

NCI BUILDING SYSTEMS INC  
Form 3  
October 30, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>CD&amp;R Associates VIII, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O CLAYTON, DUBILIER &amp; RICE, INC., 375 PARK AVENUE, 18TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10152</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/20/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NCI BUILDING SYSTEMS INC [NCS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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			Shares		or Indirect (1) (Instr. 5)		
Series B Cumulative Conv. Participating Preferred Stock	Â (1)	Â (2)	Common Stock	196,109,194	\$ 1.2748 (3)	I	See note. (4) (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
CLAYTON DUBILIER & RICE FUND VIII LP C/O CLAYTON & DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
CD&R FRIENDS & FAMILY FUND VIII LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
CD&R ASSOCIATES VIII, LP C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
CD&R Investment Associates VIII, Ltd. C/O CLAYTON, DUBILIER & RICE, INC. 375 PARK AVENUE, 18TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â

## Signatures

CD&R Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	10/30/2009
**Signature of Reporting Person	Date
Clayton, Dubilier & Rice Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	10/30/2009
**Signature of Reporting Person	Date
CD&R Friends & Family Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	10/30/2009
**Signature of Reporting Person	Date
CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	10/30/2009
**Signature of Reporting Person	Date

CD&R Investment Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.

10/30/2009

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Holder of Series B Cumulative Convertible Participating Preferred Stock (the "Series B Stock") has the right at any time to convert the

(1) Series B Stock into shares of Issuer's Common Stock to the extent that there is a sufficient number of authorized and unissued (or issued and included in treasury) and otherwise unreserved shares of Common Stock.

(2) On or after the tenth anniversary of closing on 10/20/2009, (i) holder of Series B Stock has right to redeem all, but not less than all, of its Series B Stock and (ii) Issuer has right to redeem all, but not less than all, shares of issued and outstanding Series B Stock. Holder has the right to redeem all, but not less than all, of its Series B Stock upon certain change of control events. Series B Stock automatically converts upon certain business combinations.

(3) Initial conversion price, subject to certain adjustments.

(4) Clayton, Dubilier & Rice Fund VIII, L.P. ("Fund VIII") directly owns 249,651 shares of Series B Stock and CD&R Friends & Family Fund VIII, L.P. ("Friends Fund VIII") directly owns 349 shares of Series B Stock. As general partner of both Fund VIII and Friends Fund VIII, CD&R Associates VIII, Ltd. may be deemed to own indirectly a total of 250,000 shares of Series B stock.

(5) CD&R Associates VIII, Ltd. is a wholly-owned subsidiary of CD&R Associates VIII, L.P., of which CD&R Investment Associates VIII, Ltd. is the general partner.

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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