

NCI BUILDING SYSTEMS INC  
Form 8-K  
March 07, 2017

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

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FORM 8-K

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

Date of Report (Date of earliest event reported): March 7, 2017

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

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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

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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 communication 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))



Item 2.02. Results of Operations and Financial Condition.

On March 7, 2017, NCI issued a press release (the “Press Release”) announcing NCI’s financial results for the first fiscal quarter ended January 29, 2017. A copy of the Press Release is attached as Exhibit 99.1.

Additionally, attached hereto as Exhibit 99.2 is a supplemental operational and financial presentation with the results for the first fiscal quarter ended January 29, 2017 and forward-looking statements relating to the second fiscal quarter ending April 30, 2017 and the fiscal year ending October 29, 2017 (the “Supplemental Presentation”). The Supplemental Presentation will be posted on the company’s website, [www.ncibuildingsystems.com](http://www.ncibuildingsystems.com), on March 7, 2017.

NCI’s Press Release and Supplemental Presentation include Adjusted EBITDA, Adjusted Operating Income (Loss), Adjusted Net Income Applicable to Common Shares, Adjusted Net Income Per Diluted Common Share and Backlog, which are non-GAAP financial measures. Adjusted EBITDA excludes restructuring and impairment charges, strategic development and acquisition related costs, gain on legal settlements, gain from bargain purchase, gain (loss) on sale of assets and asset recovery, fair value adjustments of acquired inventory and share-based compensation. Adjusted Operating Income (Loss) excludes restructuring and impairment charges, strategic development and acquisition related costs and gain on sale of assets and asset recovery. Adjusted Net Income Applicable to Common Shares and Adjusted Net Income Per Diluted Common Share exclude restructuring and impairment charges, strategic development and acquisition related costs, gain on sale of assets and asset recovery, gain from bargain purchase and the tax effect of the applicable non-GAAP adjustments. Adjusted EBITDA is calculated based on the terms contained in NCI’s term loan credit agreement. Backlog represents the estimated amounts under contractual agreements for products expected to be delivered to our customers under the contractual terms.

Adjusted EBITDA, Adjusted Operating Income (Loss), Adjusted Net Income Applicable to Common Shares, Adjusted Net Income Per Diluted Common Share and Backlog are measures used by management and, therefore, provided to investors to provide comparability between periods of underlying operational results. Adjusted EBITDA, Adjusted Operating Income (Loss), Adjusted Net Income Applicable to Common Shares, Adjusted Net Income Per Diluted Common Share and Backlog should not be considered in isolation or as substitutes for net income, operating income (loss), net income applicable to common shares, net income per diluted common share or revenue determined in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measures and reconciliations thereof to the most directly comparable measures prepared in accordance with generally accepted accounting principles are included in the Press Release furnished as Exhibit 99.1 hereto and the Supplemental Presentation attached hereto as Exhibit 99.2.

The information in this Item 2.02, and in Exhibit 99.1 and Exhibit 99.2 which are attached to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that Section, nor shall they be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except in the event that NCI expressly states that such information is to be considered “filed” under the Exchange Act or incorporates it by specific reference in such filing.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated March 7, 2017
99.2	Supplemental Presentation dated March 7, 2017

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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: March 7, 2017

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EXHIBIT INDEX

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