

Builders FirstSource, Inc.  
Form SC 13D/A  
August 03, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)\***

**BUILDERS FIRSTSOURCE, INC.**

**(Name of Issuer)**

**Common stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**12008R-10-7**

**(CUSIP Number)**

**Robert B. Knauss, Esq.**

**Managing Director and General Counsel**

**Warburg Pincus LLC**

**450 Lexington Avenue**

**New York, New York 10017**

**(212) 878-0600**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 31, 2015**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus Private Equity IX, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 20,263,266 Sole dispositive power

person

with 0

10 Shared dispositive power

20,263,266

11 Aggregate amount beneficially owned by each reporting person

20,263,266

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions).

13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus IX GP L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

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18.7%

14 Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

WPP GP LLC

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power  
shares

beneficially 0  
8 Shared voting power  
owned by

each  
20,263,266  
reporting 9 Sole dispositive power

person

with 0  
10 Shared dispositive power

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18.7%

14 Type of reporting person (see instructions)

OO



SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

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reporting 20,263,266 9 Sole dispositive power

person

with 0

10 Shared dispositive power

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20,263,266

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13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus Partners GP LLC

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 20,263,266 Sole dispositive power

person

with 0

10 Shared dispositive power

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20,263,266

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13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus & Co.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

New York

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 20,263,266 Sole dispositive power

person

with 0

10 Shared dispositive power

20,263,266

11 Aggregate amount beneficially owned by each reporting person

20,263,266

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions).

13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Warburg Pincus LLC

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

New York

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 20,263,266 Sole dispositive power

person

with 0

10 Shared dispositive power

20,263,266

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20,263,266

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13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

OO



SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Charles R. Kaye

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 20,263,266 Sole dispositive power

person

with 0

10 Shared dispositive power

20,263,266

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20,263,266

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions).

13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

IN

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 Name of reporting persons.

Joseph P. Landy

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

N/A

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 20,263,266 9 Sole dispositive power

person

with 0

10 Shared dispositive power

20,263,266

11 Aggregate amount beneficially owned by each reporting person

20,263,266

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions).

13 Percent of class represented by amount in Row (11)

18.7%

14 Type of reporting person (see instructions)

IN

The Reporting Persons previously filed a Schedule 13D with the Securities and Exchange Commission (the "SEC") on March 2, 2006, as amended by Amendment No. 1 thereto filed with the SEC on December 8, 2006 ( "Amendment No. 1" ), Amendment No. 2 thereto filed with the SEC on March 14, 2008 ( "Amendment No. 2" ), Amendment No. 3 thereto filed with the SEC on September 1, 2009 ( "Amendment No. 3" ), Amendment No. 4 thereto filed with the SEC on October 26, 2009 ( "Amendment No. 4" ), Amendment No. 5 thereto filed with the SEC on January 22, 2010 ( "Amendment No. 5" ), and Amendment No. 6 thereto filed with the SEC on June 24, 2010 (the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, and Amendment No. 6 are collectively referred to herein as the "Original Schedule 13D" ). As disclosed in Amendment No. 6 to the Original Schedule 13D, the Reporting Persons determined to no longer file amendments to the Original Schedule 13D jointly with the JLL Reporting Persons (as defined in the Original Schedule 13D). Accordingly, the Reporting Persons filed a separate Schedule 13D with the SEC on March 16, 2012, as amended by Amendment No. 1 thereto filed with the SEC on April 17, 2012, as amended by Amendment No. 2 thereto filed with the SEC on June 19, 2012, as amended by Amendment No. 3 thereto filed with the SEC on April 15, 2015, as amended by Amendment No. 4 thereto filed with the SEC on July 30, 2015 (the "Schedule 13D" ). Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons are filing this Amendment No. 5 to the Schedule 13D. All capitalized terms used herein but not defined shall have the meaning set forth in the Schedule 13D.

## **Item 2. Identity and Background**

Item 2(a) is hereby amended and supplemented by adding the following at the end thereof:

This Amendment No. 5 is filed by (i) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ( "WP IX" ); (ii) Warburg Pincus IX GP L.P., a Delaware limited partnership ( "WP IX GP" ), the general partner of WP IX; (iii) WPP GP LLC, a Delaware limited liability company ( "WPP GP" ), the general partner of WP IX GP; (iv) Warburg Pincus Partners, L.P., a Delaware limited partnership ( "WP Partners" ), the sole member of WPP GP; (v) Warburg Pincus Partners GP LLC, a Delaware limited liability company ( "WP Partners GP" ), the general partner of WP Partners; (vi) Warburg Pincus & Co., a New York general partnership ( "WP" ), the managing member of WP Partners GP; (vii) Warburg Pincus LLC, a New York limited liability company ( "WP LLC" ), which manages WP IX; and (viii) Charles R. Kaye and Joseph P. Landy, who are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the entities listed in clauses (i) through (vii). Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by such entities listed in clauses (i) through (vii). WP IX, WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy collectively are referred to as the "Reporting Persons".

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)-3 of the Securities Exchange Act, as amended (the "Exchange Act" ). The agreement among the Reporting Persons to file this Schedule 13D jointly in accordance with rule 13d-1(k)(1) of the Exchange Act is attached hereto as Exhibit A.

## **Item 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

As of the date of this Amendment No. 5, except as set forth in this Schedule 13D, there are no current plans or proposals of the Reporting Persons that relate to or would result in any of the actions identified in Item 4(a) through Item 4(j).

**Item 5. Interest in Securities of the Issuer**

Section (a), Section (b), and Section (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) By virtue of its direct ownership of 20,263,266 shares of Common Stock of the Company, WP IX may be deemed to be the beneficial owner of 20,263,266 shares of Common Stock of the Company, which represents 18.7% of the outstanding shares of Common Stock. The percentages used in this Schedule 13D are calculated based upon a total of 108,526,375 shares of Common Stock of the Company issued and outstanding as of July 31, 2015, based on a prospectus supplement filed with the SEC on July 30, 2015, by the Company pursuant to Rule 424(b)(5) under the Securities Act, pursuant to which the Company offered for sale to the public 8,000,000 shares of Common Stock of the Company and reported that, as of July 20, 2015, there were 99,326,375 shares of Common Stock of the Company outstanding. According to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2015, the Company sold 8,000,000 shares of Common Stock of the Company on that same date, as well as 1,200,000 additional shares of Common Stock of the Company pursuant to the exercise of an option to purchase additional shares granted to the Underwriters in that offering. As a result of their respective relationships with WP IX and each other, the Reporting Persons may be deemed to be the beneficial owners of 20,263,266 shares of Common Stock of the Company, which represents 18.7% of the outstanding shares of Common Stock of the Company.

(b) Each of WP IX GP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC may be deemed to share with WP IX, the power to vote or to direct the vote and to dispose or to direct the disposition of the 20,263,266 shares of Common Stock of the Company, which WP IX may be deemed to beneficially own as of the date of this filing. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the other Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by WP IX. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person, other than WP IX, or any of its affiliates is the beneficial owner of any shares of Common Stock of the Company for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(c) On July 29, 2015, WP IX offered 4,000,000 shares of Common Stock of the Company for sale in a public offering pursuant to a prospectus supplement filed with the SEC by the Company on July 30, 2015, pursuant to Rule 424(b)(5) under the Securities Act. In connection with the offering, the Underwriters also exercised an option granted pursuant to the Underwriting Agreement to purchase an additional 600,000 shares of Common Stock of the Company owned by WP IX. On July 31, 2015, WP IX consummated the sale of 4,600,000 shares of Common Stock of the Company to the Underwriters at a price per share of \$12.224.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended and supplemented by adding the following at the end thereof:

WP IX and JLL Holdings (as defined in the Original Schedule 13D) have terminated, effective as of as of immediately prior to the closing of the Company's acquisition of ProBuild, the Stockholders' Agreement, dated as of June 22, 2010, between WP IX and JLL Holdings. A copy of the Termination Agreement, dated as of July 31, 2015, by and between WP IX and JLL Holdings is attached hereto as Exhibit B and incorporated by reference herein.

**Item 7. Material to be Filed as Exhibits**

Exhibit A Joint Filing Agreement, dated as of August 3, 2015.

Exhibit B Termination Agreement, dated as of July 31, 2015.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2015

WARBURG PINCUS PRIVATE EQUITY IX, L.P.  
By: Warburg Pincus IX GP L.P., its General Partner  
By: WPP GP LLC, its General Partner  
By: Warburg Pincus Partners, L.P., its Managing Member  
By: Warburg Pincus Partners GP LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WARBURG PINCUS IX GP L.P.  
By: WPP GP LLC, its General Partner  
By: Warburg Pincus Partners, L.P., its Managing Member  
By: Warburg Pincus Partners GP LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WPP GP LLC  
By: Warburg Pincus Partners, L.P., its Managing Member  
By: Warburg Pincus Partners GP LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WARBURG PINCUS PARTNERS, L.P.  
By: Warburg Pincus Partners GP LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WARBURG PINCUS PARTNERS GP LLC  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Dated: August 3, 2015

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Managing Director

Dated: August 3, 2015

CHARLES R. KAYE

By: /s/ Robert B. Knauss  
Name: Charles R. Kaye  
By: Robert B. Knauss, Attorney-in-Fact\*

Dated: August 3, 2015

JOSEPH P. LANDY

By: /s/ Robert B. Knauss  
Name: Joseph P. Landy  
By: Robert B. Knauss, Attorney-in-Fact\*

\* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on November 26, 2013 as an exhibit to a statement on Form 4 filed by Warburg Pincus Private Equity IX, L.P. with respect to Laredo Petroleum, Inc. (f/k/a Laredo Petroleum Holdings, Inc.) and is hereby incorporated by reference.