

PGT, Inc.
Form 4/A
March 18, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
JLL Partners Fund IV, L.P.

(Last) (First) (Middle)

450 LEXINGTON AVE., 31ST FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PGT, Inc. [PGTI]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 03/10/2010 | | X | | 2,613,943 (1) (2) | A | \$ 1.5 |
| | | | | | 32,092,267 | D (3) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subscription Rights (right to buy) | \$ 1.5 | 03/10/2010 | | X | 2,613,943 (4) | 02/12/2010 03/12/2010 ⁽⁵⁾ | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JLL Partners Fund IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017 | | X | | |
| JLL Associates IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017 | | X | | |
| JLL Associates G.P. IV, L.L.C. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

JLL Partners Fund IV, L.P., By JLL Associates IV, L.P., its General Partner, By JLL Associates G.P. IV, L.L.C., its General Partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 03/18/2010

**Signature of Reporting Person Date

JLL Associates IV, L.P., By JLL Associates G.P. IV, L.L.C., its General Partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 03/18/2010

**Signature of Reporting Person Date

JLL Associates G.P. IV, L.L.C., /s/ Paul S. Levy, Managing Member 03/18/2010

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) These shares of common stock, par value \$0.01 per share, of PGT, Inc. (the "Company") were purchased by JLL Partners Fund IV, L.P. upon exercise of subscription rights issued pro rata to holders of the Company's common stock as of the close of business on February 8, 2010, to purchase shares of the Company's common stock at a subscription price of \$1.50 per share (the "Rights Offering") under JLL Partners Fund IV, L.P.'s over-subscription privilege in the Rights Offering. This Form 4 amends the Form 4 filed on March 12, 2010, which reported the purchase of 10,719,390 shares of the Company's common stock under JLL Partners Fund IV, L.P.'s basic subscription privilege in the Rights Offering.

(2) Pursuant to the over-subscription privilege in the Rights Offering, JLL Partners Fund IV, L.P. was entitled to acquire, on a pro rata basis, a portion of any shares of the Company's common stock that were not purchased by other stockholders as of the expiration of the Rights Offering under the basic subscription privilege of the Rights Offering at the same subscription price of \$1.50 per share. On March 16, 2010, the Company and American Stock Transfer & Trust Company, LLC, as subscription agent for the Rights Offering, determined the allocation of shares of the Company's common stock under the over-subscription privilege in the Rights Offering, and JLL Partners Fund IV, L.P. was notified that it was entitled to purchase 2,613,943 additional shares of the Company's common stock.

(3) This report is filed jointly by JLL Partners Fund IV, L.P.; JLL Associates IV, L.P.; and JLL Associates G.P. IV, L.L.C. JLL Partners Fund IV, L.P. is the direct beneficial owner of 32,092,267 shares of common stock of the Company. JLL Associates IV, L.P. is the general partner of JLL Partners Fund IV, L.P.; and JLL Associates G.P. IV, L.L.C. is the general partner of JLL Associates IV, L.P. JLL Associates G.P. IV, L.L.C. and JLL Associates IV, L.P. may be deemed to be the indirect beneficial owners of 32,092,267 shares of common stock of the Company. The reporting persons disclaim beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that either of these reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(4) These subscription rights were exercised by JLL Partners Fund IV, L.P. under its over-subscription privilege in the Rights Offering, as described above in Notes 1 and 2.

(5) The Rights Offering expired at 5:00 p.m., Eastern Time, on March 12, 2010. JLL Partners Fund IV, L.P. exercised its subscription rights under its basic subscription privilege and over-subscription privilege in the Rights Offering on March 10, 2010, and was notified on March 16, 2010, of the number of shares of the Company's common stock it was entitled to purchase under its over-subscription privilege, as described above in Notes 1 and 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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