

NCI BUILDING SYSTEMS INC
Form 424B3
March 20, 2006

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Registration No. 333-122457

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 12, 2005)

\$180,000,000

NCI BUILDING SYSTEMS, INC.

2.125% Convertible Senior Subordinated Notes due 2024

and

Common Stock Issuable upon Conversion of the Notes

This prospectus supplement is part of and should be read in conjunction with our prospectus dated August 12, 2005, relating to \$180,000,000 aggregate principal amount of our 2.125% Convertible Senior Subordinated Notes due 2024. The information in this prospectus supplement supersedes and replaces in its entirety the section of the prospectus titled "Selling Securityholders," which begins on page 59 of the prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol "NCS." The closing price of our common stock on March 17, 2006 was \$57.15 per share.

Investing in the notes involves risks. Risk Factors begins on page 9 of the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is March 20, 2006.

SELLING SECURITYHOLDERS

The notes were originally issued by us and sold to UBS Securities LLC and Wachovia Capital Markets, LLC who acted as joint book-runners and initial purchasers in the offering. The notes were resold by the initial purchasers in transactions exempt from the registration requirements of the Securities Act of 1933 to persons reasonably believed by the initial purchasers to be qualified institutional buyers, as defined by Rule 144A under the Securities Act of 1933. The selling securityholders, including their transferees, pledgees, donees, assignees or successors, may from time to time offer and sell under this prospectus any or all of the notes listed below and the shares of common stock issued upon conversion of the notes.

The following table sets forth information about the principal amount of notes beneficially owned by each selling securityholder and the maximum number of shares of common stock issuable upon conversion (without giving effect to the net share settlement feature) of those notes that may be offered from time to time under this prospectus. Certain selling securityholders may be deemed to be underwriters as defined in the Securities Act of 1933. Any profits realized by the selling securityholders may be deemed to be underwriting commissions.

The number of shares of common stock issuable upon conversion of the notes is not known at this time because upon conversion holders of the notes will receive a conversion value up to the full principal amount of the notes in cash. Shares will only be issuable upon conversion to the extent that the conversion value exceeds the principal amount of the notes. This conversion rate is subject to adjustment as described under Description of the Notes Conversion of the Notes Conversion Rate Adjustments. Accordingly, the number of shares of common stock issuable upon conversion of the notes, if any, may increase or decrease from time to time. Under the terms of the indenture, upon conversion cash will be issued up to the full principal amount of the notes and shares will be issued for any value in excess of the principal amount. Fractional shares will not be issued upon conversion of the notes. Cash will be paid instead of fractional shares, if any.

The table below has been prepared based upon the information furnished to us by the selling securityholders. The selling securityholders identified below may have sold, transferred or otherwise disposed of some or all of their notes since the date on which the information in the following table is presented in transactions exempt from or not subject to the registration requirements of the Securities Act of 1933. Information concerning the selling securityholders may change from time to time and, if necessary, we will supplement this prospectus accordingly. We cannot give an estimate as to the amount of the notes or common stock issuable upon conversion thereof that will be held by the selling securityholders upon the termination of this offering because the selling securityholders may offer some or all of their notes or common stock under the offering contemplated by this prospectus. The total principal amount at maturity of notes that may be sold hereunder will not exceed the \$180,000,000 we issued. Please read Plan of Distribution.

To our knowledge, other than their ownership of the securities described below, none of the selling holders has, or has had within the past three years, any position, office or other material relationship with us or any of our predecessors or affiliates.

| Name | Principal Amount of Notes Beneficially Owned That May Be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) | Natural Person(s) with dispositive voting or investment control |
|--|--|---------------------------------------|---|--|---|
| AHFP Context | \$ 125,000 | * | 3,114.01 | * | Michael Rosen and Bill Fertig |
| Alexandra Global Master Fund Ltd | \$ 3,000,000 | 1.67% | 74,736.30 | * | Mikhail A. Filimohov and Dimitri Sogoloff |
| American Beacon Funds | \$ 285,000 | * | 7,099.95 | * | Nick Calamos |
| Aventis Pension Master Trust | \$ 325,000 | * | 8,096.43 | * | Nick Calamos |
| Bank Austria Cayman Islands, Ltd | \$ 1,500,000 | * | 37,368.15 | * | Alex Adair |
| BNP Paribas Arbitrage (3) | \$ 4,500,000 | 2.50% | 112,104.45 | * | Mike Cohen |
| BNP Paribas Equity Strategies, SNC (3) | \$ 508,000 | * | 12,655.35 | * | Christian Menestrier |
| Boilermakers Blacksmith Pension Trust | \$ 2,200,000 | 1.22% | 54,806.62 | * | Nick Calamos |
| BP Amoco PLC Master Trust | \$ 694,000 | * | 17,289 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| BTOP Multi Strategy Master Portfolio Ltd | \$ 1,350,000 | * | 33,631.34 | * | Eric Lobben |
| Castlerigg Master Investments Ltd | \$ 7,500,000 | 4.17% | 186,840.75 | * | Thomas Sandell |
| Celebrity IAM Ltd. | \$ 3,000,000 | 1.67% | 74,736.30 | * | Deepak Gulrajani |
| CEMEX Pension Plan | \$ 150,000 | * | 3,736.82 | * | Nick Calamos |
| City of Knoxville Pension System | \$ 330,000 | * | 8,220.99 | * | Nick Calamos |
| CNHCA Master Account, LP | \$ 1,500,000 | * | 37,368.15 | * | Robert Krail, Mark Mitchell, and Todd Pulvino |
| Context Convertible Arbitrage Fund, LP | \$ 1,400,000 | * | 34,876.94 | * | Michael Rosen and Bill Fertig |

| Name | Principal Amount of Notes Beneficially Owned That May Be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) | Natural Person(s) with dispositive voting or investment control |
|---|--|---------------------------------------|---|--|---|
| Context Convertible Arbitrage Offshore, Ltd. | \$ 3,775,000 | 2.10% | 94,043.18 | * | Michael Rosen and Bill Fertig |
| CooperNeff Convertible Strategies (Cayman) Master Fund, LP | \$ 260,000 | * | 6,477.15 | * | Christian Menestrier |
| DBAG London (3) | \$ 500,000 | * | 12,456.05 | * | Patrick Corrigan |
| Delta Airlines Master Trust | \$ 1,250,000 | * | 31,140.13 | * | Nick Calamos |
| Delta Pilots Disability and Survivorship Trust | \$ 450,000 | * | 11,210.45 | * | Nick Calamos |
| Descartes Offshore Ltd. | \$ 5,600,000 | 3.11% | 139,507.76 | * | Deepak Gulrajani |
| Descartes Partners L.P. | \$ 1,400,000 | * | 34,876.94 | * | Deepak Gulrajani |
| Dorinco Reinsurance Company | \$ 950,000 | * | 23,666.50 | * | Nick Calamos |
| Fore Convertible Master Fund, Ltd | \$ 25,000,000 | 13.89% | 622,802.50 | 2.95% | David Egglshaw |
| Fore ERISA Fund, Ltd. | \$ 6,000,000 | 3.33% | 149,472.60 | * | David Egglshaw |
| Fore Multi Strategy Master Fund, Ltd. | \$ 8,000,000 | 4.44% | 199,296.80 | * | David Egglshaw |
| Grace Convertible Arbitrage Fund, Ltd. | \$ 6,500,000 | 3.61% | 161,928.65 | * | Bradford Whitmore and Michael Brailov |
| Guggenheim Portfolio Company VIII (Cayman) Ltd (3) | \$ 6,000,000 | 3.33% | 149,472.60 | * | Matthew Li |
| Highbridge International LLC (3) | \$ 18,000,000 | 9.17% | 411,049.65 | 2.15% | Glenn Dubin and Henry Sweica |
| | | | | | John Gottfurcht, |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | \$ 131,000 | * | 3,263.49 | * | George Douglas, and Amy Jo Gottfurcht |
| Institutional Benchmarks Master Fund L.P. c/o SSI Investment Management | \$ 892,000 | * | 22,221.59 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| Kettering Medical Center Funded Depreciation Account | \$ 115,000 | * | 2,864.89 | * | Nick Calamos |
| Knoxville Utilities Board Retirement System | \$ 150,000 | * | 3,736.82 | * | Nick Calamos |
| Louisiana Workers Compensation #2 | \$ 135,000 | * | 3,363.13 | * | Nick Calamos |
| Louisiana Workers Compensation Corporation | \$ 425,000 | * | 10,587.64 | * | Nick Calamos |

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|--|---|---------------------------------|--|---|---|
| Lyxor/Context Fund Ltd. (3) | \$ 800,000 | * | 19,929.68 | * | Michael Rosen and Bill Fertig |
| Lyxor/Convertible Arbitrage Fund Limited | \$ 69,000 | * | 1,718.93 | * | Christian Menestrier |
| Macomb County Employees Retirement System | \$ 350,000 | * | 8,719.24 | * | Nick Calamos |
| Managers Convertible Securities Fund (9) | \$ 125,000 | * | 3,114.01 | * | Affiliated Managers Group, Inc. |
| Man Mac I Limited | \$ 11,000,000 | 6.11% | 274,033.10 | 1.32% | Michael Collins |
| McMahan Securities Co. L.P. (4) | \$ 2,000,000 | 1.11% | 49,824.20 | * | Executive Committee: Ronald Fertig, Jay Glassman, Joseph Dwyer, D. Bruce McMahan, Scott Dillinger, and Norman Ziegler |
| MLQA Convertible Securities Arbitrage Ltd. (3) | \$ 3,000,000 | 1.67% | 74,736.30 | * | MLIM LLC (5) |
| National Bank of Canada (3) | \$ 500,000 | * | 12,456.05 | * | Michael Rosen and Bill Fertig |
| Newport Alternative Income Fund | \$ 500,000 | * | 12,456.05 | * | Louise Morwick and Bryn Joynt |
| Oakwood Assurance Company Ltd. | \$ 55,000 | * | 1,370.17 | * | Nick Calamos |
| Oakwood Healthcare Inc. Endowment A & D | \$ 9,000 | * | 224.21 | * | Nick Calamos |
| Oakwood Healthcare Inc. Funded Depreciation | \$ 95,000 | * | 2,366.65 | * | Nick Calamos |
| Oakwood Healthcare Inc. OHP | \$ 11,000 | * | 274.03 | * | Nick Calamos |
| Oakwood Healthcare Inc. Pension | \$ 175,000 | * | 4,359.62 | * | Nick Calamos |
| Pebble Limited Partnership | \$ 1,000,000 | * | 24,912.10 | * | Louise Morwick and Bryn Joynt |
| Plexus Fund Limited | \$ 2,000,000 | 1.11% | 49,284.20 | * | Dermot Keane and Michael Whitehouse |
| Polaris Vega Fund L.P. | \$ 7,700,000 | 4.28% | 191,823.17 | * | Gregory R. Levinson |
| Port Authority of Allegheny County Consolidated Trust Fund | \$ 60,000 | * | 1,494.73 | * | Nick Calamos |

| Name | Principal Amount of Notes Beneficially Owned That May Be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) | Natural Person(s) with dispositive voting or investment control |
|---|--|---------------------------------------|---|--|---|
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | \$ 750,000 | * | 18,684.08 | * | Nick Calamos |
| Prisma Foundation | \$ 190,000 | * | 4,733.30 | * | Nick Calamos |
| Pyramid Equity Strategies Fund | \$ 150,000 | * | 3,736.82 | * | Eric Lobben |
| Radcliffe SPC, for and on behalf of the Class A Convertible Crossover Segregated Portfolio | \$ 1,750,000 | * | 43,596.18 | * | (6) |
| Ramius Master Fund, Ltd (3) | \$ 3,150,000 | 1.75% | 78,473.12 | * | Alex Adair |
| RCG Latitude Master Fund, Ltd (3) | \$ 2,100,000 | 1.17% | 52,315.41 | * | Alex Adair |
| RCG Multi Strategy Master Fund, Ltd (3) | \$ 750,000 | * | 18,684.08 | * | Alex Adair |
| Royal Bank of Canada (Norshield) (3) | \$ 400,000 | * | 9,964.84 | * | Michael Rosen and Bill Fertig |
| Sage Capital Management, LLC | \$ 2,000,000 | 1.11% | 49,824.20 | * | Peter deLisser |
| Salomon Brothers Asset Management, Inc. (3)(10) | \$ 6,500,000 | 3.61% | 161,928.65 | * | Citigroup Global Markets, Inc. |
| SCI Endowment Care Common Trust Fund National Fiduciary Services | \$ 180,000 | * | 4,484.18 | * | Nick Calamos |
| SCI Endowment Care Common Trust Fund Suntrust Bank | \$ 100,000 | * | 2,491.21 | * | Nick Calamos |
| SCI Endowment Care Common Trust Fund Wachovia | \$ 45,000 | * | 1,121.04 | * | Nick Calamos |
| SG Americas Securities, LLC (11) | \$ 9,000,000 | 5% | 224,208.90 | 1.08% | Societe Generale Group |
| Silvercreek II Limited | \$ 1,330,000 | * | 33,133.09 | * | Louise Morwick and Bryn Joynt |
| Silvercreek Limited Partnership | \$ 1,670,000 | * | 41,603.21 | * | Louise Morwick and Bryn Joynt |

| <u>Name</u> | <u>Principal Amount of Notes Beneficially Owned That May Be Sold</u> | <u>Percentage of Notes Outstanding</u> | <u>Number of Shares of Common Stock That May Be Sold(1)</u> | <u>Percentage of Common Stock Outstanding(2)</u> | <u>Natural Person(s) with dispositive voting or investment control</u> |
|--|--|--|---|--|---|
| Singlehedge US Convertible Arbitrage Fund | \$ 75,000 | * | 1,868.41 | * | Christian Menestrier |
| SOCS Ltd. | \$ 3,500,000 | 1.94% | 87,192.35 | * | Dan Baldwin, Stephen Alfieri, Kevin Murphy, Sarah E. Street and Christopher V. Greetham(8) |
| Sphinx Convertible Arb Fund SPC c/o SSI Investment Management | \$ 582,000 | * | 14,498.84 | * | George Douglas, and Amy Jo Gottfurcht |
| SPT | \$ 2,150,000 | 1.19% | 53,561.02 | * | Nick Calamos |
| SSI Hedged Convertible Market Neutral L.P. | \$ 390,000 | * | 9,715.72 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| Sturgeon Limited | \$ 88,000 | * | 2,192.26 | * | Christian Menestrier |
| Sunrise Partners Limited Partnership (3) (7) | \$ 1,500,000 | * | 37,368.15 | * | S. Donald Sussman |
| The California Wellness Foundation | \$ 500,000 | * | 12,456.05 | * | Nick Calamos |
| The City of Southfield Fire & Police Retirement System | \$ 27,000 | * | 672.63 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| The Cockrell Foundation | \$ 85,000 | * | 2,117.53 | * | Nick Calamos |
| The Consulting Group Capital Markets Fund c/o SSI Investment Management | \$ 150,000 | * | 3,736.82 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| The Dow Chemical Company Employees Retirement Plan | \$ 2,500,000 | 1.39% | 62,280.25 | * | Nick Calamos |
| The Estate of James Campbell 03394 | \$ 56,000 | * | 1,395.08 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| The Estate of James Campbell 08968 | \$ 34,000 | * | 847.01 | * | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |

| Name | Principal Amount of Notes Beneficially Owned That May Be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) | Natural Person(s) with dispositive voting or investment control |
|---|--|---------------------------------------|---|--|---|
| | | | | | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| The Estate of James Campbell 11222 | \$ 457,000 | * | 11,384.83 | * | |
| The Fondren Foundation | \$ 80,000 | * | 1,992.97 | * | Nick Calamos |
| UBS Securities LLC(4) | \$ 7,000,000 | 3.89% | 174,384.70 | * | UBS AG Parent Co. |
| Union Carbide Retirement Account | \$ 1,300,000 | * | 32,385.73 | * | Nick Calamos |
| United Food and Commercial Workers Local 1262 and Employees Pension Fund | \$ 760,000 | * | 18,933.20 | * | Nick Calamos |
| Univar USA Inc. Retirement Plan | \$ 415,000 | * | 10,338.52 | * | Nick Calamos |
| Univest Convertible Arbitrage Fund II Ltd (Norshield) | \$ 250,000 | * | 6,228.03 | * | Michael Rosen and Bill Fertig |
| | | | | | John Gottfurcht, George Douglas, and Amy Jo Gottfurcht |
| Viacom Inc. Pension Plan Master Trust | \$ 36,000 | * | 896.84 | * | |
| Wachovia Capital Markets LLC (4) | \$ 2,425,000 | 1.35% | 60,411.84 | * | Wachovia Corporation |
| Waterstone Market Neutral MAC 51, Ltd. | \$ 194,000 | * | 4,832.95 | * | Shawn Bergerson |
| Waterstone Market Neutral Master Fund, Ltd. | \$ 2,656,000 | 1.48% | 66,166.54 | * | Shawn Bergerson |
| Whitebox Diversified Convertible Arbitrage Partners LP | \$ 2,000,000 | 1.11% | 49,894.20 | * | Andrew Redleaf |
| Xavex Convertible Arbitrage 5 Fund | \$ 500,000 | * | 12,456.05 | * | Alex Adair |

* Less than 1%.

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 24.9121 shares of common stock per \$1,000 principal amount of notes. Because securityholders will, upon conversion, receive cash and not shares up to the full principal amount of the notes, the share numbers in this column are indicative of value only and not actual shares issuable. We have, nevertheless, registered the maximum number of shares issuable upon conversion as well as, pursuant to Rule 416 under the Securities Act of 1933, any additional shares issuable pursuant to the terms of the notes to prevent dilution upon a stock split, stock dividend, recapitalization or similar event.

- (2) Calculated in accordance with Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended, using 20,454,728 shares of common stock outstanding as of March 8, 2006. In calculating this amount for each holder, we treated as outstanding the maximum number of shares of our common stock issuable upon conversion of all of that holder's notes (without giving effect to the net share settlement feature), but we did not assume conversion of any other holder's notes.
- (3) This selling securityholder has advised us that it is an affiliate of a registered broker-dealer; it purchased the securities to be resold in the ordinary course of business; and at the time of the purchase of the securities to be resold, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (4) This selling securityholder has advised us that it is a registered broker-dealer and accordingly is an underwriter with respect to the securities. Please see Plan of Distribution for required disclosure regarding this selling securityholder. The notes were originally issued by us and sold to UBS Securities LLC and Wachovia Capital Markets, LLC who acted as joint book-runners and initial purchasers in the offering.
- (5) MLQA Convertible Securities Arbitrage Ltd. is controlled by MLIM LLC, a Delaware limited liability company whose sole member is Merrill Lynch Investment Managers, L.P., which is ultimately owned and controlled by Merrill Lynch Co., Inc.
- (6) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe, SPC, Ltd.'s Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio.
- (7) Sunrise Partners Limited Partnership is also a beneficial owner of 95 shares of common stock.
- (8) The named persons serve on the management committee of Stanfield Capital Partners LLC, the investment advisor to SOCS Ltd, with sole voting or dispositive power. Each of Dan Baldwin, Stephen Alfieri, Kevin Murphy, Sarah E. Street and Christopher V. Greetham disclaims beneficial ownership of the securities owned by SOCS Ltd.
- (9) Managers Convertible Securities Fund has advised us that it is a mutual fund and is affiliated with Managers Distributors, Inc., a registered broker dealer whose limited purpose is to underwrite shares in Managers Convertible Securities Fund. Each of Managers Convertible Securities Fund and Managers Distributors, Inc. is controlled by Affiliated Managers Group, Inc.
- (10) Salomon Brothers Asset Management, Inc. is also beneficial owner of \$650,000 principal amount of registered 2.125% Convertible Senior Subordinated Notes due 2024.
- (11) This selling securityholder has advised us that it is a registered broker-dealer; it purchased the securities to be resold in the ordinary course of business; and at the time of the purchase of the securities to be resold, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.