

Builders FirstSource, Inc.
Form 4
August 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
Warburg Pincus Private Equity IX, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 07/31/2015 | | S | | 4,600,000 | D | \$ 12.224 |
| | | | | | 20,263,266 | D | (1) (2) (3) |

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus IX GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVE. NEW YORK, NY 10017 | | X | | |
| WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVE. NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVE. NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVE. NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS & CO. 450 LEXINGTON AVE. NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS LLC | | X | | |

450 LEXINGTON AVE.
NEW YORK, NY 10017

KAYE CHARLES R
C/O WARBURG PINCUS LLC
450 LEXINGTON AVE.
NEW YORK, NY 10017

X

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVE.
NEW YORK, NY 10017

X

Signatures

WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: Warburg Pincus IX GP LP, its GP,
By: WPP GP LLC, its GP, By: Warburg Pincus Partners L.P., its MM, By: Warburg Pincus
Partners GP LLC, its GP, By: Warburg Pincus & Co., its MM, By: /s/ Robert B. Knauss,
Partner 08/03/2015

--Signature of Reporting Person Date

WARBURG PINCUS IX GP L.P., By: WPP GP LLC, its GP, By: Warburg Pincus Partners,
L.P., its Managing Member, By: Warburg Pincus Partners GP LLC, its GP, By: Warburg
Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner 08/03/2015

--Signature of Reporting Person Date

WPP GP LLC, By: Warburg Pincus Partners, L.P., its Managing Member, By: Warburg
Pincus Partners GP LLC, its General Partner, By: Warburg Pincus & Co., its Managing
Member, By: /s/ Robert B. Knauss, Partner 08/03/2015

--Signature of Reporting Person Date

WARBURG PINCUS PARTNERS, L.P., By: Warburg Pincus Partners GP LLC, its General
Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner 08/03/2015

--Signature of Reporting Person Date

WARBURG PINCUS PARTNERS GP LLC, By: Warburg Pincus & Co., its Managing
Member, By: /s/ Robert B. Knauss, Partner 08/03/2015

--Signature of Reporting Person Date

WARBURG PINCUS & CO., By: /s/ Robert B. Knauss, Partner 08/03/2015

--Signature of Reporting Person Date

WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Managing Director 08/03/2015

--Signature of Reporting Person Date

CHARLES R. KAYE, By: /s/ Robert B. Knauss, Attorney-in-Fact* 08/03/2015

--Signature of Reporting Person Date

JOSEPH P. LANDY, By: /s/ Robert B. Knauss, Attorney-in-Fact* 08/03/2015

--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).
- This Form 4 is filed on behalf of (i) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"); (ii) Warburg Pincus IX GP L.P., a Delaware limited partnership ("WP IX GP"), the general partner of WP IX; (iii) WPP GP LLC, a Delaware limited liability company ("WPP GP"), the general partner of WP IX GP; (iv) Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), the sole member of WPP GP; (v) Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), the general partner of WP Partners; (vi) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WP Partners GP; (vii) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages WP IX; and (viii) Charles R. Kaye and Joseph P. Landy, who are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the entities listed in clauses (i) through (vii).
- (1) All shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company that are reported herein are held by WP IX. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities that may be beneficially owned by WP IX. Each of WP IX GP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy disclaim beneficial ownership of all shares of Common Stock that may be deemed to be beneficially owned by WP IX, except to the extent of any indirect pecuniary interest therein.
- (2) (Continued from Footnote 2) This Form 4 shall not be deemed an admission that any reporting person, other than WP IX, or any other person referred to herein is a beneficial owner or any shares of Common Stock for purposes of Section 16 of the Exchange Act or for any other purpose or that any reporting person, other than WP IX, or other person has an obligation to file this Form 4.
- (3)

Remarks:

* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange

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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