

CD&R Investment Associates IX, Ltd.
 Form 4
 August 10, 2018

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 *
 CD&R Investment Associates IX, Ltd.

(Last) (First) (Middle)

C/O M+C CORPORATE SERVICES LIMITED, P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST

(Street)

GEORGE TOWN, E9 KY1-1104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BEACON ROOFING SUPPLY INC [BECN]

3. Date of Earliest Transaction (Month/Day/Year)
 08/09/2018

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 | 08/09/2018 | | P | | 3,200 | A | \$ 37.013 (1) |
| Common Stock | 08/09/2018 | | P | | 115,077 | A | \$ 38.434 (3) |
| Common Stock | 08/09/2018 | | P | | 196,123 | A | \$ 38.998 (4) |

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

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.

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| CD&R Investment Associates IX, Ltd. C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST GEORGE TOWN, E9 KY1-1104 | | X | | |
| CD&R Boulder Holdings, L.P. C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST GEORGE TOWN, E9 KY1-1104 | | X | | |

Signatures

CD&R Investment Associates IX, Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec. 08/10/2018
 **Signature of Reporting Person Date

CD&R Boulder Holdings, L.P., By: CD&R Investment Associates IX, Ltd, general partner;
 By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary 08/10/2018
 **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).

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- (1) This transaction was executed in multiple trades at prices ranging from \$36.600 to \$37.450. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) These securities are owned directly by CD&R Boulder Holdings, L.P. ("CD&R Stockholder"). CD&R Associates IX, Ltd., as the general partner of CD&R Stockholder may be deemed to beneficially own the shares of common stock held by CD&R Stockholder. CD&R Investment Associates IX, Ltd. expressly disclaims beneficial ownership of the shares of common stock held by CD&R Stockholder, except to the extent of its pecuniary interest therein.

- (3) This transaction was executed in multiple trades at prices ranging from \$37.740 to \$38.739. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) This transaction was executed in multiple trades at prices ranging from \$38.740 to \$39.600. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.