

NCI BUILDING SYSTEMS INC
Form 8-K
March 14, 2006

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: March 13, 2006

NCI BUILDING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-14315
(Commission File Number)

76-0127701
(I.R.S. Employer

Identification Number)

10943 North Sam Houston Parkway West

Houston, Texas
(Address of principal executive offices)

77064
(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 obligation of the registrant under any of the following provisions:

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- .. 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))
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Item 7.01. Regulation FD Disclosure.

On March 13, 2006, NCI Building Systems, Inc. (NCI) posted on its website (www.ncilp.com) a schedule illustrating the potential effect of the net share settlement feature of its 2.125% convertible senior subordinated notes due 2024 (the Notes) on the number of incremental share equivalents used in calculating its diluted earnings per share, based on a range of assumed common stock prices. The schedule is furnished as Exhibit 99.1 hereto.

As required under EITF 04-08, *Accounting Issues Related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings per Share*, shares that would be issuable on conversion of the Notes are included in earnings per share calculations for annual or quarterly periods during which the average closing price of NCI s common stock exceeds \$40.14 (the initial conversion price of the Notes). However, under the terms of the indenture governing the Notes, the Notes are not convertible until the closing sale price of NCI s common stock exceeds 120% of the initial conversion price for a specified period of time, or certain other conditions are met.

Information on NCI s website is not incorporated by reference in this Form 8-K. The information in this Form 8-K and the attached exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933 or the Exchange Act, except if NCI expressly states that such information is to be considered filed under the Exchange Act or incorporates it by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) **Exhibits.**

Exhibit

| Number | Description |
|---------------|---|
| 99.1 | Schedule of Illustrative Incremental Share Equivalent Calculations. |

SIGNATURES

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/ Frances R. Powell
Name: Frances R. Powell
Title: Executive Vice President, Chief Financial

Officer and Treasurer

Dated: March 13, 2006