of 52 or 53 weeks ending on the Saturday nearest December 31 of the related year. The year ended January 3, 2015, consisted of 53 weeks. The years ended December 28, 2013, and December 29, 2012, consisted of 52 weeks.

***Principles of consolidation***

The consolidated financial statements present the results of the operations, financial position and cash flows of PGTI, its wholly owned subsidiary, PGT Industries, Inc. and its wholly-owned subsidiary, CGI. All significant intercompany accounts and transactions have been eliminated in consolidation.

***Segment information***

We operate as one operating segment, the manufacture and sale of windows and doors.

***Use of estimates***



The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Critical accounting estimates involved in applying our accounting policies are those that require management to make assumptions about matters that are uncertain at the time the accounting estimate is made and those for which different estimates reasonably could have been used for the current period. Critical accounting estimates are also those which could have a material impact on the presentation of PGTI's financial condition, changes in financial condition or results of operations. Actual results could materially differ from those estimates.

***Revenue recognition***

We recognize sales when all of the following criteria have been met: a valid customer order with a fixed price has been received; the product has been delivered; and collectability is reasonably assured. All sales recognized are net of allowances for discounts and estimated credits, which are estimated using historical experience. We record provisions against gross revenues for estimated credits in the period when the related revenue is recorded. These estimates are based on factors that include, but are not limited to, analysis of credit memorandum activity.

**Table of Contents*****Cost of sales***

Cost of sales represents costs directly related to the production of our products. Primary costs include raw materials, direct labor, and manufacturing overhead. Manufacturing overhead and related expenses primarily include salaries, wages, employee benefits, utilities, maintenance, engineering and property taxes.

***Shipping and handling costs***

Shipping and handling costs incurred in the purchase of materials used in the manufacturing process are included in cost of sales. Costs relating to shipping and handling of our finished products are included in selling, general and administrative expenses and totaled \$13.0 million, \$10.6 million and \$9.0 million for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

***Advertising***

We expense advertising costs as incurred. Advertising expense included in selling, general and administrative expenses was \$0.7 million, \$0.7 million and \$0.7 million for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

***Research and development costs***

We expense research and development costs as incurred. Research and development costs included in cost of sales were \$1.8 million, \$1.3 million and \$1.4 million for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

***Cash and cash equivalents***

Cash and cash equivalents consist of cash on hand or highly liquid investments with an original maturity date of three months or less.

***Accounts and notes receivable and allowance for doubtful accounts***

We extend credit to qualified dealers and distributors, generally on a non-collateralized basis. Accounts receivable and notes receivable are recorded at their gross receivable amount, reduced by an allowance for doubtful accounts that results in the receivable being recorded at its net realizable value. The allowance for doubtful accounts is based on management's assessments of the amount which may become uncollectible in the future and is determined through consideration of our write-off history, specific identification of uncollectible accounts based in part on the customer's past due balance (based on contractual terms), and consideration of prevailing economic and industry conditions. Uncollectible accounts are written off after repeated attempts to collect from the customer have been unsuccessful.

|                                       | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|---------------------------------------|----------------------------|------------------------------|
|                                       | <i>(in thousands)</i>      |                              |
| Accounts receivable                   | \$ 25,680                  | \$ 21,334                    |
| Less: Allowance for doubtful accounts | (306)                      | (513)                        |

|           |    |        |
|-----------|----|--------|
| \$ 25,374 | \$ | 20,821 |
|-----------|----|--------|

As of January 3, 2015, December 28, 2013, and December 29, 2012, there were \$0.3 million, \$0.6 million and \$0.2 million of trade notes receivable, respectively, for which there was an allowance of \$0.2 million, \$0.3 million and \$0.2 million, respectively, included in other current assets and other assets, depending on due date, in the accompanying consolidated balance sheets.

### *Self-insurance reserves*

We are primarily self-insured for employee health benefits and for years prior to 2010 for workers' compensation claims. Our workers' compensation reserves are accrued based on third-party actuarial valuations of the expected future liabilities. Health benefits are self-insured by us up to pre-determined stop loss limits. These reserves, including incurred but not reported claims, are based on internal computations. These computations consider our historical claims experience, independent statistics, and trends. Changes to actual workers' compensation or health benefit claims incurred could have a material impact on our estimated self-insurance reserves. For 2014, 2013, and 2012 we are fully insured with respect to workers' compensation. Accruals for healthcare claims and workers' compensation are included in accrued liabilities in the accompanying consolidated balance sheets.

**Table of Contents****Warranty expense**

We have warranty obligations with respect to most of our manufactured products. Warranty periods, which vary by product components, generally range from 1 to 10 years, although the warranty period for a limited number of specifically identified components in certain applications is a lifetime. However, the majority of the products sold have warranties on components which range from 1 to 3 years. The reserve for warranties is based on management's assessment of the cost per service call, the lag time between order ship dates and warranty service dates, and the number of service calls expected to be incurred to satisfy warranty obligations on recorded net sales. The reserve is determined after assessing Company history and through specific identification. Expected future obligations are discounted to a current value using a risk-free rate for obligations with similar maturities. The following provides information with respect to our warranty accrual.

During 2014, we recorded warranty expense at an average rate of 1.80% of sales. This rate is higher than the average rate of 1.30% of sales accrued in fiscal year 2013, due to an increase in service claims experienced in 2014. We assess the adequacy of our warranty accrual on a quarterly, and yearly basis, and adjust the previous amounts recorded, if necessary, to reflect the change in estimate of the future costs of claims yet to be serviced.

| Accrued Warranty             | Beginning             | Charged to |          |             | End of      |          |
|------------------------------|-----------------------|------------|----------|-------------|-------------|----------|
|                              | of<br>Period          | Acquired   | Expense  | Adjustments | Settlements | Period   |
|                              | <i>(in thousands)</i> |            |          |             |             |          |
| Year ended January 3, 2015   | \$ 2,666              | \$ 239     | \$ 5,492 | \$ 473      | \$ (5,568)  | \$ 3,302 |
| Year ended December 28, 2013 | \$ 3,858              | \$         | \$ 2,992 | \$ (419)    | \$ (3,765)  | \$ 2,666 |
| Year ended December 29, 2012 | \$ 4,406              | \$         | \$ 3,157 | \$ (512)    | \$ (3,193)  | \$ 3,858 |

The accrual for warranty is included in accrued liabilities and other liabilities, depending on estimated settlement date, in the consolidated balance sheets as of January 3, 2015, and December 28, 2013. The portion of warranty expense related to the issuance of product is \$3.1 million, \$0.4 million and \$0.3 million is included in cost of sales on the consolidated statements of operations for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively. The portion related to servicing warranty claims including costs of the service department personnel is included in selling, general and administrative expenses on the consolidated statements of operations, and is \$2.9 million, \$2.2 million and \$2.3 million, respectively, for the years ended January 3, 2015, December 28, 2013, and December 29, 2012.

**Inventories**

Inventories consist principally of raw materials purchased for the manufacture of our products. We have limited finished goods inventory as all products are custom, made-to-order products. Finished goods inventory costs include direct materials, direct labor, and overhead. All inventories are stated at the lower of cost (first-in, first-out method) or market (net realizable value). The reserve for obsolescence is based on management's assessment of the amount of inventory that may become obsolete in the future and is

**Table of Contents**

determined through company history, specific identification and consideration of prevailing economic and industry conditions. Inventories consist of the following:

|                  | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|------------------|----------------------------|------------------------------|
|                  | <i>(in thousands)</i>      |                              |
| Raw materials    | \$ 16,674                  | \$ 11,305                    |
| Work in progress | 791                        | 329                          |
| Finished goods   | 2,505                      | 1,274                        |
|                  | \$ 19,970                  | \$ 12,908                    |

***Property, plant and equipment***

Property, plant and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the shorter of the lease term or their estimated useful life. Depreciable assets are assigned estimated lives as follows:

|                           |               |
|---------------------------|---------------|
| Building and improvements | 5 to 40 years |
| Leasehold improvements    | 3 to 5 years  |
| Furniture and equipment   | 3 to 10 years |
| Vehicles                  | 5 to 10 years |
| Computer software         | 3 years       |

Maintenance and repair expenditures are charged to expense as incurred.

***Long-lived assets***

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of long-lived assets to future undiscounted net cash flows expected to be generated. If such assets are considered to be impaired, the impairment recognized is the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell, and depreciation is no longer recorded.

***Computer software***

We capitalize costs associated with software developed or obtained for internal use when both the preliminary project stage is completed and it is probable that computer software being developed will be completed and placed in service. Capitalized costs include:

- (i) external direct costs of materials and services consumed in developing or obtaining computer software,
- (ii) payroll and other related costs for employees who are directly associated with and who devote time to the software project, and

(iii) interest costs incurred, when material, while developing internal-use software.

Capitalization of such costs ceases no later than the point at which the project is substantially complete and ready for its intended purpose.

Capitalized software as of January 3, 2015, and December 28, 2013, was \$14.0 million and \$13.7 million, respectively. Accumulated depreciation of capitalized software was \$13.4 million and \$12.9 million as of January 3, 2015, and December 28, 2013, respectively.

Depreciation expense for capitalized software was \$0.5 million, \$0.8 million, and \$1.0 million for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

We review the carrying value of capitalized software and development costs for impairment in accordance with our policy pertaining to the impairment of long-lived assets.

### ***Goodwill***

Goodwill represents the excess of the consideration paid in a business combination over the fair value of the identifiable net assets acquired. We test goodwill for impairment at reporting unit level at least annually or whenever events or circumstances indicate that the carrying value of goodwill may not be recoverable from future cash flows. Our annual test for impairment is done on the first

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**Table of Contents**

day of our fiscal fourth quarter. We have the option of performing a qualitative assessment of impairment to determine whether any further quantitative testing for impairment is necessary. If we elect to bypass the qualitative assessment or if we determine, based on qualitative factors, that it is more likely than not that the fair value of our reporting unit is less than its carrying amount, a two-step quantitative test is required. In Step 1, we compare the fair value of our reporting unit with its net carrying value, including goodwill. If the net carrying value of our reporting unit exceeds its fair value, we then perform Step 2 of the impairment test to measure the amount of impairment loss, if any. In Step 2, we allocate our reporting unit's fair value to all of its assets and liabilities in a manner similar to a purchase price allocation, with any residual fair value being allocated to goodwill (implied fair value of goodwill). If the carrying amount of our reporting unit's goodwill exceeds the implied fair value of that goodwill, we recognize an impairment loss in an amount equal to that excess up to the carrying value of goodwill. In performing the two-step quantitative assessment, fair value of the reporting unit is based on discounted cash flows, market multiples, and/or appraised values, as appropriate. (See Note 6).

Significant judgments and estimates are used in the determination our reporting unit's fair value. Discounted cash flow analyses utilize sensitive estimates, including projections of revenues and operating costs considering historical and anticipated future results, general economic and market conditions, discount rates, as well as the impact of planned business or operational strategies. Deterioration in economic or market conditions, as well as increased costs arising from the effects of regulatory or legislative changes may result in declines in our reporting unit's performance beyond current expectations. Declines in our reporting unit's performance, increases in equity capital requirements, or increases in the estimated cost of debt or equity, could cause the estimated fair value of our reporting unit or its associated goodwill to decline, which could result in an impairment charge to earnings in a future period related to some portion of the associated goodwill.

***Other intangibles***

Other intangible assets consist of trade names, customer-relationships, developed technology and a non-compete intangible asset. The useful lives of trade names were determined to be indefinite and, therefore, these assets are not being amortized. Customer-related intangible assets are being amortized over their estimated useful lives of eight to ten years. Developed technology is being amortized over its estimated useful lives of ten years. Non-compete intangible asset is being amortized over its estimated useful lives of two years. The impairment evaluation of intangible assets with indefinite lives is conducted annually, on the first day of our fiscal fourth quarter, or more frequently, if events or changes in circumstances indicate that an asset might be impaired. The evaluation is performed by comparing the carrying amount of these assets to their estimated fair value.

If the estimated fair value is less than the carrying amount of the indefinite-lived intangible assets, then an impairment charge is recorded to reduce the asset to its estimated fair value. The estimated fair value is generally determined on the basis of discounted future projected cost savings attributable to ownership of the intangible assets with indefinite lives which, for us, are our trade names.

The assumptions used in the estimate of fair value are generally consistent with past performance and are also consistent with the projections and assumptions that are used in our current operating plans. Such assumptions are subject to change as a result of changing economic and competitive conditions.

The determination of fair value used in that assessment is highly sensitive to differences between estimated and actual cash flows and changes in the related discount rate used to evaluate fair value. Estimated cash flows are sensitive to changes in the Florida housing market and changes in the economy among other things.

***Deferred financing costs***

On September 22, 2014, we entered into a Credit Agreement (the 2014 Credit Agreement ), among us, the lending institutions identified in the 2014 Credit Agreement, and Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent. The 2014 Credit Agreement establishes new senior secured credit facilities in an aggregate amount of \$235.0 million, consisting of a \$200.0 million Term B term loan facility maturing in seven years that will amortize on a basis of 1% annually during the seven-year term, and a \$35.0 million revolving credit facility maturing in five years that includes a swing line facility and a letter of credit facility. (See Note 8).

There was a 1% discount, or \$2.0 million, upon issuance of the debt under the 2014 Credit Agreement which we recorded as a discount and which is presented net within the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The Company incurred issuance costs of \$5.5 million, of which \$3.8 million were paid directly to the lenders and were classified as a discount and presented net within the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The remainder of \$1.7 million was reported as deferred financing costs in current assets and other assets on the consolidated balance sheet as of January 3, 2015.

At the time we entered into the 2014 Credit Agreement, we had \$1.5 million recorded as discount presented net within the current and long-term portions of debt and \$1.7 million recorded as deferred financing fees presented in current and other assets relating to the 2013 Credit Agreement. Of these debt issuance costs, \$0.2 million of costs recorded as discount and \$0.4 million of



**Table of Contents**

costs recorded as deferred financing fees were not written-off as one of the lenders in the 2014 Credit Agreement was also a lender in the 2013 Credit Agreement and for which we treated the 2014 refinancing as a modification. The remaining debt issuance costs relating to the 2013 Credit Agreement of \$2.6 million were written-off as debt extinguishment costs in other expenses, net, on the consolidated statements of operations for the year ended January 3, 2015.

At January 3, 2015, we had debt issuance costs of \$5.7 million recorded as discount presented net within the current and long-term portions of debt and \$2.0 million recorded as deferred financing fees presented in current and other assets relating to the 2014 Credit Agreement. These debt issuance costs are being amortized to interest expense, net, under the effective interest method on the consolidated statements of operations over the term of the 2014 Credit Agreement. There was \$0.9 million of amortization for the year ended January 3, 2015, \$1.0 million of amortization for the year ended December 28, 2013, and \$0.9 million for the year ended December 29, 2012 related to debt discount and deferred financing costs.

Estimated amortization of debt issuance costs is as follows for future fiscal years:

| <i>(in thousands)</i> | Classified As            |                         | Total    |
|-----------------------|--------------------------|-------------------------|----------|
|                       | Deferred Financing Costs | Original Issue Discount |          |
| 2015                  | \$ 301                   | \$ 714                  | \$ 1,015 |
| 2016                  | 320                      | 783                     | 1,103    |
| 2017                  | 329                      | 820                     | 1,149    |
| 2018                  | 339                      | 858                     | 1,197    |
| 2019                  | 313                      | 899                     | 1,212    |
| Thereafter            | 400                      | 1,672                   | 2,072    |
| Total                 | \$ 2,002                 | \$ 5,746                | \$ 7,748 |

***Derivative financial instruments***

We utilize certain derivative instruments, from time to time, including forward contracts and interest rate swaps and caps to manage variability in cash flow associated with commodity market price risk exposure in the aluminum market and interest rates. We do not enter into derivatives for speculative purposes. Additional information with regard to derivative instruments is contained in Note 8.

We account for derivative instruments in accordance with the guidance under the *Derivatives and Hedging* topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (Codification) which requires us to recognize all of our derivative instruments as either assets or liabilities in the consolidated balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship based on its effectiveness in hedging against the exposure and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge.

Our forward contracts are designated and accounted for as cash flow hedges (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk). The *Derivatives and Hedging* topic of the Codification provides that the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument be reported as a component of other comprehensive income and be reclassified into earnings in the same line item in the income statement as the hedged item in the same period or periods during which the underlying transaction affects earnings. The ineffective portion of the gain or loss on these derivative instruments, if any, is recognized in other income/expense in current earnings during the period of change.

On occasion, cash flow hedges may no longer qualify to be designated as hedging instruments; at that time future changes in fair value are recognized in earnings. When a cash flow hedge is terminated, becomes ineffective, or is de-designated, if the forecasted hedged transaction is still probable of occurrence, amounts previously recorded in other comprehensive income remain in other comprehensive income and are recognized in earnings in the period in which the hedged transaction affects earnings.

As of January 3, 2015, we did not have cash on deposit with our commodities broker related to funding of margin calls on open forward contracts for the purchase of aluminum. The net liability position of \$491 thousand on January 3, 2015, is included in accrued liabilities in the accompanying consolidated balance sheet as it related to open contracts with scheduled prompt dates in 2015. The net liability position of \$479 thousand on December 28, 2013, is included in accrued liabilities and other liabilities in the accompanying consolidated balance sheet as it related to open contracts with scheduled prompt dates in 2014 and 2015.

## **Table of Contents**

For consolidated statement of cash flows presentation, we present net cash receipts from and payments to the margin account as investing activities.

On September 16, 2013, we entered into two interest rate caps and one interest rate swap. At January 3, 2015, only one cap remained, the fair value of which was in an asset position of \$2 thousand. (See Note 9).

### ***Financial instruments***

Our financial instruments, not including derivative financial instruments discussed in Note 10, include cash, accounts and notes receivable, and accounts payable, and accrued liabilities whose carrying amounts approximate their fair values due to their short-term nature. Our financial instruments also include long-term debt. The fair value of our long-term debt is based on debt with similar terms and characteristics and was approximately \$193.8 million as of January 3, 2015, and \$77.3 million as of December 28, 2013, both of which approximate carrying value as of those dates.

### ***Concentrations of credit risk***

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash and cash equivalents and trade accounts receivable. Accounts receivable are due primarily from companies in the construction industry located in Florida and the eastern half of the United States. Credit is extended based on an evaluation of the customer's financial condition and credit history, and generally collateral is not required.

We maintain our cash with several financial institutions. The balance exceeds federally insured limits. At January 3, 2015, and December 28, 2013, such balance exceeded the insured limit by \$41.7 million and \$29.7 million, respectively.

### ***Comprehensive income***

Comprehensive income is reported on the consolidated statements of comprehensive income. Accumulated other comprehensive loss is reported on the consolidated balance sheets and the consolidated statements of shareholders equity.

Gains and losses on cash flow hedges, to the extent effective, are included in other comprehensive income (loss). Reclassification adjustments reflecting such gains and losses are recorded as income in the same period as the hedged items affect earnings. Additional information with regard to accounting policies associated with derivative instruments is contained in Note 9.

### ***Stock compensation***

We use a fair-value based approach for measuring stock-based compensation and, therefore, record compensation expense over an award's vesting period based on the award's fair value at the date of grant. Our Company's awards vest based only on service conditions and compensation expense is recognized on a straight-line basis for each separately vesting portion of an award. Stock-based compensation expense is recognized only for those awards that are ultimately expected to vest, and we have applied an estimated forfeiture rate to unvested awards for the purpose of calculating compensation cost. These estimates will be revised in future periods if actual forfeitures differ from the estimates. Changes in forfeiture estimates impact compensation cost in the period in which the change in estimate occurs. We recorded compensation expense for stock based awards of \$1.2 million before tax, or \$0.02 per diluted share after tax-effect, \$1.0 million before tax, or \$0.01 per diluted share after tax-effect and \$1.4 million before

income tax, or \$0.02 per diluted share after tax-effect, in the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

***Income and Other Taxes***

We account for income taxes utilizing the liability method. Deferred income taxes are recorded to reflect consequences on future years of differences between financial reporting and the tax basis of assets and liabilities measured using the enacted statutory tax rates and tax laws applicable to the periods in which differences are expected to affect taxable earnings. We have no liability for unrecognized tax benefits. However, should we accrue for such liabilities, when and if they arise in the future, we will recognize interest and penalties associated with uncertain tax positions as part of our income tax provision.

Sales taxes collected from customers have been recorded on a net basis.

***Net income per common share***

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of common stock equivalents using the treasury stock method. We follow the two class method of accounting for earnings per share due to the fact that our unvested restricted stock awards are participating securities.

**Table of Contents**

Our weighted average shares outstanding excludes underlying options of less than 0.1 million and 0.5 million for the years ended January 3, 2015, and December 29, 2012, respectively, because their effects were anti-dilutive. There were no anti-dilutive options outstanding for the year ended December 28, 2013.

The table below presents the calculation of basic and diluted earnings per share, including a reconciliation of weighted average common shares:

|  | January 3,<br>2015 | Year Ended<br>December 28,<br>2013 | December 29,<br>2012 |
|--|--------------------|------------------------------------|----------------------|
| <i>(in thousands, except per share amounts)</i>  |                    |                                    |                      |
| <b>Numerator:</b>                                |                    |                                    |                      |
| Net income                                       | \$ 16,405          | \$ 26,819                          | \$ 8,955             |
| <b>Denominator:</b>                              |                    |                                    |                      |
| Weighted-average common shares - Basic           | 47,376             | 48,881                             | 53,620               |
| Add: Dilutive effect of stock compensation plans | 2,401              | 3,330                              | 1,642                |
| Weighted-average common shares - Diluted         | 49,777             | 52,211                             | 55,262               |
| <b>Net income per common share:</b>              |                    |                                    |                      |
| Basic  | \$ 0.35            | \$ 0.55                            | \$ 0.17              |
| Diluted  | \$ 0.33            | \$ 0.51                            | \$ 0.16              |

**3. Recently Adopted Accounting Pronouncements**

In July 2013, the Financial Accounting Standards Board (FASB) issued ASU No. 2013-11, *Income Taxes: Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward Exists*, which requires tax benefits to be presented in the financial statement as a reduction to deferred tax asset for a net operating loss carryforward or a tax credit carryforward. The provisions of the guidance were effective for us beginning in first quarter of 2014. The adoption of this accounting pronouncement did not have a material impact on our disclosures.

**4. Acquisition of CGI Windows and Doors**

On September 22, 2014, we completed the acquisition of CGI which became a wholly-owned subsidiary of PGT, Inc. The transaction, valued at \$110.4 million, is consistent with our plan to grow strategically while contributing to earnings growth through targeted acquisitions of complementary specialty products. This acquisition was financed with borrowings under the 2014 Credit Agreement. The estimated fair value of assets acquired and liabilities assumed as of the Closing Date, as adjusted through January 3, 2015, are as follows:

**Current  
Estimate**

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|  |                   |
|--|-------------------|
| Accounts receivable                      | \$ 4,156          |
| Inventories                              | 3,229             |
| Prepaid expenses                         | 303               |
| Property, plant and equipment            | 1,709             |
| Intangible assets                        | 45,300            |
| Other assets                             | 65                |
| Goodwill                                 | 66,580            |
| Deferred income taxes                    | (6,417)           |
| Accounts payable and accrued liabilities | (4,136)           |
| Other liabilities                        | (351)             |
| <b>Purchase price</b>                    | <b>\$ 110,438</b> |

The purchase price paid was preliminarily allocated to the net assets acquired based on their fair value on September 22, 2014, in accordance with ASC 805 Business Combinations . The fair value of working capital related items, such as

**Table of Contents**

accounts receivable, inventories, prepaids, and accounts payable and accrued liabilities, approximated their book values at the date of acquisition. Valuations of the intangible assets (See Note 6) were valued using income and royalty relief approaches based on projections provided by management, which we consider to be Level 3 inputs.

Acquisition costs totaling \$1.7 million are included in selling, general, and administrative expenses on the consolidated statement of operations for the year ended January 3, 2015, and relate to legal expenses, diligence, and accounting services. Net sales and net income included in the consolidated statement of operations for the year ended January 3, 2015, from CGI for the period from the Closing Date to January 3, 2015, are \$13.3 million and \$148 thousand, respectively.

The remaining consideration, after identified intangible assets and the net assets and liabilities recorded at fair value, was preliminarily determined to be \$66.6 million, of which \$9.3 million is expected to be deductible for tax purposes. Goodwill represents the increased value of the combined entity through additional sales channel opportunities as well as operational efficiencies. If our preliminary value of assets and liabilities changes, there will be an equal and offsetting change to the recorded goodwill.

The following unaudited pro forma financial information assumes the acquisition had occurred at the beginning of the earliest period presented. Pro forma results have been prepared by adjusting our historical results to include the results of CGI adjusted for the following: amortization expense related to the estimated intangible assets arising from the acquisition and interest expense to reflect the 2014 Credit Agreement entered into in connection with the acquisition.

The unaudited pro forma results below do not necessarily reflect the results of operations that would have resulted had the acquisition been completed at the beginning of the earliest period presented, nor does it indicate the results of operations in future periods. The unaudited pro forma results do not include the impact of synergies, nor any potential impacts on current or future market conditions which could alter the following unaudited pro forma results.

| <b>Pro Forma Results (unaudited)</b><br><i>(in thousands, except per share amounts)</i> | <b>Year Ended</b>          |                              |
|---|----------------------------|------------------------------|
|   | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
| Net sales   | \$ 337,369                 | \$ 272,132                   |
| Net income  | \$ 15,209                  | \$ 24,985                    |
| <b>Net income per common share:</b>   |                            |                              |
| Basic   | \$ 0.32                    | \$ 0.51                      |
| Diluted   | \$ 0.31                    | \$ 0.48                      |

**Table of Contents****5. Property, Plant and Equipment**

The following table presents the composition of property, plant and equipment as of:

|                                | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|--------------------------------|----------------------------|------------------------------|
|                                | <i>(in thousands)</i>      |                              |
| Land                           | \$ 6,298                   | \$ 5,641                     |
| Buildings and improvements     | 45,656                     | 36,686                       |
| Machinery and equipment        | 52,838                     | 45,058                       |
| Vehicles                       | 8,048                      | 6,453                        |
| Software                       | 13,984                     | 13,730                       |
| Construction in progress       | 5,544                      | 3,552                        |
|                                | 132,368                    | 111,120                      |
| Less: Accumulated depreciation | (71,470)                   | (66,997)                     |
|                                | \$ 60,898                  | \$ 44,123                    |

In the second quarter of 2012, we entered into an agreement to list the Salisbury, North Carolina facility for sale with an agent, at which time the asset was moved to assets held for sale in the accompanying consolidated balance sheets. During the fourth quarter, we accepted an offer to sell the property and the sale closed in the first quarter of 2013. The purchase price less closing costs is in excess of the current carrying costs. The facility's carrying value was \$5.3 million as of December 29, 2012. On January 23, 2013, the sale closed for approximately \$8.0 million in cash (approximately \$7.5 million net of selling costs), and as such we recognized a gain of \$2.2 million related to the sale in 2013.

**6. Goodwill, Trade Names and Other Intangible Assets**

Trade names and other intangible assets are as follows as of:

|                                 | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>Initial<br/>Useful<br/>Life<br/>(in<br/>years)</b> |
|---------------------------------|----------------------------|------------------------------|---|
|                                 | <i>(in thousands)</i>      |                              |   |
| Goodwill                        | \$ 66,580                  | \$                           | indefinite  |
| <b>Other intangible assets:</b> |                            |                              |   |
| Trade names                     | \$ 57,441                  | \$ 38,441                    | indefinite  |
| Customer relationships          | 79,700                     | 55,700                       | 8-10  |
| Developed technology            | 1,700                      |                              | 10  |



|                                |           |           |
|--------------------------------|-----------|-----------|
| Non-compete agreement          | 600       | 2         |
| Less: Accumulated amortization | (56,717)  | (55,272)  |
| Subtotal                       | 25,283    | 428       |
| Other intangible assets, net   | \$ 82,724 | \$ 38,869 |

### **Goodwill**

We completed a qualitative assessment of goodwill impairment on our reporting unit on the first day of our fourth quarter of 2014. This qualitative assessment included an evaluation of relevant events and circumstances that existed at the date of our assessment. Those events and circumstances included conditions in the industry in which our reporting unit operates, its competitive environment, the availability and costs of its raw materials and labor, the financial performance of our reporting unit in the several days since its acquisition, and the market's reaction to our acquisition based on the change in our share price (or lack thereof) in the period following its announcement. We also considered that no new impairment indicators were identified in the six days from the date of acquisition to the date of our qualitative assessment. Based on that assessment, we concluded that it is more likely than not that the fair value of our reporting unit exceeded its carrying value on the first day of our fourth quarter.

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**Table of Contents****Indefinite Lived Intangible Assets**

The impairment evaluation of the carrying amount of intangible assets with indefinite lives is conducted annually, or more frequently, if events or changes in circumstances indicate that an asset might be impaired. Although a qualitative assessment is permitted, we will continue to perform a quantitative test given recent fluctuations in the markets we serve. This test is performed by comparing the carrying amount of these assets to their estimated fair value. If the estimated fair value is less than the carrying amount of the intangible assets, then an impairment charge is recorded to reduce the asset to its estimated fair value. The estimated fair value is determined using the relief from royalty method that is based upon the discounted projected cost savings (value) attributable to ownership of our trade names, our only indefinite lived intangible assets. We categorize these trade names as being valued using Level 3 inputs.

In estimating fair value, the method we use requires us to make assumptions, the most material of which are net sales projections attributable to products sold with these trade names, the anticipated royalty rate we would pay if the trade names were not owned (as a percent of net sales), and a weighted average discount rate. These assumptions are subject to change based on changes in the markets in which these products are sold, which impact our projections of future net sales and the assumed royalty rate. Factors affecting the weighted average discount rate include assumed debt to equity ratios, risk-free interest rates and equity returns, each for market participants in our industry.

Our annual test of trade names performed on the first day of our 2014 fourth quarter, utilized net sales, which reflected the current market conditions and include modest growth in future years, a weighted average royalty rate of 3.9% and a discount rate of 13.4%. The estimated fair value of the trade names for which we performed an annual impairment test exceeded book value by approximately 144%, or \$55.3 million. We believe our projected sales are reasonable based on available information regarding our industry. We also believe the royalty rate is appropriate and could improve over time based on market trends and information, including that which is set forth above. The discount rate was based on current financial market trends and will remain dependent on such trends in the future.

Our annual test of trade names for impairment did not include a quantitative test of the trade names indefinite lived intangible asset acquired in the CGI acquisition (See Note 4). A valuation of this trade name intangible was conducted for purposes of allocating the purchase price to the net assets acquired in accordance with ASC 805, Business Combinations as of the Closing Date of September 22, 2014, and resulted in a value of \$19.0 million. We concluded that the valuation date of September 22, 2014, and the date of our annual test of indefinite lived intangibles assets for impairment of September 28, 2014 were not significantly different and that a separate quantitative test for impairment of this intangible asset was not necessary.

However, we completed a qualitative assessment of this indefinite-lived intangible asset on the first day of our fourth quarter of 2014. This qualitative assessment included an evaluation of relevant events and circumstances that existed at the date of our assessment. Those events and circumstances included conditions in the industry in which our reporting unit operates at which this indefinite-lived intangible asset is recorded, its competitive environment, the availability and costs of its raw materials and labor, the financial performance of our reporting unit in the several days since its acquisition, and the market's reaction to our acquisition based on the change in our share price (or lack thereof) in the period following its announcement. We also considered that no new impairment indicators were identified in the six days from the date of valuation of this indefinite-lived intangible asset to the date of our qualitative assessment. Based on that assessment, we concluded that it is more likely than not that our reporting unit's trade name is not impaired.

**Amortizable Intangible Assets**

We test amortizable intangible assets for impairment when indicators of impairment exist. No impairment testing was performed during the years ended January 3, 2015, December 28, 2013, and December 29, 2012, as we determined that there were no impairment indicators at any time during that three-year period.

We acquired certain amortizable intangible assets in the CGI acquisition (See Note 4). A valuation of these amortizable intangible assets was conducted for purposes of allocating the purchase price to the net assets acquired in accordance with ASC 805, *Business Combinations* as of the Closing Date of September 22, 2014, and resulted in values of \$24.0 million for customer relationships (8 year life), \$1.7 million for developed technology (10 year life) and \$600 thousand for a non-compete agreement (2 year life). No impairment testing was performed during the period from September 22, 2014, to January 3, 2015, as we determined that there were no impairment indicators at any time during this period. We are amortizing these assets on a straight-line basis.

**Table of Contents**

Estimated amortization of our customer relationships, developed technology and non-compete agreement intangible assets is as follows for future fiscal year:

|              | <i>(in thousands)</i> |
|--------------|-----------------------|
| 2015         | \$ 3,413              |
| 2016         | 3,379                 |
| 2017         | 3,161                 |
| 2018         | 3,161                 |
| 2019         | 3,161                 |
| Thereafter   | 9,008                 |
| <b>Total</b> | <b>\$ 25,283</b>      |

**7. Accrued Liabilities**

Accrued liabilities consisted of the following:

|   | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|---|----------------------------|------------------------------|
|   | <i>(in thousands)</i>      |                              |
| Accrued payroll and benefits            | \$ 4,607                   | \$ 6,019                     |
| Accrued warranty                        | 2,658                      | 1,923                        |
| Unearned revenue                        | 1,405                      | 1,451                        |
| Accrued health claims insurance payable | 908                        | 743                          |
| Accrued interest                        | 874                        | 246                          |
| Aluminum forward contracts              | 491                        | 441                          |
| Other                                   | 981                        | 865                          |
|   | <b>\$ 11,924</b>           | <b>\$ 11,688</b>             |

Other accrued liabilities are comprised primarily of state sales taxes and customer rebates.

**Table of Contents****8. Long-Term Debt**

Long-term debt consists of the following:

|   | January 3,<br>2015    | December 28,<br>2013 |
|---|-----------------------|----------------------|
|   | <i>(in thousands)</i> |                      |
| Term loan payable with a payment of \$0.5 million due quarterly.<br>A lump sum payment of \$186.0 million is due on September 22, 2021. Interest is payable quarterly at LIBOR or the prime rate plus an applicable margin. At January 3, 2015, the average rate was 1.00% plus a margin of 4.25%.        | \$ 199,500            | \$                   |
| Term note payable with a payment of \$1.0 million due quarterly.<br>A lump sum payment of \$63.0 million is due on May 28, 2018. Interest is payable monthly, or quarterly at LIBOR or the prime rate plus an applicable margin. At December 28, 2013, the average rate was 0.16% plus a margin of 3.00%. |                       | 79,000               |
| Debt discount (1)   | (5,746)               | (1,745)              |
|   | 193,754               | 77,255               |
| Less current portion of long-term debt  | (1,962)               | (4,890)              |
| Total   | \$ 191,792            | \$ 72,365            |

(1) Debt discount represents fees paid to the lender at time the debt was issued, and is accounted for as a reduction in the debt proceeds and is amortized over the life of the debt instrument.

**2013 Credit Agreement**

On May 28, 2013, we entered into the 2013 Credit Agreement with the various financial institutions and other persons from time to time parties thereto as lenders (the Lenders), SunTrust Bank, as administrative agent (in such capacity, the Administrative Agent), as collateral agent, as swing line lender and as a letter of credit issuer, and the other agents and parties thereto. The 2013 Credit Agreement established new senior secured credit facilities in an aggregate amount of \$105.0 million, consisting of an \$80.0 million Tranche A term loan facility maturing in five years that amortized on a basis of 5% annually during the five-year term, and a \$25.0 million revolving credit facility maturing in five years that included a \$5.0 million swing line facility and a \$10.0 million letter of credit facility.

Interest on all loans under the 2013 Credit Agreement was payable either quarterly or at the expiration of any LIBOR interest period applicable thereto. Borrowings under the term loans and the revolving credit facility accrued interest at a rate equal to, at our option, a base rate or LIBOR plus an applicable margin. The applicable margin was based on our leverage ratio, ranging from 300 to 350 basis points in the case of LIBOR and 200 to 250 basis points in the case of the base rate. We paid quarterly fees on the unused portion of the revolving credit facility equal to 0.50% as well as a quarterly letter of credit fee at a rate per annum equal to the applicable margin for LIBOR loans on the face amount of any outstanding letters of credit. In connection with this refinancing, we wrote-off \$0.3 million of deferred financing costs from the Old Credit Agreement, which are classified within other expense (income), net in the consolidated statement of operations for the year ended December 28, 2013.

On September 16, 2013, we entered into two interest rate caps and one interest rate swap to hedge a portion of our debt against volatility in future interest rates. At the time we entered into the 2014 Credit Agreement, we had one cap and the swap outstanding. As a result of the termination of the 2013 Credit Agreement, the underlying transactions relating to the cap and the swap were no longer probable of occurring and both instruments were de-designated and marked-to-market. During the fourth quarter of 2014, we terminated the swap with a payment of \$1.4 million. (See Note 9)

The 2013 Credit Agreement required us to maintain a maximum leverage ratio (based on the ratio of total funded debt to consolidated EBITDA, each as defined in the 2013 Credit Agreement) and a minimum fixed charge coverage ratio (based on the ratio of consolidated EBITDA minus net cash taxes minus capital expenditures to cash interest expense plus scheduled principal payments of term loans, each as defined in the 2013 Credit Agreement), which was tested quarterly based on the last four fiscal quarters and was set at levels as described in the 2013 Credit Agreement. As of December 28, 2013, we were in compliance with all debt covenants.

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**Table of Contents**

The Credit Agreement also contained a number of affirmative and restrictive covenants, including limitations on the incurrence of additional debt, liens on property, acquisitions and investments, loans and guarantees, mergers, consolidations, liquidations and dissolutions, asset sales, dividends and other payments in respect of our capital stock, prepayments of certain debt and transactions with affiliates. The 2013 Credit Agreement also contained customary events of default.

In connection with entering into the 2013 Credit Agreement, on May 28, 2013, we terminated the Credit Agreement, dated as of June 23, 2011, among PGT Industries, Inc., as the borrower, the Company, as guarantor, the lenders from time to time party thereto and General Electric Capital Corporation, as administrative agent and collateral agent (the Old Credit Agreement ). Proceeds from the term loan facility under the 2013 Credit Agreement were used to repay amounts outstanding under the Old Credit Agreement, repurchase shares of our common stock having an aggregate value of approximately \$50 million, and pay certain fees and expenses.

All borrowings under the Old Credit Agreement bore interest, at our option, at either: (a) a base rate equal to the highest of: (i) 0.50% per year above the weighted average of the rates on overnight federal funds transactions with members of the Federal Reserve System, (ii) the annual rate of interest in effect for that day as publicly announced as the prime rate and (iii) the one-month eurodollar rate (not to be less than 1.25%) or (b) a eurodollar base rate equal to the higher of (i) 1.25% and (ii) (adjusted for reserve requirements, deposit insurance assessment rates and other regulatory costs for eurodollar liabilities) the rate at which eurodollar deposits in dollars for the relevant interest period (which will be one, two, three or six months or, subject to availability, nine or twelve months, as selected by us) are offered in the interbank eurodollar market plus, in each case, a rate dependent on the ratio of our funded debt as compared to our adjusted consolidated EBITDA, ranging from 3.5% to 2.0% per year for borrowings bearing interest at the base rate and from 4.5% to 3.0% per year for borrowings bearing interest at the eurodollar rate (such rate added to the eurodollar rate, the Eurodollar Margin ).

On August 5, 2013, we entered into Amendment No. 1 (the Amendment ) to the 2013 Credit Agreement dated May 28, 2013. The Amendment permitted us to make capital expenditures (as defined in the 2013 Credit Agreement) in an amount up to but not exceeding \$14.0 million in connection with the expansion and operation of our glass processing business and activities without reducing the amount of capital expenditures otherwise permitted.

The face value of the debt as of December 28, 2013, was \$79.0 million. The Company incurred issuance costs of \$3.6 million, of which \$2.0 million of the costs were classified as a discount and presented in the current and long-term portion of debt on the consolidated balance sheet at December 28, 2013. Approximately \$1.3 million was reported as debt issuance costs in current assets and other assets on the consolidated balance sheet at December 28, 2013, while the remaining \$0.3 million was expensed in selling, general and administrative expense on the consolidated statement of operations for the year ended December 28, 2013. The debt issuance costs and discount were being amortized to interest expense, net on the consolidated statements of operations for the year ended December 28, 2013 over the term of the debt.

In connection with the cash proceeds from the sale of our Salisbury facility on January 23, 2013, we voluntarily prepaid \$7.5 million of debt under the Old Credit Agreement on January 31, 2013.

As discussed under 2014 Credit Agreement below, the 2013 Credit Agreement was terminated effective September 22, 2014.

**2014 Credit Agreement**

On September 22, 2014, we entered into the 2014 Credit Agreement, among us, the lending institutions identified in the 2014 Credit Agreement, and Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent. The 2014 Credit Agreement establishes new senior secured credit facilities in an aggregate amount of \$235.0 million, consisting of a \$200.0 million Term B term loan facility maturing in seven years that will amortize on a basis of 1% annually during the seven-year term, and a \$35.0 million revolving credit facility maturing in five years that includes a swing line facility and a letter of credit facility. Our obligations under the 2014 Credit Agreement are secured by substantially all of our assets as well as our subsidiaries' assets. As of January 3, 2015, there were \$0.5 million of letters of credit outstanding and \$34.5 million available on the revolver.

Interest on all loans under the 2014 Credit Agreement is payable either quarterly or at the expiration of any LIBOR interest period applicable thereto. Borrowings under the term loans and the revolving credit facility accrue interest at a rate equal to, at our option, LIBOR (with a floor of 100 basis points in respect of the term loan), or a base rate (with a floor of 200 basis points in respect of the term loan) plus an applicable margin. The applicable margin is 425 basis points in the case of LIBOR and 325 basis points in the case of the base rate. We will pay quarterly fees on the unused portion of the revolving credit facility equal to 50 basis points per annum as well as a quarterly letter of credit fee at 425 basis points per annum on the face amount of any outstanding letters of credit.



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**Table of Contents**

The 2014 Credit Agreement contains a springing financial covenant, if we draw in excess of twenty percent (20%) of the revolving facility, which requires us to maintain a maximum total net leverage ratio (based on the ratio of total debt for borrowed money to trailing EBITDA, each as defined in the 2014 Credit Agreement), and will be tested quarterly based on the last four fiscal quarters and is set at levels as described in the 2014 Credit Agreement. As of January 3, 2015, no such test is required as we have not exceeded 20% of our revolving capacity.

The 2014 Credit Agreement also contains a number of affirmative and restrictive covenants, including limitations on the incurrence of additional debt, liens on property, acquisitions and investments, loans and guarantees, mergers, consolidations, liquidations and dissolutions, asset sales, dividends and other payments in respect of our capital stock, prepayments of certain debt and transactions with affiliates. The 2014 Credit Agreement also contains customary events of default. Upon the occurrence of an event of default, the amounts outstanding under the 2014 Credit Agreement may be accelerated and may become immediately due and payable.

In connection with entering into the 2014 Credit Agreement, on September 22, 2014, we terminated our prior credit agreement, dated as of May 28, 2013, among PGT Industries, Inc., as the borrower, the Company, as guarantor, the lenders from time to time party thereto and SunTrust Bank, as administrative agent and collateral agent (the 2013 Credit Agreement ). Proceeds from the term loan facility under the 2014 Credit Agreement were used to repay amounts outstanding under the 2013 Credit Agreement and the acquisition of CGI, and certain fees and expenses.

The face value of the Credit Agreement at the time of issuance was \$200 million of which \$0.5 million was repaid as a scheduled debt repayment in the fourth quarter of 2014. As of January 3, 2015, the face value of debt outstanding under the Credit Agreement was \$199.5 million. There was a 1% discount, or \$2.0 million, upon issuance of the debt under the Credit Agreement which we recorded as a discount and which is presented in the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The Company incurred issuance costs of \$5.5 million, of which \$3.8 million were paid directly to the lenders and classified as a discount and presented net within the current and long-term portions of debt on the consolidated balance sheet as of January 3, 2015. The remainder of \$1.7 million was reported as deferred financing costs in current assets and other assets on the consolidated balance sheet as of January 3, 2015.

At the time of the refinancing, we had \$1.5 million recorded as discount presented net within the current and long-term portions of debt and \$1.7 million recorded as deferred financing fees presented in current and other assets relating to the 2013 Credit Agreement. Of these debt issuance costs, \$0.2 million of costs recorded as discount and \$0.4 million of costs recorded as deferred financing fees were not written-off as one of the lenders in the 2014 Credit Agreement was also a lender in the 2013 Credit Agreement and for which we treated the 2014 refinancing as a modification. The remaining debt issuance costs relating to the 2013 Credit Agreement of \$2.6 million were written-off as debt extinguishment costs in other expenses, net, on the consolidated statement of operations for the year ended January 3, 2015.

At January 3, 2015, we had debt issuance costs of \$5.7 million recorded as discount presented net within the current and long-term portions of debt and \$2.0 million recorded as deferred financing fees presented in current and other assets relating to the 2014 Credit Agreement. These debt issuance costs are being amortized to interest expense, net, under the effective interest method on the consolidated statements of operations over the term of the 2014 Credit Agreement.

The contractual future maturities of long-term debt outstanding as of January 3, 2015, are as follows (excluding unamortized debt discount and deferred financing fees):

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|              | <i>(in thousands)</i> |
|--------------|-----------------------|
| 2015         | \$ 2,000              |
| 2016         | 2,000                 |
| 2017         | 2,000                 |
| 2018         | 2,000                 |
| 2019         | 2,000                 |
| Thereafter   | 189,500               |
| <b>Total</b> | <b>\$ 199,500</b>     |

- 55 -

**Table of Contents**

Interest expense, net consisted of the following:

|  | <b>Year Ended</b>          |                              |                              |
|--|----------------------------|------------------------------|------------------------------|
|  | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
| <i>(in thousands)</i>  |                            |                              |                              |
| Long-term debt   | \$ 4,841                   | \$ 2,295                     | \$ 2,396                     |
| Debt fees  | 240                        | 235                          | 213                          |
| Amortization of deferred financing costs and original issue discount | 945                        | 1,021                        | 857                          |
| Interest income  | (37)                       | (25)                         | (20)                         |
| Interest expense   | 5,989                      | 3,526                        | 3,446                        |
| Capitalized interest   | (29)                       | (6)                          | (9)                          |
| Interest expense, net  | \$ 5,960                   | \$ 3,520                     | \$ 3,437                     |

**9. Derivatives*****Aluminum Forward Contracts***

We enter into aluminum forward contracts to hedge the fluctuations in the purchase price of aluminum extrusion we use in production. Our contracts are initially designated as cash flow hedges since they are believed to be highly effective in offsetting changes in the cash flows attributable to forecasted purchases of aluminum.

Guidance under the *Financial Instruments* topic of the Codification requires us to record our hedge contracts at fair value and consider our credit risk for contracts in a liability position, and our counter-party's credit risk for contracts in an asset position, in determining fair value. We assess our counter-party's risk of non-performance when measuring the fair value of financial instruments in an asset position by evaluating their financial position, including cash on hand, as well as their credit ratings. We assess our risk of non-performance when measuring the fair value of our financial instruments in a liability position by evaluating our credit ratings, our current liquidity including cash on hand and availability under our revolving credit facility as compared to the maturities of the financial liabilities. In addition, we entered into a master netting arrangement (MNA) with our commodities broker that provides for, among other things, the close-out netting of exchange-traded transactions in the event of the insolvency of either party to the MNA.

We net cash collateral from payments of margin calls on deposit with our commodities broker against the liability position of open contracts for the purchase of aluminum on a first-in, first-out basis. For statement of cash flows presentation, we present net cash receipts from and payments to the margin account as investing activities.

We maintain a \$2.0 million line of credit with our commodities broker to cover the liability position of open contracts for the purchase of aluminum in the event that the price of aluminum falls. Should the price of aluminum fall to a level which causes our liability for open aluminum contracts to exceed \$2.0 million, we are required to fund daily margin calls to cover the excess.

As of January 3, 2015, the fair value of our aluminum forward contracts was in a net liability position of approximately \$491 thousand. We had 23 outstanding forward contracts for the purchase of 7.9 million pounds of

aluminum at an average price of \$0.90 per pound with maturity dates of between less than one month and 12 months through December 2015. We assessed our risk of non-performance of the Company on these contracts and recorded an immaterial adjustment to fair value as of January 3, 2015.

Although it is our intent to have our aluminum hedges qualify as highly effective for reporting purposes, for the year ended January 3, 2015, only 17 of our outstanding contracts during our first quarter ended March 29, 2014, qualified as effective. Since the end of our first quarter of 2014, all outstanding contracts did not qualify as effective. Effectiveness of aluminum forward contracts is determined by comparing the change in the fair value of the forward contract to the change in the expected cash to be paid for the hedged item. The effective portion of the gain or loss on our aluminum forward contracts is reported as a component of accumulated other comprehensive loss and is reclassified into earnings in the same line item in the income statement as the hedged item in the same period or periods during which the transaction affects earnings. When a cash flow hedge becomes ineffective, and if the forecasted hedged transaction is still probable of occurrence, amounts previously recorded in accumulated other comprehensive loss remain in accumulated other comprehensive loss and are recognized in earnings in the period in which the hedged transaction affects earnings. The change in value of the aluminum forward contracts occurring after ineffectiveness is recognized in other expense, net on the consolidated statement of operations for the year ended January 3, 2015, and totaled \$0.2 million. The amount of losses recognized in the accumulated other comprehensive loss line item in the accompanying consolidated balance sheet as of January 3, 2015, that will be reclassified to earnings within the next three months will be immaterial.

**Table of Contents**

As of December 28, 2013, the fair value of our aluminum forward contracts was in a net liability position of approximately \$479 thousand. We had 33 outstanding forward contracts for the purchase of 9.5 million pounds of aluminum at an average price of \$0.89 per pound with maturity dates of between less than one month and 18 months through June 2015. We assessed our risk of non-performance of the Company on these contracts and recorded an immaterial adjustment to fair value as of December 28, 2013.

**Interest Rate Contracts**

On September 16, 2013, we entered into two interest rate caps and one interest rate swap. The first was a one year interest rate cap agreement with a notional amount of \$40.0 million that was designated as a cash flow hedge that protected the variable rate debt from an increase in the floating one month LIBOR rate of greater than 0.50%. This interest rate cap agreement expired during our 2014 third quarter. The second is a two year interest rate cap agreement with a notional amount of \$20.0 million that was designated as a cash flow hedge that protects the variable rate debt from an increase in the floating one month LIBOR rate of greater than 0.50%. As a result of the termination of the 2013 Credit Agreement, effective on September 22, 2014, the second cap was de-designated as a cash flow hedge and was and will continue to be marked-to-market.

The swap was a forward starting three year six months interest rate swap agreement with a notional amount of \$40.0 million that effectively converted a portion of the floating rate debt to a fixed rate of 2.15%. As a result of the termination of the 2013 Credit Agreement, effective on September 22, 2014, the swap was de-designated as a cash flow hedge and, during the fourth quarter of 2014, we terminated this interest rate swap with a payment of \$1.4 million.

The fair value of our aluminum hedges and interest rate cap are classified in the accompanying consolidated balance sheets as follows (in thousands):

| <b>Derivatives in a net asset (liability) position</b> | <b>Balance Sheet Location</b> | <b>January 3, 2015</b> |  | <b>December 28, 2013</b> |  |
|--|-------------------------------|------------------------|--|--------------------------|--|
|  |                               |                        |  |                          |  |
| <b>Hedging instruments:</b>                            |                               |                        |  |                          |  |
| Aluminum forward contracts                             | Accrued liabilities           | \$ (491)               |  | \$ (441)                 |  |
| Aluminum forward contracts                             | Other liabilities             |                        |  | (38)                     |  |
| Interest rate cap                                      | Other current assets          | 2                      |  | 21                       |  |
| Interest rate cap                                      | Other assets                  |                        |  | 13                       |  |
| Interest rate swap                                     | Other liabilities             |                        |  | (630)                    |  |
| <b>Total hedging instruments</b>                       |                               | <b>\$ (489)</b>        |  | <b>\$ (1,075)</b>        |  |

The ending accumulated balance for the aluminum forward contracts included in accumulated other comprehensive losses, net of tax, was \$77 thousand as of January 3, 2015. The ending accumulated balance for the aluminum forward contracts and interest rate swaps included in accumulated other comprehensive losses, net of tax, was \$0.7 million as of December 28, 2013. In December 29, 2012, the ending accumulated balance for the aluminum forward contracts included in accumulated other comprehensive income, net of tax, was \$0.1 million.



**Table of Contents**

The impact of the offsetting derivative instruments are depicted below (in thousands):

|                   | As of January 3, 2015                          |                            |  |                          |                                |               |
|-------------------|--|----------------------------|--|--------------------------|--------------------------------|---------------|
|                   | Gross Amounts not Offset                       |                            |  |                          |                                |               |
|                   | Gross<br>Amounts<br>of<br>Recognized<br>Assets | Gross<br>Amounts<br>Offset | Net<br>Amounts<br>of<br>Recognized<br>Assets | Financial<br>Instruments | Cash<br>Collateral<br>Received | Net<br>Amount |
| Interest rate cap | \$ 2   | \$                         | \$ 2   | \$                       | \$                             | \$ 2          |

|                            | Gross Amounts not Offset                              |                            |   |                          |                               |               |
|----------------------------|---|----------------------------|---|--------------------------|-------------------------------|---------------|
|                            | Gross<br>Amounts<br>of<br>Recognized<br>(Liabilities) | Gross<br>Amounts<br>Offset | Net<br>Amounts<br>of<br>Recognized<br>(Liabilities) | Financial<br>Instruments | Cash<br>Collateral<br>Pledged | Net<br>Amount |
| Aluminum forward contracts | \$ (491)  | \$                         | \$ (491)  | \$                       | \$                            | \$ (491)      |

|                    | As of December 28, 2013                        |                            |  |                          |                                |               |
|--------------------|--|----------------------------|--|--------------------------|--------------------------------|---------------|
|                    | Gross Amounts not Offset                       |                            |  |                          |                                |               |
|                    | Gross<br>Amounts<br>of<br>Recognized<br>Assets | Gross<br>Amounts<br>Offset | Net<br>Amounts<br>of<br>Recognized<br>Assets | Financial<br>Instruments | Cash<br>Collateral<br>Received | Net<br>Amount |
| Interest rate caps | \$ 34  | \$                         | \$ 34  | \$                       | \$                             | \$ 34         |

|                            | Gross Amounts not Offset                           |                            |  |                          |                               |               |
|----------------------------|--|----------------------------|--|--------------------------|-------------------------------|---------------|
|                            | Gross<br>Amounts of<br>Recognized<br>(Liabilities) | Gross<br>Amounts<br>Offset | Net<br>Amounts of<br>Recognized<br>(Liabilities) | Financial<br>Instruments | Cash<br>Collateral<br>Pledged | Net<br>Amount |
| Aluminum forward contracts | \$ (479)   | \$                         | \$ (479)   | \$                       | \$                            | \$ (479)      |
| Interest rate swap         | \$ (630)   | \$                         | \$ (630)   | \$                       | \$                            | \$ (630)      |

**Table of Contents**

The following represents the gains (losses) on derivative financial instruments for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, and their classifications within the accompanying consolidated financial statements (in thousands):

|                    | <b>Derivatives in Cash Flow Hedging Relationships</b>   |                          |                          |   |  |                          |                          |
|--------------------|---|--------------------------|--------------------------|---|--|--------------------------|--------------------------|
|                    | <b>Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) Year Ended</b> |                          |                          | <b>Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)</b> | <b>Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion) Year Ended</b> |                          |                          |
|                    | <b>January 3, 2015</b>  | <b>December 28, 2013</b> | <b>December 29, 2012</b> |   | <b>January 3, 2015</b>   | <b>December 28, 2013</b> | <b>December 29, 2012</b> |
|                    |   |                          |                          |   |  |                          |                          |
| Aluminum contracts | \$ 346  | \$ (761)                 | \$ (24)                  | Cost of sales   | \$ (7)   | \$ (145)                 | \$ (408)                 |
| Interest rate swap | \$ (558)  | \$ (630)                 | \$                       | Interest expense, net   | \$   | \$                       | \$                       |
| Interest rate swap | \$  | \$                       | \$                       | Other expense, net  | \$ (1,188)   | \$                       | \$                       |

|                    | <b>Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion)</b> |  |                    | <b>Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion) Year Ended</b> |                          |                          |
|--------------------|---|--|--------------------|--|--------------------------|--------------------------|
|                    |   |  |                    | <b>January 3, 2015</b>   | <b>December 28, 2013</b> | <b>December 29, 2012</b> |
|                    |   |  |                    |  |                          |                          |
|                    |   |  |                    |  |                          |                          |
| Aluminum contracts |   |  | Other expense, net | \$ (221)   | \$ (358)                 | \$ 208                   |
| Interest rate swap |   |  | Other expense, net | \$ (314)   | \$                       | \$                       |
| Interest rate cap  |   |  | Other expense, net | \$ (27)  | \$                       | \$                       |



**Table of Contents**

**10. Fair Value**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A three-tier fair value hierarchy is used to prioritize the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The accounting guidance concerning fair value allows us to elect to measure financial instruments at fair value and report the changes in fair value through earnings. This election can only be made at certain specified dates and is irrevocable once made. We do not have a policy regarding specific assets or liabilities to elect to measure at fair value, but rather we make the election on an instrument-by-instrument basis as they are acquired or incurred.

During fiscal 2014 or 2013, we did not make any transfers between Level 1 and Level 2 financial assets. Furthermore, during fiscal 2012, we did not have any Level 3 financial assets. We conduct reviews on a quarterly basis to verify pricing, assess liquidity, and determine if significant inputs have changed that would impact the fair value hierarchy disclosure.

**Table of Contents****Items Measured at Fair Value on a Recurring Basis**

The following assets and liabilities are measured in the consolidated financial statements at fair value on a recurring basis and are categorized in the table below based upon the lowest level of significant input to the valuation:

| Description                         | January 3,<br>2015 | Fair Value Measurements<br>Assets (Liabilities)             |   |  |
|-------------------------------------|--------------------|---|---|--|
|                                     |                    | Quoted<br>Prices<br>in<br>Active<br>Markets<br>(Level<br>1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|                                     |                    | <i>(in thousands)</i>                                       |   |  |
| Aluminum forward contracts          | \$ (491)           | \$  | \$ (491)  | \$   |
| Interest rate cap                   | 2                  |   | 2   |  |
| Forward contracts for aluminum, net | \$ (489)           | \$  | \$ (489)  | \$   |

| Description                         | December 28,<br>2013 | Fair Value Measurements<br>Assets (Liabilities)       |   |  |
|-------------------------------------|----------------------|---|---|--|
|                                     |                      | Quoted<br>Prices in<br>Active<br>Markets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|                                     |                      | <i>(in thousands)</i>                                 |   |  |
| Aluminum forward contracts          | \$ (479)             | \$  | \$ (479)  | \$   |
| Interest rate caps                  | 34                   |   | 34  |  |
| Interest rate swap                  | (630)                |   | (630)   |  |
| Forward contracts for aluminum, net | \$ (1,075)           | \$  | \$ (1,075)  | \$   |

The following is a description of the methods and assumptions used to estimate the fair values of the Company's assets and liabilities measured at fair value on a recurring basis, as well as the basis for classifying these assets and liabilities as Level 2.

Aluminum forward contracts identical to those held by us trade on the London Metal Exchange ( LME ). The LME provides a transparent forum and is the world's largest center for the trading of futures contracts for non-ferrous metals. The prices are used by the metals industry worldwide as the basis for contracts for the movement of physical material throughout the production cycle. Based on this high degree of volume and liquidity in the LME, we believe the valuation price at any measurement date for contracts with identical terms as to prompt date, trade date and trade price as those we hold at any time represents a contract's exit price to be used for purposes of determining fair value.

Interest rate cap and swap contracts identical to that held by us are sold by financial institutions. The valuation price at any measurement date for a contract with identical terms, exercise price, the expiration date, the settlement date, and

notional quantities, as the one we hold, is used for determining the fair value.

**Table of Contents*****Fair Value of Financial Instruments***

The following table presents the carrying values and estimated fair values of financial assets and liabilities that are required to be recorded or disclosed at fair value at January 3, 2015 and December 28, 2013, respectively (in thousands):

|  | January 3, 2015 |                      | December 28, 2013 |                      |
|--|-----------------|----------------------|-------------------|----------------------|
|  | Carrying Amount | Estimated Fair Value | Carrying Amount   | Estimated Fair Value |
| <b>Financial assets (liabilities)</b>      |                 |                      |                   |                      |
| Cash and cash equivalents                  | \$ 42,469       | \$ 42,469            | \$ 30,204         | \$ 30,204            |
| Accounts receivable, net                   | \$ 25,374       | \$ 25,374            | \$ 20,821         | \$ 20,821            |
| Accounts payable                           | \$ (5,404)      | \$ (5,404)           | \$ (3,834)        | \$ (3,834)           |
| Accrued liabilities                        | \$ (11,924)     | \$ (11,924)          | \$ (11,688)       | \$ (11,688)          |
| Long-term debt (including current portion) | \$ (193,754)    | \$ (193,754)         | \$ (77,255)       | \$ (77,255)          |

The following provides a description of the methods and significant assumptions used in estimating the fair value of the Company's financial instruments that are not measured at fair value on a recurring basis.

*Cash and cash equivalents* The estimated fair value of these financial instruments approximates their carrying amounts due to their highly liquid or short-term nature.

*Accounts receivable, net* The estimated fair value of these financial instruments approximates their carrying amounts due to their short-term nature.

*Accounts payable and accrued liabilities* The estimated fair value of these financial instruments approximates their carrying amounts due to their short-term nature.

*Debt* The estimated fair value of this debt is based on Level 2 inputs of debt with similar terms and characteristics.

**11. Income Taxes**

We consider all income sources, including other comprehensive income, in determining the amount of tax benefit (expense) allocated to continuing operations.

The components of income tax expense (benefit) are as follows (in thousands):

|          | Year Ended      |                   |                   |
|----------|-----------------|-------------------|-------------------|
|          | January 3, 2015 | December 28, 2013 | December 29, 2012 |
| Current: |                 |                   |                   |
| Federal  | \$ 6,346        | \$ 86             | \$ 192            |
| State    |                 |                   |                   |

|                                     |                 |                   |               |
|-------------------------------------|-----------------|-------------------|---------------|
|                                     | 6,346           | 86                | 192           |
| <b>Deferred:</b>                    |                 |                   |               |
| Federal                             | 2,379           | (2,265)           |               |
| State                               | 950             | (1,195)           | (82)          |
|                                     | 3,329           | (3,460)           | (82)          |
| <b>Income tax expense (benefit)</b> | <b>\$ 9,675</b> | <b>\$ (3,374)</b> | <b>\$ 110</b> |

The aggregate amount of income taxes included in the consolidated statements of operations and consolidated statements of shareholders' equity are as follows (in thousands):

|   | <b>January 3,<br/>2015</b> | <b>Year Ended<br/>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
|---|----------------------------|---|------------------------------|
| <b>Consolidated statements of income:</b>                                 |                            |   |                              |
| Income tax expense (benefit) relating to continuing operations            | \$ 9,675                   | \$ (3,374)                                  | \$ 110                       |
| Income tax expense (benefit) relating to discontinued operations          | \$                         | \$  | \$                           |
| <b>Consolidated statements of shareholders equity:</b>                    |                            |   |                              |
| Income tax expense (benefit) relating to derivative financial instruments | \$ 431                     | \$ (437)                                    | \$                           |
| Income tax benefit relating to share-based compensation                   | \$ (6,064)                 | \$ (396)                                    | \$                           |

**Table of Contents**

A reconciliation of the statutory federal income tax rate to our effective rate is provided below:

|   | <b>Year Ended</b>      |                          |                          |
|---|------------------------|--------------------------|--------------------------|
|   | <b>January 3, 2015</b> | <b>December 28, 2013</b> | <b>December 29, 2012</b> |
| Statutory federal income tax rate                     | 35.0%                  | 35.0%                    | 35.0%                    |
| State income taxes, net of federal income tax benefit | 3.8%                   | 3.8%                     | 3.8%                     |
| Non-deductible acquisition costs                      | 0.6%                   |                          |                          |
| Domestic manufacturing deduction                      | (2.1)%                 |                          |                          |
| Alternative minimum tax                               |                        |                          | 2.1%                     |
| Non-deductible secondary offering related expenses    |                        | 1.8%                     |                          |
| Valuation allowance on deferred tax assets            |                        | (55.1)%                  | (39.1)%                  |
| Non-deductible expenses                               |                        | 0.2%                     | 0.3%                     |
| Other   | (0.2)%                 | (0.1)%                   | (0.9)%                   |
|   | 37.1%                  | (14.4)%                  | 1.2%                     |

Our income tax benefit was \$3.4 million for the year ended December 28, 2013 as we released our valuation allowances on deferred tax assets. We released our valuation allowance as we were no longer in a cumulative loss position and it was more likely than not that our deferred tax assets would be realized.

Our tax rate is lower than the statutory rate for 2012, as we released a portion of our deferred tax asset valuation allowance to offset our regular tax expense. The \$0.1 million of tax expense included in the consolidated statements of operations represents our alternative minimum tax obligation offset by a change in our state tax rate.

Excluding the effects of these items, our 2013 and 2012 effective tax rates would have been 40.7% and 40.3%, respectively.

In connection with the acquisition of CGI, we recorded an estimated net deferred tax liability of \$6.4 million, as follows:

| <b>Deferred tax assets (liabilities) relate to:</b> | <b>Current Estimate</b> |
|---|-------------------------|
| Amortizable intangible assets                       | \$ (6,249)              |
| Other indefinite lived intangible assets            | (7,366)                 |
| Property, plant and equipment                       | (313)                   |
| Net operating loss carryforwards                    | 7,369                   |
| Other assets, net                                   | 142                     |
| Net estimated deferred liability                    | \$ (6,417)              |

**Table of Contents**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our net deferred tax liability are as follows:

|  | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|--|----------------------------|------------------------------|
|  | <i>(in thousands)</i>      |                              |
| <b>Deferred tax assets:</b>                        |                            |                              |
| State and federal net operating loss carryforwards | \$ 6,973                   | \$ 970                       |
| Goodwill   | 1,941                      | 4,152                        |
| Compensation expense                               | 2,773                      | 2,606                        |
| Accrued warranty                                   | 1,280                      | 1,034                        |
| AMT tax credits                                    | 574                        | 574                          |
| Obsolete inventory and UNICAP adjustment           | 473                        | 435                          |
| Derivative financial instruments                   | 241                        | 475                          |
| Other deferrals and accruals, net                  | 66                         | 260                          |
| Allowance for doubtful accounts                    | 107                        | 145                          |
| Amortizable intangible assets                      |                            | 865                          |
| <b>Total deferred tax assets</b>                   | <b>14,428</b>              | <b>11,516</b>                |
| <b>Deferred tax liabilities:</b>                   |                            |                              |
| Other indefinite lived intangible assets           | (22,270)                   | (14,904)                     |
| Property, plant and equipment                      | (7,426)                    | (6,349)                      |
| Amortizable intangible assets                      | (5,058)                    |                              |
| Deferred financing costs                           | (152)                      | (370)                        |
| Prepaid expenses                                   | (318)                      | (510)                        |
| <b>Total deferred tax liabilities</b>              | <b>(35,224)</b>            | <b>(22,133)</b>              |
| <b>Total deferred tax liabilities, net</b>         | <b>\$ (20,796)</b>         | <b>\$ (10,617)</b>           |

The following table shows the current deferred tax assets, net, and noncurrent deferred tax liabilities, net, recorded on our consolidated balance sheets:

|  | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> |
|--|----------------------------|------------------------------|
|  | <i>(in thousands)</i>      |                              |
| Current deferred tax assets, net           | \$ 5,160                   | \$ 2,763                     |
| Non-current deferred tax liabilities, net  | (25,956)                   | (13,380)                     |
| <b>Total deferred tax liabilities, net</b> | <b>\$ (20,796)</b>         | <b>\$ (10,617)</b>           |

Regarding tax goodwill, the amount of goodwill deductible for tax purposes was \$63.8 million at the time of the 2004 PGT acquisition, of which, \$5.4 million and \$10.7 million was unamortized as of January 3, 2015 and December 28, 2013, respectively. We also acquired goodwill deductible for tax purposes in the CGI acquisition as the transaction was treated as an acquisition of stock for tax purposes. At the date of the acquisition, the amount of goodwill deductible for tax purposes from the CGI acquisition was \$9.3 million. At the time of the acquisition, this goodwill is the same amount for both book and tax purposes and, therefore, no deferred tax asset or liability is recognized. As we amortize this goodwill for tax purposes over its remaining life, which was approximately 7.4 years at the time of the acquisition, we will recognize a deferred tax liability. The unamortized amount of this goodwill was \$8.9 million at January 3, 2015.

Almost entirely composed of the net operating loss carryforwards acquired in the CGI acquisition, we estimate that we have \$6.1 million of tax affected federal net operating loss carryforwards and \$1.0 million of state operating loss carryforwards, expiring at various dates through 2027. Use of the net operating loss carryforwards acquired in the CGI acquisition is subject to annual limitations for federal tax purposes. However, we believe they will be fully utilized prior to expiration.

We have not recognized any material liability for unrecognized tax benefits; however, should we accrue for such liabilities when and if they arise in the future we will recognize interest and penalties associated with uncertain tax positions as part of our income tax provision.

As the result of tax deductible compensation expense in excess of stock-based compensation expense recorded for book purposed relating to the exercise of stock options, concurrent with the full utilization of all of PGT's regular net operating loss carry-forwards during 2013, for the years ended January 2, 2015, and December 28, 2013, we recognized \$6.1 million and \$0.4 million, respectively, of excess tax benefits (ETBs) in additional paid-in capital. Our policy with regard to providing for income tax expense when ETBs are utilized is to follow the with-and-without approach as described in ASC 740-20 and ASC 718 and include in the measurement the indirect effects of the excess tax deduction.



**Table of Contents**

We had no valuation allowance on deferred tax assets at January 3, 2015 and December 28, 2013, as management's assessment of our ability to realize our deferred tax assets is that it is more likely than not that we will generate sufficient future taxable income to realize all of our deferred tax assets.

During 2012, we were under audit by the IRS for tax years 2005, 2008, 2009, and 2010. During 2013, we received notice from the IRS that the audit was completed and no material adjustments came from the audit. The tax years 2011 to 2013 remain open for examination by the IRS.

**12. Commitments and Contingencies**

We lease production equipment, vehicles, computer equipment, storage units and office equipment under operating leases expiring at various times through 2016. Lease expense was \$1.6 million, \$1.3 million and \$1.2 million for the years ended January 3, 2015, December 28, 2013 and December 29, 2012, respectively. Future minimum lease commitments for non-cancelable operating leases are as follows at January 3, 2015 (in thousands):

|              |                 |
|--------------|-----------------|
| 2015         | \$ 1,684        |
| 2016         | 1,474           |
| 2017         | 1,009           |
| 2018         | 23              |
| <b>Total</b> | <b>\$ 4,190</b> |

Through the terms of certain of our leases, we have the option to purchase the leased equipment for cash in an amount equal to its then fair market value plus all applicable taxes.

We are obligated to purchase certain raw materials used in the production of our products from certain suppliers pursuant to stocking programs. If these programs were cancelled by us, as of January 3, 2015, we would be required to pay \$2.6 million for various materials. During the years ended January 3, 2015, December 28, 2013, and December 29, 2012, we made purchases under these programs totaling \$108.7 million, \$88.3 million and \$57.0 million, respectively.

At January 3, 2015, we had \$0.5 million in standby letters of credit related to our workers' compensation insurance coverage, and commitments to purchase equipment of \$2.2 million.

We are a party to various legal proceedings in the ordinary course of business. Although the ultimate disposition of those proceedings cannot be predicted with certainty, management believes the outcome of any claim that is pending or threatened, either individually or on a combined basis, will not have a materially adverse effect on our operations, financial position or cash flows.

**13. Employee Benefit Plans**

We have a 401(k) plan covering substantially all employees 18 years of age or older who have at least three months of service. Employees may contribute up to 100% of their annual compensation subject to Internal Revenue Code maximum limitations. We currently make matching contributions based on our operating results. During the years ended January 3, 2015, December 28, 2013, and December 29, 2012, there was an average matching contribution of up to 3%, 3% and 1% made at various times during the years, respectively. Company contributions and earnings

thereon vest at the rate of 20% per year of service with us when at least 1,000 hours are worked within the Plan year. We recognized expenses of \$1.1 million, \$1.2 million and \$0.5 million for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, respectively.

#### **14. Related Parties**

In the ordinary course of business, we sell windows to Builders FirstSource, Inc., a company controlled by affiliates of JLL Partners, Inc. One of our directors, Floyd F. Sherman, is the president, chief executive officer, and a director of Builders FirstSource, Inc., and another, Brett Milgrim, is also a director. Total net sales to Builders FirstSource, Inc. were \$6.7 million, \$5.1 million and \$4.5 million for the years ended January 3, 2015, December 28, 2013 and December 29, 2012, respectively. As of January 3, 2015, and December 28, 2013, there was \$0.9 million and \$0.6 million due from Builders FirstSource, Inc. included in accounts receivable in the accompanying consolidated balance sheets.

**Table of Contents**

**15. Shareholders Equity**

On November 15, 2012, the Board of Directors authorized and approved a share repurchase program of up to \$20 million. Repurchases were funded from existing cash resources and cash generated by the Company's operating activities. All share repurchases were made in accordance with Rule 10b5-1 and Rule 10b-18, as applicable, of the Securities Exchange Act of 1934 as to the timing, pricing, and volume of such transactions. From November 15, 2012 to January 3, 2015, the Company acquired 2,089,853 shares of the Company's common stock at a cost of \$11.1 million. These reacquired shares are in treasury. There were 47.7 million and 46.9 million shares of common stock outstanding, net of common stock held in treasury, at January 3, 2015, and December 28, 2013, respectively.

In May of 2013, we completed a secondary offering of 12.65 million shares of common stock owned by JLL Partners. Concurrently with the secondary offering, we repurchased, cancelled and retired 6.8 million shares from JLL, which were funded by refinancing our debt and bringing the outstanding gross balance to \$80 million.

**16. Employee Stock Based Compensation**

**2014 Plan**

On March 28, 2014, we adopted the 2014 Omnibus Equity Incentive Plan (the "2014 Plan") whereby equity-based awards may be granted by the Board to eligible non-employee directors, selected officers and other employees, advisors and consultants of ours. On May 7, 2014, our stockholders approved the 2014 Plan.

*2014 Omnibus Equity Incentive Plan*

total number of shares of common stock available for grant thereunder, 1,500,000,

sets forth the types of awards eligible under the plan, including issuances of options, share appreciation rights, restricted shares, restricted share units, share bonuses, other share-based awards and cash awards, and

set forth 1,500,000 as the maximum number of shares that may be made subject to awards in any calendar year to any covered employee (within the meaning of Section 162(m) of the Internal Revenue Code).

There were 1,425,445 shares available for grant under the 2014 Plan at January 3, 2015.

**2006 Plan**

On June 5, 2006, we adopted the 2006 Equity Incentive Plan (the "2006 Plan") whereby equity-based awards may be granted by the Board to eligible non-employee directors, selected officers and other employees, advisors and consultants of ours.

On April 6, 2010, our stockholders approved the PGT, Inc. Amended and Restated 2006 Equity Incentive Plan (the "Amended and Restated 2006 Equity Incentive Plan").

*Amended and Restated 2006 Equity Incentive Plan*

total number of shares of common stock available for grant thereunder, 7,000,000, and

set forth 1,500,000 as the maximum number of shares that may be made subject to awards in any calendar year to any covered employee (within the meaning of Section 162(m) of the Internal Revenue Code). There were 541,863 and 472,035 shares available for grant under the 2006 Plan at December 28, 2013 and December 29, 2012, respectively. With the adoption of the 2014 Plan effective on March 28, 2014, no further shares will be granted and, therefore, no shares are available under the 2006 Plan at January 3, 2015.

***New Issuances***

During 2014, we issued 20,000 options to one non-executive employee of the Company. These options vest at various time periods through 2019 and have a weighted average exercise price of \$11.81 based on the NASDAQ market price of the underlying common stock on the close of business on the day the options were granted and had a weighted average fair value of \$5.37.

During 2014, we issued 212,393 shares of restricted stock awards to certain directors, executives and non-executive employees of the Company. The restrictions on these awards lapse at various time periods through 2017 and had a weighted average fair value on the dates of the grants of \$10.82 based on the NASDAQ market price of the common stock on the close of business on the day the awards were granted. Of the 212,393 shares of restricted stock issued, 74,555 shares were issued from the 2014 Plan and 137,838 shares were issued from the 2006 Plan. The final number of shares awarded under the issuance on March 4, 2014, from the 2006 Plan is subject to adjustment based on the performance of the Company for the 2014 fiscal year and become final upon filing of the Company's Annual Report on Form 10-K for the year ended January 3, 2015.

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**Table of Contents**

The performance criteria, as defined in the share awards, provides for a graded awarding of shares based on the percentage by which the Company meets earnings before interest and taxes, as defined, in our 2014 business plan. The percentages, ranging from less than 80% to greater than 120%, provide for the awarding of shares ranging from 0% to 150% and only relates to half of the initial March 4, 2014, issuance of 137,838 shares, or 68,919 shares. The remaining 68,919 shares from the March 4, 2014, issuance are not subject to adjustment based on any performance or other criteria. Based on the performance criteria as established in the award, 57.5%, or 39,626 shares will be awarded resulting in a decrease of 29,293 in outstanding restricted shares awards. The grant date fair value of the March 4, 2014, award was \$11.81.

During 2013, we issued 22,581 shares of restricted stock awards to certain board members and non-executive employees of the Company. The restrictions on these awards lapse at various time periods through 2016 and have a weighted average fair value on date of grant of \$6.76 based on the NASDAQ market price of the common stock on the close of business on the day the awards were granted.

During 2012, we issued 673,390 options to certain directors, executives and non-executive employees of the Company. These options vest at various time periods through 2017 and have a weighted average exercise price of \$2.42 based on the NASDAQ market price of the underlying common stock on the close of business on the day the options were granted.

The compensation cost that was charged against income for stock compensation plans was \$1.2 million, \$1.0 million and \$1.4 million, respectively, for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, and is included in selling, general and administrative expenses in the accompanying consolidated statements of operations. We recognized \$6.1 million and \$0.4 million in excess income tax benefits for share-based compensation in the years ended January 3, 2015, and December 28, 2013, respectively. There was no excess income tax benefit recognized for share-based compensation for the year ended December 29, 2012, as a result of the valuation allowance on deferred taxes. We currently expect to satisfy share-based awards with registered shares available to be issued.

The fair value of each stock option grant was estimated on the date of grant using a Black-Scholes option-pricing model with the following weighted average assumptions used for grants under the 2006 Plan in the following years:

2014: dividend yield of 0%, expected volatility of 51.19%, risk-free interest rate of 1.54%, and expected life of 5 years

2013: no options granted.

2012: dividend yield of 0%, expected volatility of 70.38%, risk-free interest rate 0.8%, and expected life of 5 years.

The expected life of options granted represents the period of time that options granted are expected to be outstanding and was determined based on historical experience. The expected volatility is based on the Company's common stock. The risk-free rate for periods within the contractual term of the options is based on U.S. Treasury yield for instruments with a maturity equal to the life of the option in effect at the time of grant.

**Table of Contents****Stock Options**

A summary of the status of our stock options as of January 3, 2015, and changes during the year then ended, are presented below:

|                                       | Number of<br>Shares | Weighted Average<br>Exercise<br>Price | Weighted<br>Average<br>Life |
|---------------------------------------|---------------------|---------------------------------------|-----------------------------|
| Outstanding at December 28, 2013      | 5,204,569           | \$ 1.97                               |                             |
| Granted                               | 20,000              | \$ 11.81                              |                             |
| Exercised                             | (906,573)           | \$ 1.87                               |                             |
| Forfeited/Expired                     | (98,331)            | \$ 1.88                               |                             |
| <b>Outstanding at January 3, 2015</b> | <b>4,219,665</b>    | <b>\$ 2.06</b>                        | <b>5.4</b>                  |
| <b>Exercisable at January 3, 2015</b> | <b>3,130,270</b>    | <b>\$ 1.98</b>                        | <b>5.3</b>                  |

The following table summarizes information about employee stock options outstanding at January 3, 2015, (dollars in thousands, except per share amounts):

| Exercise Price | Remaining<br>Contractual<br>Life | Outstanding      |                  | Exercisable      |                  |
|----------------|----------------------------------|------------------|------------------|------------------|------------------|
|                |                                  | Outstanding      | Intrinsic Value  | Exercisable      | Intrinsic Value  |
| \$0.92         | 1.1 Years                        | 91,881           | \$ 812           | 91,881           | \$ 812           |
| \$1.60-\$2.31  | 5.2 Years                        | 3,875,784        | 30,075           | 2,951,722        | 22,906           |
| \$2.59-\$3.25  | 7.4 Years                        | 232,000          | 1,655            | 86,667           | 621              |
| \$11.81        | 9.2 Years                        | 20,000           |                  |                  |                  |
|                |                                  | <b>4,219,665</b> | <b>\$ 32,542</b> | <b>3,130,270</b> | <b>\$ 24,339</b> |

There were no options granted during the year ended December 28, 2013. The weighted average fair value of options granted during the year ended December 29, 2012 was \$2.42. The aggregate intrinsic value of options outstanding and of options exercisable as of December 28, 2013, was \$41.8 million and \$24.1 million, respectively. The aggregate intrinsic value of options outstanding and of options exercisable as of December 29, 2012, was \$18.9 million and \$10.0 million, respectively. The total grant date fair value of options vested during the years ended January 3, 2015, December 28, 2013, and December 29, 2012, was \$1.3 million, \$1.4 million and \$1.3 million, respectively.

For the year ended January 3, 2015, we received \$1.7 million in proceeds from the exercise of 906,573 options for which we recognized \$6.1 million in excess tax benefits through additional paid in capital. The aggregate intrinsic value of stock options exercised during the year ended January 3, 2015, was \$7.9 million. For the year ended December 28, 2013, we received \$3.6 million in proceeds from the exercise of 1,922,167 options for which we recognized \$0.4 million in excess tax benefits through additional paid in capital. The aggregate intrinsic value of stock options exercised during the year ended December 28, 2013, was \$14.1 million. For the years ended December 29,

2012, we received \$0.1 million in proceeds from the exercise of 66,838 options for which there was no tax benefit realized. The aggregate intrinsic value of stock options exercised during the year ended December 29, 2012, was \$0.1 million.

As of January 3, 2015, there was \$146 thousand of unrecognized compensation cost related to non-vested stock option compensation arrangements granted which is expected to be recognized in earnings straight-line over a weighted average period of 1.5 years.

#### **Non-Vested (Restricted) Share Awards**

There were 212,393 restricted share awards granted in the year ended January 3, 2015, which were reduced by 29,293 shares based on performance criteria discussed above and which will vest at various time periods through 2017. There were 22,581 restricted shares awards granted in the year ended December 28, 2013, which will vest during 2014. There were no share awards granted in the year ended December 29, 2012.



**Table of Contents**

A summary of the status of non-vested share awards as of January 3, 2015, and changes during the year then ended, are presented below:

|  | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Fair Value</b> |
|--|-----------------------------|--|
| Outstanding at December 28, 2013         | 22,581                      | \$ 6.76                                    |
| Granted                                  | 212,393                     | \$ 10.82                                   |
| Vested                                   | (22,581)                    | \$ 6.76                                    |
| Forfeited/Expired/Performance adjustment | (29,293)                    | \$ 11.81                                   |
| <b>Outstanding at January 3, 2015</b>    | <b>183,100</b>              | <b>\$ 10.66</b>                            |

As of January 3, 2015, the remaining compensation cost related to non-vested share awards was \$1.1 million which is expected to be recognized in earnings straight-line over a weighted average period of 1.6 years.

**Table of Contents****17. Accumulated Other Comprehensive Loss**

The following table shows the components of accumulated other comprehensive loss for 2014, 2013 and 2012:

| <i>(in thousands)</i>                                     | <b>Aluminum<br/>Forward<br/>Contracts</b> | <b>Interest<br/>Swap</b> | <b>Total</b> |
|---|---|--------------------------|--------------|
| Balance at December 31, 2011                              | \$ (1,798)                                | \$                       | \$ (1,798)   |
| Other comprehensive loss before reclassification          | (24)                                      |                          | (24)         |
| Amounts reclassified from other comprehensive loss        | 408                                       |                          | 408          |
| Net current-period other comprehensive income             | 384                                       |                          | 384          |
| Balance at December 29, 2012                              | (1,414)                                   |                          | (1,414)      |
| Other comprehensive loss before reclassification          | (761)                                     | (630)                    | (1,391)      |
| Amounts reclassified from other comprehensive loss        | 145                                       |                          | 145          |
| Tax effect  | 193                                       | 244                      | 437          |
| Net current-period other comprehensive loss               | (423)                                     | (386)                    | (809)        |
| Balance at December 28, 2013                              | (1,837)                                   | (386)                    | (2,223)      |
| Other comprehensive income (loss) before reclassification | 346                                       | (558)                    | (212)        |
| Amounts reclassified from other comprehensive loss        | 7   | 1,188                    | 1,195        |
| Tax effect  | (187)                                     | (244)                    | (431)        |
| Net current-period other comprehensive loss               | 166                                       | 386                      | 552          |
| Balance at January 3, 2015                                | \$ (1,671)                                | \$                       | \$ (1,671)   |

Reclassification out of accumulated other comprehensive loss for 2014, 2013, and 2012:

**Amounts Reclassified From Accumulated Other Comprehensive Loss  
Affected Line Item in Statement  
Where Net Income is Presented**

|                            | <b>Year Ended</b>          |                              |                              |               |
|----------------------------|----------------------------|------------------------------|------------------------------|---------------|
|                            | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |               |
| Aluminum forward contracts | \$ 7                       | \$ 145                       | \$ 408                       | Cost of sales |
| Tax effect                 | (3)                        | (56)                         |                              | Tax expense   |

|                    |          |    |    |                    |
|--------------------|----------|----|----|--------------------|
| Interest rate swap | \$ 1,188 | \$ | \$ | Other expense, net |
| Tax effect         | (461)    |    |    | Tax expense        |

**18. Sales by Product Group**

The FASB has issued guidance under ASC 280, *Segment Reporting* topic of the Codification which requires us to disclose certain information about our operating segments. Operating segments are defined as components of an enterprise with separate financial information which are evaluated regularly by the chief operating decision maker and are used in resource allocation and performance assessments.

**Table of Contents**

We operate as a single business that manufactures windows and doors. Our chief operating decision maker evaluates performance by reviewing a few major categories of product sales and then considering costs on a total company basis. Sales by product group are as follows:

|                                 | <b>Year Ended</b>          |                              |                              |
|---------------------------------|----------------------------|------------------------------|------------------------------|
|                                 | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
| <i>(in millions)</i>            |                            |                              |                              |
| <b>Product category:</b>        |                            |                              |                              |
| Impact window and door products | \$ 240.3                   | \$ 183.4                     | \$ 130.1                     |
| Other window and door products  | 66.1                       | 55.9                         | 44.5                         |
| <br>Total net sales             | <br>\$ 306.4               | <br>\$ 239.3                 | <br>\$ 174.5                 |

**19. Unaudited Quarterly Financial Data**

The following tables summarize the consolidated quarterly results of operations for 2014 and 2013 (in thousands, except per share amounts):

|                              | <b>2014</b>              |                           |                          |                           |
|------------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
|                              | <b>First<br/>Quarter</b> | <b>Second<br/>Quarter</b> | <b>Third<br/>Quarter</b> | <b>Fourth<br/>Quarter</b> |
| Net sales                    | \$ 62,724                | \$ 81,622                 | \$ 77,320                | \$ 84,722                 |
| Gross profit                 | 19,771                   | 26,145                    | 23,183                   | 23,693                    |
| Net income                   | 3,352                    | 7,801                     | 2,332                    | 2,920                     |
| Net income per share basic   | \$ 0.07                  | \$ 0.17                   | \$ 0.05                  | \$ 0.06                   |
| Net income per share diluted | \$ 0.07                  | \$ 0.16                   | \$ 0.05                  | \$ 0.06                   |

|                              | <b>2013</b>              |                           |                          |                           |
|------------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
|                              | <b>First<br/>Quarter</b> | <b>Second<br/>Quarter</b> | <b>Third<br/>Quarter</b> | <b>Fourth<br/>Quarter</b> |
| Net sales                    | \$ 49,563                | \$ 62,847                 | \$ 64,858                | \$ 62,035                 |
| Gross profit                 | 17,559                   | 21,030                    | 20,920                   | 20,625                    |
| Net income                   | 5,264                    | 9,922                     | 6,289                    | 5,344                     |
| Net income per share basic   | \$ 0.10                  | \$ 0.20                   | \$ 0.14                  | \$ 0.11                   |
| Net income per share diluted | \$ 0.09                  | \$ 0.19                   | \$ 0.13                  | \$ 0.11                   |

Earnings per share is computed independently for each of the quarters presented; therefore, the sum of the quarterly earnings per share may not equal the annual earnings per share. Each of our fiscal quarters above consists of 13 weeks except for the fourth quarter of 2014, which consists of 14 weeks, and ended on the last Saturday of the period.

During the first quarter of 2013, we increased net income by \$2.2 million from the gain on sale of the Salisbury, NC facility. In the second quarter, we reversed the deferred tax asset valuation allowance by \$3.9 million, and in the fourth quarter we recorded \$0.5 million of tax expense in excess of the release of the net operating loss valuation allowance.



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**Table of Contents****Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

## Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 promulgated under the Exchange Act as of January 2, 2015. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the rules and forms of the SEC. These disclosure controls and procedures include, among other things, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, management is required to apply its judgment in evaluating the benefits of possible disclosure controls and procedures relative to their costs to implement and maintain.

Based on management's evaluation, our principal executive officer and principal financial officer concluded that, as of January 3, 2015, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

## Internal Control over Financial Reporting

*a. Management's annual report on internal control over financial reporting.*

Internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Management is responsible for establishing and maintaining adequate internal control over our financial reporting.

During the second quarter of fiscal year 2012, we started the implementation of our new Enterprise Resource Planning System ( ERP System ). We substantially completed this implementation by the end of 2014 and expect that by the end of the second quarter of 2015 that all aspects of our shipping processes will have been switched over to the new ERP. The implementation of this ERP System has affected and will continue to affect our internal controls over financial reporting by, among other things, improving user access security and automating a number of accounting, back office and reporting processes and activities. Management will continue to evaluate the operating effectiveness of related key controls during subsequent periods.

The SEC's general guidance permits the exclusion of an assessment of the effectiveness of a registrant's controls and procedures as they relate to its internal control over financial reporting for an acquired business during the first year following such acquisition if, among other circumstances and factors, there is not an adequate amount of time between the acquisition date and the date of assessment. On September 22, 2014, we acquired CGI. In accordance with the SEC guidance, the scope of our evaluation of internal controls over financial reporting as of January 3, 2015, did not include the internal control over financial reporting of these acquired operations. Assets acquired from CGI represent 39%, or \$121.5 million, of our total consolidated assets at January 3, 2015, and net sales generated by CGI subsequent to the date of acquisition represent 4%, or \$13.3 million, of our consolidated net sales for the year ended January 3, 2015. From the acquisition date to January 3, 2015, the processes and systems of CGI's acquired operations did not significantly impact our internal control over financial reporting.

We have evaluated the effectiveness of our internal control over financial reporting as of January 3, 2015. The evaluation was performed based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, management concluded that, as of such date, our internal control over financial reporting was effective.

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**Table of Contents**

*b. Attestation report of the registered public accounting firm.*

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

PGT, Inc.:

We have audited PGT, Inc. and subsidiaries' internal control over financial reporting as of January 3, 2015, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). PGT, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's annual report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, PGT, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 3, 2015, based on criteria established in Internal Control – Integrated Framework (1992) issued by COSO.

PGT, Inc. acquired CGI Windows and Doors Holding, Inc. (CGI) during 2014, and management excluded from its assessment of the effectiveness of PGT, Inc. and subsidiaries' internal control over financial reporting as of January 3, 2015, CGI's internal control over financial reporting associated with total assets of approximately \$121.5 million and total revenues of approximately \$13.3 million included in the consolidated financial statements of PGT, Inc. and subsidiaries as of and for the year ended January 3, 2015. Our audit of internal control over financial reporting of



PGT, Inc. and subsidiaries also excluded an evaluation of the internal control over financial reporting of CGI.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of PGT, Inc. and subsidiaries as of January 3, 2015, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for the year ended January 3, 2015 and our report dated March 19, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Tampa, Florida

March 19, 2015

Certified Public Accountants

*c. Changes in internal control over financial reporting*

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. OTHER INFORMATION**

None.

Table of Contents**PART III****Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Executive Officers and Significant Employees of the Registrant**

| <b>Name</b>         | <b>Age</b> | <b>Position</b>                                      |
|---------------------|------------|--|
| Rodney Hershberger  | 58         | Chief Executive Officer and Chairman                 |
| Jeffrey T. Jackson  | 49         | President and Chief Operating Officer                |
| Bradley West        | 45         | Vice President Chief Financial Officer               |
| Mario Ferrucci III  | 51         | Vice President and General Counsel                   |
| Todd Antonelli      | 41         | Vice President Sales, Marketing and Customer Service |
| David McCutcheon    | 49         | Vice President Logistics                             |
| Deborah L. LaPinska | 53         | Vice President Human Resources                       |
| Monte Burns         | 55         | Vice President Manufacturing                         |

**Rodney Hershberger**, Chief Executive Officer and Chairman. Mr. Hershberger, a co-founder of PGT Industries, Inc., has served the Company since its founding in 1980. Mr. Hershberger was appointed Chairman of the Board on February 11, 2014. Mr. Hershberger was named President and Director in 2004 and became our Chief Executive Officer in March 2005. In 2003, Mr. Hershberger became Executive Vice President and Chief Operating Officer and oversaw the Company's Florida and North Carolina operations, sales, marketing, and engineering groups. Previously, Mr. Hershberger led the manufacturing, transportation, and logistics operations in Florida and served as Vice President of Customer Service. The Board recognizes Mr. Hershberger's over 30 years of experience with the Company in the Florida market and the position of respect he has earned throughout the industry through his thoughtful and honest leadership as well as his knowledge, skill and reputation as driving great value to the Company and its stockholders.

**Jeffrey T. Jackson**, President and Chief Operating Officer. Mr. Jackson was appointed President and Chief Operating Officer of the Company on May 7, 2014. Prior to this Mr. Jackson served as the Company's Executive Vice President of Operations and Chief Financial Officer. Mr. Jackson joined PGT in November 2005 and helped lead the Company's IPO in 2006. Mr. Jackson is responsible for all aspects of our Company's operations from Supply Chain to Manufacturing and our Chief Financial Officer. Prior to joining us he served in various Executive Management roles, including Division Chief Financial Officer, Vice President Corporate Controller, and Senior Vice President of Operations. Mr. Jackson earned a B.B.A. from the University of West Georgia and is a Certified Public Accountant in both Georgia and California. Mr. Jackson currently serves on the Board of Directors of Loar Group and is also Chairman of its Audit Committee.

**Bradley West**, Vice President and Controller. Mr. West was appointed as Chief Financial Officer on May 7, 2014. Prior to this Mr. West served as the Company's Vice President and Controller. Mr. West joined PGT in 2006 serving as Director of Financial Planning and Analysis, Director of Accounting and Finance, and Vice President and Controller through 2014. With his most recent appointment as Chief Financial Officer, Mr. West is responsible for PGT's Accounting and Finance Departments, as well as its Investor Relations, Treasury, and Risk Management functions. Mr. West has over 16 years of management experience in manufacturing organizations, earned a B.B.A. degree from the University of Michigan, and is a Certified Public Accountant in Georgia.

**Mario Ferrucci III**, Vice President and General Counsel. Mr. Ferrucci joined PGT in April 2006 and is responsible for PGT's Corporate Governance and Compliance as well as our Strategic Purchasing, Material Handling, Information Systems and Code Compliance departments and our Strategic Planning process. Previously a member of Skadden, Arps, Slate, Meagher & Flom LLP, and Walker Digital, LLC. Mr. Ferrucci graduated magna cum laude from the Widener University School of Law, earning an M.A.A.B.T. from the University of Connecticut and B.A. from Colby College. He is a member of the Delaware Bar Association.

**Todd Antonelli**, Vice President of Sales, Marketing and Customer Service. Mr. Antonelli joined PGT in 2012 as Vice President of Sales and Marketing. He has over 16 years of Sales and Marketing experience in the building construction industry. Prior to joining PGT, Mr. Antonelli held increasing sales responsibilities with the Masco Corporation. Mr. Antonelli earned a B.A. from California State University and an M.B.A. from California Lutheran University.

**David McCutcheon**, Vice President of Logistics. Mr. McCutcheon joined PGT in 1997. He directs Strategic Purchasing, Materials Management, and Transportation Logistics. Mr. McCutcheon has over 15 years of management experience in Manufacturing, Operations and Engineering. Mr. McCutcheon earned a B.S. in Electrical Engineering from Purdue University and an M.B.A. from The Ohio State University.

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**Table of Contents**

**Deborah LaPinska**, Vice President of Human Resources. Ms. LaPinska joined PGT in 1991 and has held increasing responsibilities during her career, currently serving as Vice President of Human Resources. She has led Human Resources, Workforce and Dealer Development, Customer Service and Field Service, Transportation, and Sales and Marketing. Ms. LaPinska earned a B.A. in Business Management from Eckerd College.

**Monte Burns**, Vice President of Manufacturing. Mr. Burns joined PGT in 1987 and has held increasing responsibilities within the Company, most recently as Vice President of Glass Operations, which included the tempering, insulating and laminating process. During his tenure Mr. Burns has been responsible for operations in PGT's Salisbury, NC plant, and has held positions including Area Leader of Manufacturing in our Florida facility, and Business Unit Manager.

Additional information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the captions Proposal 1 Election of Directors, Information Regarding the Board and its Committees, Corporate Governance Director Nomination Process, Corporate Governance Code of Business Conduct and Ethics, Section 16(a) Beneficial Ownership Reporting Compliance, and Executive Officers of the Registrant, which information is incorporated herein by reference to Item 10 of this Annual Report on Form 10-K.

**Code of Business Conduct and Ethics**

PGT, Inc. and its subsidiary endeavor to do business according to the highest ethical and legal standards, complying with both the letter and spirit of the law. Our board of directors has approved a Code of Business Conduct and Ethics that applies to our directors, officers (including our principal executive officer, principal financial officer and controller) and employees. Our Code of Business Conduct and Ethics is administered by a Compliance Committee made up of representatives from our legal, human resources and accounting departments.

Our employees are encouraged to report any suspected violations of laws, regulations and the Code of Business Conduct and Ethics, and all unethical business practices. We provide continuously monitored hotlines for anonymous reporting by employees.

Our board of directors has also approved a Supplemental Code of Ethics for the chief executive officer, president, and senior financial officers of PGT, Inc., which is administered by our general counsel.

Both of these policies can be found on the governance section of our corporate website at: <http://pgtinc.com>.

Stockholders may request a free copy of these policies by contacting the Corporate Secretary, PGT, Inc., 1070 Technology Drive, North Venice, Florida, 34275, United States of America.

In addition, within five business days of:

Any amendment to a provision of our Code of Business Conduct and Ethics or our Supplemental Code of Ethics that applies to our chief executive officer, our chief financial officer; or

The grant of any waiver, including an implicit waiver, from a provision of one of these policies to one of these officers that relates to one or more of the items set forth in Item 406(b) of Regulation S-K.

We will provide information regarding any such amendment or waiver (including the nature of any waiver, the name of the person to whom the waiver was granted and the date of the waiver) on our Web site at the Internet address above, and such information will be available on our Web site for at least a 12-month period. In addition, we will disclose any amendments and waivers to our Code of Business Conduct and Ethics or our Supplemental Code of Ethics as required by the listing standards of the NASDAQ Global Market.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the captions Executive Compensation, Employment Agreements, and Change in Control Agreements, Information Regarding the Board and its Committees Information on the Compensation of Directors, Compensation Committee Report, and Compensation Committee Interlocks and Insider Participation, which information is incorporated herein by reference.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the caption Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information, which information is incorporated herein by reference.

**Table of Contents**

**Item 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE***

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the caption Certain Relationships and Related Transactions, which information is incorporated herein by reference.

**Item 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES***

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders under the caption Audit Committee Report Fees Paid to the Principal Accountant, which information is incorporated herein by reference.

**Table of Contents****PART IV****Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) (1) See the index to consolidated financial statements and schedule provided in Item 8 for a list of the financial statements filed as part of this report.

(2) Schedule II Valuation and Qualifying Accounts

| <b>Allowance for Doubtful Accounts</b> | <b>Balance at<br/>Beginning<br/>of<br/>Period</b> | <b>Added<br/>in<br/>Acquisition</b> | <b>Costs and<br/>expenses</b> | <b>Deductions (1)</b> | <b>Balance at<br/>End of<br/>Period</b> |
|--|---|-------------------------------------|-------------------------------|-----------------------|---|
|  |   |                                     | <i>(in thousands)</i>         |                       |   |
| Year ended January 3, 2015             | \$ 513  | \$ 85                               | \$ (179)                      | \$ (113)              | \$ 306                                  |
| Year ended December 28, 2013           | \$ 516  | \$                                  | \$ 29                         | \$ (32)               | \$ 513                                  |
| Year ended December 29, 2012           | \$ 683  | \$                                  | \$ 59                         | \$ (226)              | \$ 516                                  |

(1) Represents uncollectible accounts charged against the allowance for doubtful accounts, net of recoveries.

| <b>Allowance for Deferred Taxes</b> | <b>Balance at<br/>Beginning<br/>of<br/>Period</b> | <b>Deductions (1)</b> | <b>Balance at<br/>End of<br/>Period</b> |
|-------------------------------------|---|-----------------------|---|
|                                     |   | <i>(in thousands)</i> |   |
| Year ended December 28, 2013        | \$ 12,902   | \$ (12,902)           | \$                                      |
| Year ended December 29, 2012        | \$ 16,289   | \$ (3,387)            | \$ 12,902                               |

(1) Reduction related to reversal of valuation allowance.

**Table of Contents**

- (2) The following documents are filed, furnished or incorporated by reference as exhibits to this report as required by Item 601 of Regulation S-K

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | Amended and Restated Certificate of Incorporation of PGT, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)  |
| 3.2           | Amended and Restated By-Laws of PGT, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)   |
| 4.1           | Form of Specimen Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on May 26, 2006, Registration No. 333-132365)  |
| 4.3           | PGT Savings Plan (incorporated herein by reference to Exhibit 4.5 to the Company's Form S-8 Registration Statement, filed with the Securities and Exchange Commission on October 15, 2007, Registration No. 000-52059)  |
| 10.1          | Credit Agreement, dated September 22, 2014, among PGT, Inc., the lending institutions from time to time party thereto, and Deutsche Bank AG New York Branch, as Letter of Credit Issuer, Swing Line Lender, Administrative Agent and Collateral Agent. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated September 22, 2014, filed with the Securities and Exchange Commission on September 23, 2014, Registration No. 000-52059) |
| 10.2          | Supply Agreement, executed on January 24, 2014, by and between Keymark Corporation and PGT Industries, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated January 24, 2014, filed with the Securities and Exchange Commission on January 28, 2014, Registration No. 000-52059)  |
| 10.3          | Supply Agreement, executed on December 16, 2013, by and between PPG Industries, Inc. and PGT Industries, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 16, 2013, filed with the Securities and Exchange Commission on December 20, 2013, Registration No. 000-52059)  |
| 10.4          | Supply Agreement, executed on December 17, 2014, by and between PGT Industries, Inc. and Kuraray America, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 17, 2014, filed with the Securities and Exchange Commission on December 18, 2014, Registration No. 000-52059)   |
| 10.5          | Supply Agreement, executed on January 24, 2014, by and between, PGT Industries, Inc. and SAPA Extruder, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated January 24, 2014, filed with the Securities and Exchange Commission on January 28, 2014, Registration No. 000-52059)   |
| 10.6          | PGT, Inc. 2004 Stock Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.5 to Amendment No. 1 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on April 21, 2006, Registration No. 333-132365)  |



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- 10.7 Form of PGT, Inc. 2004 Stock Incentive Plan Stock Option Agreement (incorporated herein by reference to Exhibit 10.6 to Amendment No. 1 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on April 21, 2006, Registration No. 333-132365)
- 10.8 PGT, Inc. Amended and Restated 2006 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)
- 10.9 Form of PGT, Inc. 2006 Equity Incentive Plan Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.8 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365)
- 10.10 Form of Employment Agreement, between PGT Industries, Inc. and, individually, Rodney Hershberger, Jeffery T. Jackson, Mario Ferrucci III, Deborah L. LaPinska, Monte Burns, David B. McCutcheon, Bradley West and Todd Antonelli (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated February 20, 2009, filed with the Securities and Exchange Commission on February 26, 2009, Registration No. 000-52059)
- 10.11 Form of Director Indemnification Agreement (incorporated herein by reference to Exhibit 10.17 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365)

**Table of Contents**

|         |  |
|---------|--|
| 10.13   | Form of PGT, Inc. 2006 Equity Incentive Plan Replacement Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)  |
| 10.14   | PGT, Inc. 2014 Omnibus Equity Incentive Plan (incorporated herein by reference to Appendix A to Definitive Proxy Statement on Form DEF 14A dated March 28, 2014, filed with the Securities and Exchange Commission on April 2, 2014)   |
| 10.15   | Supply Agreement, executed on December 3, 2014, by and between PGT Industries, Inc. and Quanex IG Systems, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 3, 2014, filed with the Securities and Exchange Commission on December 4, 2014, Registration No. 000-52059)   |
| 10.16   | Agreement and Plan of Merger, executed on July 25, 2015, with CGI Windows and Doors Holdings, Inc., and PGT Industries, Inc., and Cortec Group IV, L.P., solely in its capacity as the representatives of the equity holders of CGI (incorporated herein by reference to Exhibit 10.1 to Current Report For 8-K dated July 25, 2014, filed with the Securities and Exchange Commission on July 28, 2014, Registration No. 000-52059) |
| 10.17   | Supply Agreement, executed on April 29, 2014, by and between and PGT Industries, Inc. and Royal Group, Inc., for its Window & Door Profiles division (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated April 29, 2014, filed with the Securities and Exchange Commission on May 5, 2014, Registration No. 000-52059)   |
| 21.1*   | List of Subsidiaries   |
| 23.1*   | Consent of KPMG LLP, Independent Registered Public Accounting Firm   |
| 23.2*   | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm  |
| 24.1*   | Power of Attorney (included on the signature page of this Annual Report on Form 10-K)  |
| 31.1*   | Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2*   | Certification of chief financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1*   | Certification of chief executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2*   | Certification of chief financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 101.INS | XBRL Instance Document*  |
| 101.SCH | XBRL Taxonomy Extension Schema*  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase*  |
| 101.DEF | XBRL Taxonomy Extension Definition*  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase*  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase*   |

\* Filed herewith.



**Table of Contents****SIGNATURES**

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

**PGT, INC.  
(Registrant)**

Date: March 19, 2015

/s/ RODNEY HERSHBERGER  
Rodney Hershberger  
Chairman and Chief Executive Officer

Date: March 19, 2015

/s/ BRADLEY WEST  
Bradley West  
Vice President and Chief Financial Officer

The undersigned hereby constitute and appoint Mario Ferrucci III and his substitutes our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments to this report and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorney-in-fact or his substitutes shall lawfully do or cause to be done by virtue thereof. Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>           |
|---|--|-----------------------|
| <p>/s/ RODNEY HERSHBERGER</p> <p>Rodney Hershberger</p>       | <p>Chairman and Chief Executive Officer (Principal Executive Officer and Director)</p>         | <p>March 19, 2015</p> |
| <p>/s/ BRADLEY WEST</p> <p>Bradley West</p>                   | <p>Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)</p> | <p>March 19, 2015</p> |
| <p>/s/ ALEXANDER R. CASTALDI</p> <p>Alexander R. Castaldi</p> | <p>Director</p>  | <p>March 19, 2015</p> |
| <p>/s/ RICHARD D. FEINTUCH</p> <p>Richard D. Feintuch</p>     | <p>Director</p>  | <p>March 19, 2015</p> |
| <p>/s/ M. JOSEPH MCHUGH</p> <p>M. Joseph McHugh</p>           | <p>Director</p>  | <p>March 19, 2015</p> |

|                       |          |                |
|-----------------------|----------|----------------|
| /s/ FLOYD F. SHERMAN  | Director | March 19, 2015 |
| Floyd F. Sherman      |          |                |
| /s/ BRETT N. MILGRIM  | Director | March 19, 2015 |
| Brett N. Milgrim      |          |                |
| /s/ WILLIAM J. MORGAN | Director | March 19, 2015 |
| William J. Morgan     |          |                |

Table of Contents**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES TO THEIR GAAP EQUIVALENTS****(unaudited - in thousands, except percentages and footnotes)**

|   | <b>Year Ended</b>          |                              |                              |
|---|----------------------------|------------------------------|------------------------------|
|   | <b>January 3,<br/>2015</b> | <b>December 28,<br/>2013</b> | <b>December 29,<br/>2012</b> |
| <b>Reconciliation to EBITDA and Adjusted EBITDA (1):</b>              |                            |                              |                              |
| Net income  | \$ 16,405                  | \$ 26,819                    | \$ 8,955                     |
| Reconciling items:  |                            |                              |                              |
| Depreciation and amortization expense                                 | 5,980                      | 11,080                       | 12,233                       |
| Interest expense  | 5,960                      | 3,520                        | 3,437                        |
| Income tax expense (benefit)  | 9,675                      | (3,374)                      | 110                          |
| <b>EBITDA</b>   | <b>38,020</b>              | <b>38,045</b>                | <b>24,735</b>                |
| Add-backs:  |                            |                              |                              |
| Gain on sale of Salisbury, NC facility (2)                            |                            | (2,195)                      |                              |
| Expenses related to offering of common stock and debt refinancing (3) |                            | 1,918                        |                              |
| Expenses related to debt extinguishment (4)                           | 2,625                      |                              |                              |
| Ineffective and de-designated hedges (5)                              | 2,020                      |                              |                              |
| CGI acquisition costs (6)   | 1,700                      |                              |                              |
| Addition of new glass processing facility (7)                         | 1,491                      |                              |                              |
| New product and ERP launch costs (8)                                  | 402                        |                              |                              |
| <b>Adjusted EBITDA</b>  | <b>\$ 46,258</b>           | <b>\$ 37,768</b>             | <b>\$ 24,735</b>             |
| <b>Adjusted EBITDA as percentage of net sales</b>                     | <b>15.1%</b>               | <b>15.8%</b>                 | <b>14.2%</b>                 |

(1) This Appendix above includes financial measures and terms not calculated in accordance with U.S. generally accepted accounting principles (GAAP). We believe that presentation of non-GAAP measures such as EBITDA and adjusted EBITDA provides investors and analysts with an alternative method for assessing our operating results in a manner that enables investors and analysts to more thoroughly evaluate our current performance compared to past performance. We also believe these non-GAAP measures provide investors with a better baseline for assessing our future earnings potential. The non-GAAP measures included in this appendix are provided to give investors access to types of measures that we use in analyzing our results.

EBITDA consists of GAAP net income adjusted for the items included in the accompanying reconciliation. Adjusted EBITDA consists of EBITDA adjusted for the items included in the accompanying reconciliation. We believe that EBITDA and adjusted EBITDA provide useful information to investors and analysts about the Company's performance because they eliminate the effects of period to period changes in taxes, costs associated with capital investments and interest expense. EBITDA and adjusted EBITDA do not give effect to the cash the company must use to service its debt or pay its income taxes and thus do not reflect the funds generated from operations or actually available for capital investments.

Our calculations of EBITDA and adjusted EBITDA are not necessarily comparable to calculations performed by other companies and reported as similarly titled measures. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP measures.

- (2) Gain on sale of Salisbury, NC facility of \$2.2 million represents the net selling price of approximately \$7.5 million less the asset's carrying value at the time of the sale of approximately \$5.3 million.
- (3) Expenses related to the offering of 12.65 million shares of common stock of PGT by JLL Partners, and the unamortized costs that were written off as a result of the debt refinancing. Approximately \$1.6 million of these charges are included in selling, general and administrative expenses, while the remaining \$333 thousand are included in other expense (income) for the year ended December 28, 2013.
- (4) Costs associated with the termination of our then existing credit facility as a result of the refinancing completed in September 2014, which included certain estimates in the third quarter that were finalized in the fourth quarter of 2014.

**Table of Contents**

- (5) Charges associated with our interest rate swap of \$1.6 million, including \$429 thousand in the fourth quarter, that was de-designated for accounting purposes during the third quarter of 2014 in connection with entering into the new credit facility and charges for ineffective aluminum hedges of \$403 thousand in the fourth quarter of 2014.
- (6) Costs associated with CGI Windows and Doors, Inc. acquisition completed on September 22, 2014, included in selling, general and administrative expenses.
- (7) Start-up costs incurred for the new glass facility that began production in September 2014, included in cost of goods sold.
- (8) Costs associated with new product launch and ERP implementation, of which \$167 thousand is included in selling, general and administrative expenses and \$235 thousand is included in cost of goods sold.
- (9) During the second quarter of 2013, we reversed the valuation allowance on deferred tax assets (DTA) of approximately \$3.9 million. In the fourth quarter of 2013, we recorded \$524 thousand of tax expense in excess of the release of the net operating loss valuation allowance.