

NCI BUILDING SYSTEMS INC

Form 8-K

September 06, 2007

**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: August 30, 2007

**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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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At a meeting held on August 30, 2007, the Compensation Committee of the Board of Directors (the Committee) of NCI Building Systems, Inc. (NCI) took the following actions:

**(e) Material Compensatory Plan, Contract or Arrangement.**

*Amendment and Restatement of Deferred Compensation Plan.*

The Committee approved an amendment to NCI's Deferred Compensation Plan (as amended, the Plan). The Plan was amended to define Retirement as separation from service from NCI after age 59 1/2, with twenty-five years of service to NCI.

*Form of Employment Agreement.*

The Committee approved, for certain executive officers, a form of Employment Agreement in order to provide security to such officers in the event of a change of control of NCI. The terms of the form of the Employment Agreement, a copy of which is being filed as Exhibit 10.1 to this Report, are hereby incorporated by reference into this Item 5.02(e).

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

**(c) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Employment Agreement.

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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 Hawes

Name: Frances Hawes

Title: Executive Vice President, Chief  
Financial Officer and Treasurer

Dated: September 5, 2007

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**Exhibit Index**

**Exhibit  
Number**

**Description**

10.1 Form of Employment Agreement.