

NCI BUILDING SYSTEMS INC
 Form 3
 October 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * CD&R Associates VIII, Ltd. (Last) (First) (Middle) C/O CLAYTON, DUBILIER & RICE, INC., 375 PARK AVENUE, 18TH FLOOR (Street) NEW YORK, NY 10152 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/20/2009 | 3. Issuer Name and Ticker or Trading Symbol NCI BUILDING SYSTEMS INC [NCS] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|-----------------------------------------------|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|

| | | | Shares | | or Indirect (1) (Instr. 5) | | |
|---------------------------------------------------------------|-------|-------|-----------------|-------------|----------------------------------|---|-------------------|
| Series B Cumulative Conv. Participating Preferred Stock | Â (1) | Â (2) | Common Stock | 196,109,194 | \$ 1.2748 (3) | I | See note. (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CD&R Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152 | Â | Â X | Â | Â |
| CLAYTON DUBILIER & RICE FUND VIII LP C/O CLAYTON & DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152 | Â | Â X | Â | Â |
| CD&R FRIENDS & FAMILY FUND VIII LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152 | Â | Â X | Â | Â |
| CD&R ASSOCIATES VIII, LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152 | Â | Â X | Â | Â |
| CD&R Investment Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152 | Â | Â X | Â | Â |

Signatures

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| CD&R Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec. | 10/30/2009 |
| **Signature of Reporting Person | Date |
| Clayton, Dubilier & Rice Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec. | 10/30/2009 |
| **Signature of Reporting Person | Date |
| CD&R Friends & Family Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec. | 10/30/2009 |
| **Signature of Reporting Person | Date |
| CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec. | 10/30/2009 |
| **Signature of Reporting Person | Date |

CD&R Investment Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.

10/30/2009

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Holder of Series B Cumulative Convertible Participating Preferred Stock (the "Series B Stock") has the right at any time to convert the

(1) Series B Stock into shares of Issuer's Common Stock to the extent that there is a sufficient number of authorized and unissued (or issued and included in treasury) and otherwise unreserved shares of Common Stock.

On or after the tenth anniversary of closing on 10/20/2009, (i) holder of Series B Stock has right to redeem all, but not less than all, of its Series B Stock and (ii) Issuer has right to redeem all, but not less than all, shares of issued and outstanding Series B Stock. Holder has the right to redeem all, but not less than all, of its Series B Stock upon certain change of control events. Series B Stock automatically converts upon certain business combinations.

(3) Initial conversion price, subject to certain adjustments.

Clayton, Dubilier & Rice Fund VIII, L.P. ("Fund VIII") directly owns 249,651 shares of Series B Stock and CD&R Friends & Family

(4) Fund VIII, L.P. ("Friends Fund VIII") directly owns 349 shares of Series B Stock. As general partner of both Fund VIII and Friends Fund VIII, CD&R Associates VIII, Ltd. may be deemed to own indirectly a total of 250,000 shares of Series B stock.

(5) CD&R Associates VIII, Ltd. is a wholly-owned subsidiary of CD&R Associates VIII, L.P., of which CD&R Investment Associates VIII, Ltd. is the general partner.

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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