

NCI BUILDING SYSTEMS INC
Form 8-K
April 10, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 10, 2017

NCI Building Systems, Inc.
(Exact name of Registrant as specified in its charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-14315 (Commission File Number) | 76-0127701 (IRS Employer Identification No.) |
|--|--|---|

| | |
|--|---------------------|
| 10943 North Sam Houston Parkway West Houston, Texas (Address of principal executive offices) | 77064 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (281) 897-7788

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On April 10, 2017, the board of directors (the “Board”) of NCI Building Systems, Inc. (“NCI” or the “Company”) appointed William R. VanArsdale as a Class I director of the Company, effective that day, to fill a vacancy on the Board. Mr. VanArsdale, along with the other Class I directors, will stand for re-election at the Company’s annual meeting of stockholders in 2018. Any committee of the Board to which Mr. VanArsdale may be named has not been determined at this time.

In connection with its decision to appoint Mr. VanArsdale to the Board, the Board determined that Mr. VanArsdale will be an “independent” director, as independence is defined in Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and under NYSE listing standards.

Mr. VanArsdale will receive compensation in accordance with the Company’s standard director compensation arrangement as described in the Company’s definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission (the “SEC”) on January 25, 2017. In connection with his appointment, Mr. VanArsdale will enter into a standard indemnification agreement with the Company, which form is filed as Exhibit 10.7 to the Company’s Current Report on Form 8-K filed with the SEC on October 26, 2009, and is incorporated herein by reference.

Item 8.01 Other Events.

On April 10, 2017, the Company issued a press release regarding the appointment of Mr. VanArsdale as a director to the Company’s Board. A copy of the Company’s press release is attached hereto as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, nor shall they be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except in the event that NCI expressly states that such information is to be considered “filed” under the Exchange Act or incorporates it by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|-------------------------------------|
| 99.1 | Press Release dated April 10, 2017. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NCI BUILDING SYSTEMS, INC.

By: /s/ Todd R. Moore
Todd R. Moore
Executive Vice President, General Counsel and
Secretary

Date: April 10, 2017

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|-------------------------------------|
| 99.1 | Press Release dated April 10, 2017. |