

Installed Building Products, Inc.
Form 4
June 03, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Edwards Jeffrey W.

2. Issuer Name and Ticker or Trading Symbol
Installed Building Products, Inc.
[IBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

C/O INSTALLED BUILDING PRODUCTS, INC., 495 S. HIGH STREET, SUITE 50

(Street)

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

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

COLUMBUS, OH 43215

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value per share | 06/01/2016 | | X ⁽¹⁾⁽²⁾ | | 18,457 | A | ⁽¹⁾ / ₍₂₎ |
| | | | | | 18,457 | I | IBP Holding Company ⁽³⁾ |
| Common Stock, \$0.01 par value per share | 06/01/2016 | | J ⁽¹⁾⁽²⁾ | | 18,457 | D | ⁽¹⁾ / ₍₂₎ |
| | | | | | 0 | I | IBP Holding Company ⁽³⁾ |

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| | | | | | | | | |
|---|------------|----------------|--------|---|--------------------------|-----------|---|---|
| Common Stock, \$0.01 par value per share | 06/01/2016 | <u>X(1)(2)</u> | 15,723 | A | <u>(1)</u> <u>(2)</u> | 3,556,605 | I | Installed Building Systems, Inc. <u>(4)</u> |
| Common Stock, \$0.01 par value per share | 06/01/2016 | <u>J(1)(2)</u> | 15,723 | D | <u>(1)</u> <u>(2)</u> | 3,540,882 | I | Installed Building Systems, Inc. <u>(4)</u> |
| Common Stock, \$0.01 par value per share | 06/02/2016 | <u>X(1)(2)</u> | 18,457 | A | <u>(1)</u> <u>(2)</u> | 18,457 | I | IBP Holding Company <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 06/02/2016 | <u>J(1)(2)</u> | 18,457 | D | <u>(1)</u> <u>(2)</u> | 0 | I | IBP Holding Company <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 06/02/2016 | <u>X(1)(2)</u> | 15,723 | A | <u>(1)</u> <u>(2)</u> | 3,556,605 | I | Installed Building Systems, Inc. <u>(4)</u> |
| Common Stock, \$0.01 par value per share | 06/02/2016 | <u>J(1)(2)</u> | 15,723 | D | <u>(1)</u> <u>(2)</u> | 3,540,882 | I | Installed Building Systems, Inc. <u>(4)</u> |
| Common Stock, \$0.01 par value per share | 06/03/2016 | <u>X(1)(2)</u> | 18,457 | A | <u>(1)</u> <u>(2)</u> | 18,457 | I | IBP Holding Company <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 06/03/2016 | <u>J(1)(2)</u> | 18,457 | D | <u>(1)</u> <u>(2)</u> | 0 | I | IBP Holding Company <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 06/03/2016 | <u>X(1)(2)</u> | 15,723 | A | <u>(1)</u> <u>(2)</u> | 3,556,605 | I | Installed Building Systems, Inc. <u>(4)</u> |
| | 06/03/2016 | <u>J(1)(2)</u> | 15,723 | D | | 3,540,882 | I | |

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| | | | | |
|---|------------|-----------|---|--------------------------------------|
| Common Stock, \$0.01 par value per share | (1) (2) | | | Installed Building Systems, Inc. (4) |
| Common Stock, \$0.01 par value per share | | 472,534 | D | |
| Common Stock, \$0.01 par value per share | | 4,227,819 | I | PJAM IBP Holdings, Inc. (5) |
| Common Stock, \$0.01 par value per share | | 72,496 | I | Trust (6) |
| Common Stock, \$0.01 par value per share | | 72,496 | I | Trust (7) |
| Common Stock, \$0.01 par value per share | | 72,496 | I | Trust (8) |
| Common Stock, \$0.01 par value per share | | 72,496 | I | Trust (9) |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) | | | | | | |
|---|------------------------------------|------------------|------------|---|------------|-------------------------|---------------------|--------------------|-----------------|-------------------------------------|------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Capped Call Option (Right to Buy) ⁽¹⁰⁾ | \$ 20 | 06/01/2016 | X | | | <u>1</u> <u>(11)</u> | <u>(11)</u> | <u>(11)</u> | Common Stock | 18,457 | \$ 0 |
| Capped Call Option (Right to Buy) ⁽¹⁰⁾ | \$ 20 | 06/01/2016 | X | | | <u>1</u> <u>(12)</u> | <u>(12)</u> | <u>(12)</u> | Common Stock | 15,723 | \$ 0 |
| Capped Call Option (right to buy) ⁽¹⁰⁾ | \$ 20 | 06/02/2016 | X | | | <u>1</u> <u>(11)</u> | <u>(11)</u> | <u>(11)</u> | Common Stock | 18,457 | \$ 0 |
| Capped Call Option (right to buy) ⁽¹⁰⁾ | \$ 20 | 06/02/2016 | X | | | <u>1</u> <u>(12)</u> | <u>(12)</u> | <u>(12)</u> | Common Stock | 15,723 | \$ 0 |
| Capped Call Option (right to buy) ⁽¹⁰⁾ | \$ 20 | 06/03/2016 | X | | | <u>1</u> <u>(11)</u> | <u>(11)</u> | <u>(11)</u> | Common Stock | 18,457 | \$ 0 |
| Capped Call Option (right to buy) ⁽¹⁰⁾ | \$ 20 | 06/03/2016 | X | | | <u>1</u> <u>(12)</u> | <u>(12)</u> | <u>(12)</u> | Common Stock | 15,723 | \$ 0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10%
Owner Officer Other

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- (8) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (9) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- The Call Option has a capped upside participation price to the holder of \$32.50 (the "Cap Price"). Upon cash settlement of the Call Option, the holder could receive an amount equal to the product of (1) number of shares underlying the Call Option multiplied by (2) the difference between (A) the lower of (i) the Cap Price and (ii) the reference price (which is the average weighted average price, per share, of the underlying shares as reported by the New York Stock Exchange at the expiration time on the expiration date) and (B) the exercise price.
- (10) The Call Option is a European-style call option that consists of 369,140 shares with 18,457 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.
- (11) The Call Option is a European-style call option that consists of 314,460 shares with 15,723 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.
- (12) The Call Option is a European-style call option that consists of 314,460 shares with 15,723 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.