

NCI BUILDING SYSTEMS INC
 Form 4
 March 19, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CD&R Associates VIII, Ltd.

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/17/2010

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

C/O CLAYTON, DUBILIER &
 RICE, INC., 375 PARK AVENUE,
 18TH FLOOR

(Street)

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

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

NEW YORK, NY 10152

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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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 Security (Instr. 3 and 4)
Series B Cumulative Conv. Participating Preferred Stock	\$ 6.374 (1)	03/17/2010		J(2)	6,361.5815 (2) (3) (4)	(5) (6)	Common Stock 998,000 Shares

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		X		
CLAYTON DUBILIER & RICE FUND VIII LP C/O CLAYTON & DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R FRIENDS & FAMILY FUND VIII LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R ASSOCIATES VIII, LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		
CD&R Investment Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152		X		

Signatures

CD&R Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	03/19/2010
**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.	03/19/2010

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__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.	03/19/2010
__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.	03/19/2010
__Signature of Reporting Person	Date
CD&R Investment Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	03/19/2010
__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).
- (1) This conversion price ("Conversion Price") is calculated based on an initial conversion price of \$1.2748 adjusted to give effect to the 1 for 5 reverse stock split of the issuer's common stock that became effective on March 5, 2010 (the "Reverse Stock Split")

On March 17, 2010, the board of directors of the issuer (the "Board") declared, and the issuer paid, an aggregate of 6,361,5815 shares of Series B Cumulative Convertible Participating Preferred Stock (the "Series B Stock") to Clayton, Dubilier & Rice Fund VIII, LP ("Fund VIII") and CD&R Friends & Family Fund VIII, LP ("F&F VIII"), as dividends for the period from December 30, 2009 to March 15, 2010.

Pursuant to the Certificate of Designations, Preferences and Rights (the "Certificate of Designations") of the Series B Stock, the Series B Stock accrues dividend at a rate of 12% per annum or, if paid in cash on the applicable Dividend Payment Date (as defined below), 8% per annum, compounding quarterly and payable in kind or in cash (at the option of the Board), if, as, and when declared by the Board on March 15, June 15, September 15 and December 15 of each year beginning on December 15, 2009 (each, a "Dividend Payment Date").
- (2) The Certificate of Designations also provides that (i) the holders of Preferred Stock have the right to vote such Preferred Stock on an as converted basis and (ii) the Preferred Stock is convertible into shares of common stock of the issuer at any time at the option of the holders of Preferred Stock at a rate equal to the liquidation preference of such Preferred Stock plus any accrued and unpaid dividends divided by the Conversion Price (see note 1 above for

In addition, pursuant to the Certificate of Designations, the Preferred Stock dividends accrued for the period from October 21, 2009 until December 29, 2009 are payable in cash only. Such dividends have not been declared by the Board and have not yet been paid to the
- (3) holders of Preferred Stock. Such dividends amount to \$5,774,610.52. Until such cash dividends are paid to the holders of Preferred Stock, they will be convertible into additional shares of the Issuer's common stock pursuant to the conversion formula set forth in the paragraph above.

Holders of Series B Stock have the right at any time to convert the Series B Stock into shares of the issuer's common stock to the extent
- (4) 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 the closing on October 20, 2009, (i) holders of the Series B Stock have the right to redeem all, but not less than all, of their Series B Stock and (ii) the issuer has the right to redeem all but not less than all, shares of issued and outstanding
- (5) Series B Stock. Holders have 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 the occurrence of certain business combinations.

Fund VIII directly owns 255,715.1178 shares of the Series B Stock and F&F VIII directly owns 646.4638 shares of the Series B Stock.
- (6) As general partner of both Fund VIII and F&F VIII, CD&R Associates VIII, Ltd. may be deemed to own directly a total of 256,361.5815 shares of Series B Stock. CD&R Associates VIII, L.P., CD&R Associates VIII, Ltd. and CD&R Investment Associates VIII, Ltd. expressly disclaim beneficial ownership of the shares held by Fund VII and F&F Fund VIII.

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.
- (7) 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.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.