

MOORE TODD R
Form 4
November 20, 2018

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 *
MOORE TODD R

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)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

See Remarks

10943 NORTH SAM HOUSTON PARKWAY WEST

11/16/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

HOUSTON, TX 77064

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/16/2018 | | A | 50,104 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 11/16/2018 | | A | 36,131 ⁽³⁾ | \$ 0 | D | |
| Common Stock | 11/16/2018 | | F | 17,577 | \$ 12.25 | D | |
| Common Stock | 11/16/2018 | | A | 28,245 ⁽⁴⁾ | \$ 0 | D | |
| Common Stock | | | | | 5,503 ⁽⁵⁾ | I | NCI 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options (Right to Buy) | \$ 12.16 (6) | 11/16/2018 | | A | 100,210 | (6) 11/16/2028(6) | Common Stock 100,210 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| MOORE TODD R 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064 | | | | See Remarks |

Signatures

/s/ Todd R.
Moore 11/20/2018

__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).

- Each restricted stock unit represents a contingent right to receive one share of NCI Building Systems, Inc. common stock, and is subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.
- (1) Includes restricted stock units.
 - (2) Shares of common stock received as a result of settlement of earned PSUs.
 - (3) Restricted stock units received as a result of conversion of PSUs.

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- (5) Holdings calculated as of November 18, 2018.
- (6) The options are subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.

Remarks:

Executive Vice President, Chief Legal, Risk & Compliance Officer and Corporate Secretary

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.