

Riley Donald  
Form 4  
November 20, 2018

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Riley Donald

2. Issuer Name and Ticker or Trading Symbol  
NCI BUILDING SYSTEMS INC [NCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2018

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

See Remarks

10943 NORTH SAM HOUSTON PARKWAY WEST

(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

HOUSTON, TX 77064

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	11/16/2018		A	V	102,493 (1)	A	\$ 0 262,517 (2)	D
Common Stock	11/16/2018		A		53,246 (3)	A	\$ 0 315,763 (2)	D
Common Stock	11/16/2018		F		25,044	D	\$ 12.25 290,719 (2)	D
Common Stock	11/16/2018		A		84,529 (4)	A	\$ 0 375,248 (2)	D

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 (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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options (Right to Buy)	\$ 12.16 <u>(5)</u>	11/16/2018		A	204,988	<u>(5)</u> 11/16/2028 <sup>(5)</sup>	Common Stock 204,988

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Riley Donald  
10943 NORTH SAM HOUSTON PARKWAY WEST  
HOUSTON, TX 77064

See Remarks

## Signatures

/s/ Todd R. Moore (by power of attorney)

11/20/2018

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).

- Each restricted stock unit represents a contingent right to receive one share of NCI Building Systems, Inc. common stock, and is subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.
- (1) Includes restricted stock units.
  - (2) Shares of common stock received as a result of settlement of earned PSUs.
  - (3) Restricted stock units received as a result of conversion of PSUs.
  - (4) The options are subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.

### Remarks:

## Edgar Filing: Riley Donald - Form 4

Chief Executive Officer, NCI Division and Head of Supply Chain & Technology

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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