

Builders FirstSource, Inc.  
Form 8-K  
May 24, 2016

**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 (Date of the earliest event reported): May 24, 2016**

**BUILDERS FIRTSOURCE, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-51357**  
**(Commission**  
  
**File Number)**

**52-2084569**  
**(IRS Employer**  
  
**Identification No.)**

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**2001 Bryan Street, Suite 1600**

**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 1.01. Other Events. Entry into a Material Definitive Agreement.**

On May 18, 2016, Builders FirstSource, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ), among the Company, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (the Underwriters ), and Warburg Pincus Private Equity IX, L.P., as a selling stockholder (the Selling Stockholder ).

Pursuant to the Underwriting Agreement, subject to the terms and conditions expressed therein, the Selling Stockholder agreed to sell to the Underwriters an aggregate of 13,263,266 shares of the Company s common stock (the Securities ) at a price of \$10.40 per share. The Securities are being sold by the Selling Stockholder pursuant to a preliminary prospectus supplement, dated May 18, 2016, a final prospectus supplement, dated May 18, 2016, and the related prospectus dated November 26, 2014, each filed with the Securities and Exchange Commission, relating to the Company s registration statement on Form S-3 (File No. 333-199955), as amended by Pre-Effective Amendment No. 1 thereto.

The Company has agreed to indemnify the Underwriters against certain liabilities, including certain liabilities under the Securities Act of 1933, as amended. If the Company is unable to provide the required indemnification, the Company has agreed to contribute to payments the Underwriters may be required to make in respect of those liabilities. In addition, the Underwriting Agreement contains customary representations, warranties and agreements of the Company and the Selling Stockholder and customary conditions to closing. The offering closed on May 24, 2016.

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

(d) Exhibits

**Exhibit  
No.**

**Description of Exhibit**

- |      |                                                                                                                                                                                                                       |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1. | Underwriting Agreement, dated May 18, 2016, among Builders FirstSource, Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and Warburg Pincus Private Equity IX, L.P., as a selling stockholder. |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**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.

By: /s/ Donald F. McAleenan

Name: Donald F. McAleenan

Title: Senior Vice President, General Counsel  
and Secretary

Date: May 24, 2016

**EXHIBIT INDEX**

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