

NCI BUILDING SYSTEMS INC

Form 8-K

March 03, 2005

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report: March 2, 2005

**NCI BUILDING SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-14315**  
(Commission File Number)

**76-0127701**  
(I.R.S. Employer  
Identification Number)

**10943 North Sam Houston Parkway West**  
**Houston, Texas**  
(Address of principal executive offices)

**77064**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 897-7788**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Press Release dated 3/2/2005

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**Item 2.02. Results of Operations and Financial Condition**

On March 2, 2005, NCI Building Systems, Inc. ( NCI ) issued a press release announcing NCI s financial results for the first quarter ended January 29, 2005. A copy of the press release is attached as Exhibit 99.1.

NCI announced that its first quarter 2005 earnings per diluted share of \$0.52 included an after-tax benefit of \$0.06 per diluted share related to lower group medical cost and estimated liabilities. Without giving effect to this benefit, NCI s earnings per diluted share were \$0.46. Exclusion of this after-tax benefit from earnings per share constitutes a non-GAAP financial measure. NCI s management believes that disclosure of this measure provides useful information to investors because it provides greater transparency with respect to NCI s core operating results for the quarter as compared to NCI s results for the prior year period. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

The information in this Form 8-K and the Exhibit attached to this Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended or the Exchange Act, except if NCI expressly states that such information is to be considered filed under the Exchange Act or incorporates it by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated March 2, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NCI BUILDING SYSTEMS, INC.

By: /s/ Frances R. Powell

Name: Frances R. Powell

Title: Executive Vice President, Chief  
Financial Officer and Treasurer

Dated: March 2, 2005

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<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated March 2, 2005.