

Theroux Katy  
Form 4  
November 20, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Theroux Katy

2. Issuer Name **and** Ticker or Trading  
Symbol  
NCI BUILDING SYSTEMS INC  
[NCS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
10943 NORTH SAM HOUSTON  
PARKWAY WEST

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Chief Human Res. Officer

(Street)  
HOUSTON, TX 77064

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (D)	Price	
Common Stock	11/16/2018		A		61,196 (1)	\$ 0	108,612 (2) D
Common Stock	11/16/2018		A		30,426 (3)	\$ 0	139,038 (2) D
Common Stock	11/16/2018		F		14,632 D	\$ 12.25	124,406 (2) D
Common Stock	11/16/2018		A		25,899 (4)	\$ 0	150,305 (2) D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (Right to Buy)	\$ 12.16 (5)	11/16/2018		A		122,393		(5)	11/16/2028(5)	Common Stock	122,393

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Theroux Katy 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	EVP, Chief Human Res. Officer

## Signatures

/s/ Todd R. Moore (by power of attorney) 11/20/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each restricted stock unit represents a contingent right to receive one share of NCI Building Systems, Inc. common stock, and is subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.

(1) Includes restricted stock units.

(2) Shares of common stock received as a result of settlement of earned PSUs.

(3) Restricted stock units received as a result of conversion of PSUs.

(5) The options are subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.

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

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