

NCI BUILDING SYSTEMS INC  
Form 8-K  
January 19, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 8-K

---

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 19, 2018 (January 19, 2018)

---

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

---

|  |                          |   |
|--|--------------------------|---|
| Delaware                                       | 1-14315                  | 76-0127701                              |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |
| 10943 North Sam Houston Parkway West           | 77064                    |   |
| Houston, Texas                                 |                          |   |
| (Address of principal executive offices)       | (Zip Code)               |   |

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

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. £

---

Item 7.01. Regulation FD Disclosure.

On January 19, 2018, NCI Building Systems, Inc., a Delaware corporation (the “Company”), issued a press release dated January 19, 2018, furnished as Exhibit 99.1 to this Current Report on Form 8-K, to announce the delivery of a conditional notice of redemption of the Company’s \$250 million aggregate principal amount of outstanding 8.25% senior notes due 2023 (the “Notes”) issued by the Company, in connection with a possible refinancing transaction, which is expected to include a new first lien term loan facility and a new ABL facility, which together will refinance the Notes, and the Company’s existing term loan facility and the Company’s existing ABL facility. There can be no assurances that any such refinancing will be completed.

The information contained in the Company’s Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

---

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | <u>Press Release issued by the Company, dated January 19, 2018</u> |

---

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NCI BUILDING SYSTEMS, INC.

By: /s/ Mark E. Johnson

Name: Mark E. Johnson

Title: Executive Vice President, Chief Financial Officer and Treasurer

Date: January 19, 2018