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PGT, Inc.  
Form S-8 POS  
July 10, 2006

As Filed with the Securities and Exchange Commission on July 10, 2006

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

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FORM S-8/A-1

POST-EFFECTIVE AMENDMENT NO. 1

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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PGT, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
Incorporation or organization)

20-0634715  
(I.R.S. Employer Identification No.)

1070 Technology Drive  
North Venice, Florida 34275  
(941) 480-1600  
(Address, including zip code, and telephone number  
of registrant's principal executive offices)

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PGT, INC. 2004 STOCK INCENTIVE PLAN  
PGT, INC. 2006 EQUITY INCENTIVE PLAN

(Full titles of the plans)

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Mario Ferrucci III, Esq.  
Corporate Counsel  
PGT, INC.  
1070 Technology Drive  
North Venice, Florida 34275  
(Name and address of agent for service)

(941) 480-1600  
(Telephone number, including area code, of agent for service)

It is respectfully requested that the Commission also send copies of all  
notices, orders and communications to:

Robert B. Pincus, Esq.  
Allison Land Amorison, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square

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Wilmington, Delaware 19801  
(302) 651-3000

The purpose of this Post-Effective Amendment No. 1 is to replace Exhibit 23.1 with a revised Exhibit 23.1.

Item 8. Exhibits.

The exhibits listed in the Exhibit Index, which is incorporated herein by reference, are filed as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of North Venice, State of Florida, on July 10, 2006.

Date: July 10, 2006

PGT, INC.

By: /s/ Rodney Hershberger

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Name: Rodney Hershberger  
Title: President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| Name<br>-----   | Title<br>-----   | Date<br>----- |
|---|--|---------------|
| /s/ Rodney Hershberger<br>-----<br>Rodney Hershberger | President, Chief Executive Officer, and<br>Director (Principal Executive Officer and<br>Director)          | July 10, 2006 |
| /s/ Jeffrey T. Jackson<br>-----<br>Jeffrey T. Jackson | Chief Financial Officer and Treasurer<br>(Principal Financial Officer and Principal<br>Accounting Officer) | July 10, 2006 |
| *<br>-----<br>Alexander R. Castaldi                   | Director   | July 10, 2006 |
| *<br>-----<br>Richard D. Feintuch                     | Director   | July 10, 2006 |
| *<br>-----  | Director   | July 10, 2006 |

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Ramsey A. Frank

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\* Director July 10, 2006  
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Paul S. Levy

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\* Director July 10, 2006  
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Brett N. Milgrim

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\* Director July 10, 2006  
-----  
Floyd F. Sherman

-----  
\* Director July 10, 2006  
-----  
Randy L. White

\* By: /s/ Mario Ferrucci III  
-----  
Mario Ferrucci III  
Attorney-in-Fact

EXHIBIT INDEX

- 4.1 Amended and Restated Certificate of Incorporation of PGT, Inc. (incorporated herein by reference to Exhibit 3.1 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365).
- 4.2 Amended and Restated By-Laws of PGT, Inc. (incorporated herein by reference to Exhibit 3.2 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365).
- 4.3 Specimen Certificate of the Company's Common Stock, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on May 25, 2006, Registration No. 333-132365).
- 4.4 Form of Amended and Restated Security Holders Agreement, by and among PGT, Inc., JLL Partners Fund IV, L.P. and the stockholders named therein, (incorporated herein by reference to Exhibit 4.2 to the Company's Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365).
- 5.1+ Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the legality of the securities being registered.

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- 23.1\* Consent of Ernst & Young LLP.
- 23.2+ Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in the opinion filed as Exhibit 5.1 hereto).
- 24.1+ Power of Attorney (included on signature page).

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\* Filed herewith.  
+ Previously filed.