

Builders FirstSource, Inc.
Form 8-K/A
May 29, 2015

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of the earliest event reported): May 28, 2015 (April 13, 2015)

BUILDERS FIRSTSOURCE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

0-51357
(Commission

File Number)
2001 Bryan Street, Suite 1600

52-2084569
(IRS Employer

Identification No.)

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Dallas, Texas 75201

(Address of Principal Executive Offices) (Zip Code)

(214) 880-3500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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

- .. Written communications 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))

Item 8.01. Other Events

ProBuild Acquisition

On April 13, 2015, Builders FirstSource, Inc. (Builders) entered into a Securities Purchase Agreement (the Securities Purchase Agreement) with ProBuild Holdings LLC, a Delaware limited liability company (ProBuild), and the holders of securities of ProBuild named as parties thereto (collectively, the Sellers). Headquartered in Denver, Colorado, ProBuild is one of the nation's largest professional building materials suppliers. Pursuant to the Securities Purchase Agreement, Builders will acquire all of the operating affiliates of ProBuild through the purchase of all of the issued and outstanding equity interests of ProBuild for approximately \$1.63 billion, subject to certain adjustments (the ProBuild Acquisition).

Filed with this Current Report are the audited combined financial statements (and notes thereto) of ProBuild Holdings, Inc., an affiliate of ProBuild, for the years ended December 31, 2014, 2013 and 2012 and the unaudited condensed combined financial statements of ProBuild Holdings, Inc. for the three months ended March 31, 2015 and 2014. As described in Note 1 to the audited financial statements and Note 1 to the unaudited condensed combined financial statements, the audited combined financial statements and the unaudited condensed combined financial statements reflect the financial statements of ProBuild Holdings, Inc. and those of ProBuild and other commonly-controlled entities and reflect all of the operations of the business expected to be acquired by Builders. Net liabilities of approximately \$644.4 million, included in the audited combined financial statements and unaudited condensed combined financial statements of ProBuild Holdings, Inc., which will not be assumed in the ProBuild Acquisition, primarily relate to long-term debt and related accrued interest, cash, income tax receivables and deferred tax liabilities.

Also filed with this Current Report is the unaudited pro forma condensed combined financial information of Builders, giving effect to the ProBuild Acquisition and the related acquisition financing transactions (the Pro Forma Financial Information). The pro forma adjustments and the purchase price allocation as presented in the Pro Forma Financial Information are based on estimates and certain limited information that is currently available. Accordingly, the Pro Forma Financial Information is preliminary and subject to change as additional information becomes available and as additional analyses are performed. The final purchase price allocation may be different than that reflected in the pro forma purchase price allocation presented in the Pro Forma Financial Information included in Exhibit 99.3 to this Current Report on Form 8-K, and this difference may be material.

Item 9.01. Financial Statements and Exhibits.

(a) The audited combined financial statements (and notes thereto) of ProBuild Holdings, Inc. for the years ended December 31, 2014, 2013 and 2012 and unaudited condensed combined financial statements (and notes thereto) for the three months ended March 31, 2015 and 2014 are filed herewith as Exhibits 99.1 and 99.2 hereto, respectively, and incorporated herein by reference.

(b) The unaudited pro forma condensed combined financial information (and notes thereto) of Builders FirstSource, Inc. giving effect to the ProBuild Acquisition and the related proposed acquisition financing transactions is filed herewith as Exhibit 99.2 and incorporated herein by reference.

(d) Exhibits

**Exhibit
No.**

Description of Exhibit

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- 23.1* Consent of PricewaterhouseCoopers LLP
- 99.1* Audited combined financial statements (and notes thereto) of ProBuild Holdings, Inc. for the years ended December 31, 2014, 2013 and 2012
- 99.2 Unaudited condensed combined financial statements (and notes thereto) of ProBuild Holdings, Inc. for the three months ended March 31, 2015 and 2014
- 99.3 Unaudited pro forma condensed combined financial information (and notes thereto) of Builders FirstSource, Inc. giving effect to the ProBuild Acquisition and the related proposed acquisition financing transactions

* Previously filed.

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 hereunto duly authorized.

BUILDERS FIRSTSOURCE, INC.
(Registrant)

By: /s/ Donald F. McAleenan
Name: Donald F. McAleenan
Title: Senior Vice President, General Counsel
and Secretary

Date: May 28, 2015

EXHIBIT INDEX

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