

CD&R Investment Associates X, Ltd.
 Form 3
 November 26, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â CD&R Investment Associates X, Ltd.			(Month/Day/Year)		NCI BUILDING SYSTEMS INC [NCS]	
(Last)	(First)	(Middle)	11/16/2018			
C/O CLAYTON, DUBILIER & RICE, LLC, Â 375 PARK AVENUE, 18TH FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)						
NEW YORK, Â NY Â 10152			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	39,128,929 ⁽¹⁾	I	By affiliate ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---------------------------	----------------------	--

Edgar Filing: CD&R Investment Associates X, Ltd. - Form 3

Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Investment Associates X, Ltd. C/O CLAYTON, DUBILIER & RICE, LLC 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
CD&R Pisces Holdings, L.P. C/O CLAYTON, DUBILIER & RICE, LLC 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â

Signatures

CD&R Investment Associates X, Ltd.: By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary 11/26/2018

__Signature of Reporting Person Date

CD&R Pisces Holdings, L.P.: By: CD&R Investment Associates X, Ltd., its general partner; By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary 11/26/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) 39,128,929 shares of common stock, par value \$0.01 per share (the "Common Shares"), of the Issuer were issued to CD&R Pisces Holdings, L.P. ("CD&R Holdings") on November 16, 2018 in a single issuance by the Issuer upon consummation of a merger transaction pursuant to which Ply Gem Parent, LLC ("Ply Gem") merged with and into the Issuer, with the Issuer continuing its existence as a corporation organized under the laws of the State of Delaware.
- (2) CD&R Investment Associates X, Ltd. ("CD&R Holdings GP"), as the general partner of CD&R Holdings, may be deemed to beneficially own the Common Shares of which CD&R Holdings has beneficial ownership as shown in Table 1 of this Form 3. CD&R Holdings GP expressly disclaims beneficial ownership of such Common Shares. Investment and voting decisions with respect to the Common Shares held by CD&R Holdings or CD&R Holdings GP are made by an investment committee comprised of more than ten investment professionals of Clayton, Dubilier & Rice, LLC (the "Investment Committee"). All members of the Investment Committee also expressly disclaim beneficial ownership of the Common Shares of which CD&R Holdings has beneficial ownership as shown in Table 1 of this Form 3.

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.