

LEVY PAUL S
Form 4
May 29, 2013

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 *
LEVY PAUL S

(Last) (First) (Middle)

C/O JLL PARTNERS, INC., 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)
05/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 05/28/2013 | | S(1) | | 11,000,000 | D | \$ 7.3625 |
| | | | | | 21,092,267 | I (2) | |
| | | | | | | | By JLL Partners Fund IV, L.P. |
| Common Stock, par value \$0.01 per share | 05/28/2013 | | S(1) | | 6,791,171 | D | \$ 7.3625 |
| | | | | | 14,301,096 | I (2) | |
| | | | | | | | By JLL Partners Fund IV, L.P. |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVY PAUL S C/O JLL PARTNERS, INC. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017 | X | X | | |

Signatures

/s/ Paul S. Levy 05/29/2013

**Signature of Date
Reporting Person

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).

On May 28, 2013, JLL Partners Fund IV, L.P. ("JLL Fund IV") consummated the sale of 11,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of PGT, Inc. (the "Company") in connection with an underwritten secondary offering pursuant to (1) the Company's shelf registration statement filed with the Securities and Exchange Commission on March 22, 2013. On May 28, 2013, JLL Fund IV also consummated a concurrent sale of 6,791,171 shares of Common Stock to the Company pursuant to a repurchase agreement, dated May 16, 2013, by and between the Company and JLL Fund IV.

(2) JLL Fund IV is the direct beneficial owner of 14,301,096 shares of common stock of the Company. Mr. Levy is the managing member of JLL Associates G.P. IV, L.L.C., which is the general partner of JLL Associates IV, L.P., which in turn is the general partner of JLL Fund IV. Although Mr. Levy may be deemed to be an indirect beneficial owner of shares of the Company's common stock owned by JLL Fund IV, Mr. Levy disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

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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