

NCI BUILDING SYSTEMS INC  
Form 8-K  
June 05, 2012

**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 earliest event reported): June 5, 2012

**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)

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**10943 North Sam Houston Parkway West**

**Houston, Texas**  
(Address of principal executive offices)

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

**77064**  
(Zip Code)

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))

**Item 7.01 Regulation FD Disclosure.**

On May 8, 2012, NCI Building Systems, Inc. (the Company or NCI ), filed a Current Report with the Securities Exchange Commission on Form 8-K announcing, among other things, that NCI Group, Inc., a wholly-owned subsidiary of the Company, entered into an Equity Purchase Agreement ( Equity Purchase Agreement ) with VSMA, Inc., ( VSMA ), Metl-Span LLC, ( Metl-Span ), a wholly-owned subsidiary of VSMA, and BlueScope Steel North America Corporation to acquire all of the outstanding membership interests of Metl-Span in exchange for \$145,000,000 in cash (such acquisition, the Acquisition ).

The Company is furnishing this information on this Current Report on Form 8-K in order to make publicly available certain financial information of Metl-Span. This financial information is set forth in portions of the presentation slides (the Presentation Materials ), which are attached hereto as Exhibit 99.1 and are incorporated by reference herein. The information in this Item, including the Presentation Materials in Exhibit 99.1 attached hereto, is furnished pursuant to Item 7.01 of this Current Report on Form 8-K; consequently, it is not deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933, as amended, if such subsequent filing specifically references this Item in this Current Report on Form 8-K.

Exhibit 99.1 includes earnings before interest, taxes, depreciation and amortization (EBITDA) of Metl-Span which is a non-GAAP financial measure. EBITDA is a measure used by management and, therefore, provided to lenders to provide

comparability between periods of underlying operational results. EBITDA should not be considered in isolation or as a substitute for net income determined in accordance with generally accepted accounting principles in the United States. The non-GAAP financial measure and the reconciliation to the comparable GAAP measure is included in the Presentation Materials furnished hereto as Exhibit 99.1.

In connection with this business combination, NCI estimates potential annual synergies of combining operations with Metl-Span ranging between \$5 - \$9 million by fiscal 2014.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Presentation Materials dated June 6, 2012. *

\* As described in Item 7.01 above, Exhibit 99.1 is furnished and not deemed to be filed with this Current Report on Form 8-K for purposes of Section 18 of the Exchange Act.

**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.

NCI BUILDING SYSTEMS, INC.

By: /s/ Mark E. Johnson  
Mark E. Johnson  
Executive Vice President, Chief Financial  
Officer and Treasurer

Dated: June 5, 2012

**EXHIBIT INDEX**

**Exhibit**

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