

Builders FirstSource, Inc.
Form SC 13D/A
July 30, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

BUILDERS FIRSTSOURCE, INC.

(Name of Issuer)

Common stock, par value \$0.01 per share

(Title of Class of Securities)

12008R-10-7

(CUSIP Number)

JLL Building Holdings, LLC

450 Lexington Avenue, 31st Floor

New York, New York 10017

(212) 286-8600

Attention: Paul S. Levy

With copies to:

Robert B. Pincus, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

One Rodney Square, P.O. Box 636

Wilmington, Delaware 19899-0636

(302) 651-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 29, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 12008R-10-7

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 JLL Building Holdings, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY ☐ None
8 SHARED VOTING POWER

OWNED BY

EACH
REPORTING ☐ 24,344,584*
9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

24,344,584*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,344,584*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.5%

14 TYPE OF REPORTING PERSON

OO

* Represents the shares of Common Stock of the Company that may be deemed to be beneficially owned by JLL Building Holdings, LLC as of July 29, 2015. Together with the shares of Common Stock of the Company that may be deemed to be beneficially owned by the Warburg Pincus Reporting Persons as of such date, the group may be deemed to beneficially own 49,207,850 shares, representing 49.5% of all of the outstanding shares of Common Stock of the Company.

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CUSIP No. 12008R-10-7

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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CUSIP No. 12008R-10-7

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(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

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Delaware
NUMBER OF **7** SOLE VOTING POWER

SHARES

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OWNED BY

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REPORTING ☐ 24,344,584*
9 SOLE DISPOSITIVE POWER

PERSON

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CUSIP No. 12008R-10-7

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 JLL Associates G.P. V, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

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Delaware
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OWNED BY

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SCHEDULE 13D

CUSIP No. 12008R-10-7

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul S. Levy
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY ☐ None
8 SHARED VOTING POWER

OWNED BY

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Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, this Amendment No. 8 to Schedule 13D (this Amendment No. 8) amends the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on March 2, 2006 (the Original Schedule 13D), as amended by Amendment No. 1 thereto filed with the SEC on December 8, 2006 (Amendment No. 1), Amendment No. 2 thereto filed with the SEC on March 14, 2008 (Amendment No. 2), Amendment No. 3 thereto filed with the SEC on September 1, 2009 (Amendment No. 3), Amendment No. 4 thereto filed with the SEC on October 23, 2009 (Amendment No. 4), Amendment No. 5 thereto filed with the SEC on January 22, 2010 (Amendment No. 5), Amendment No. 6 thereto filed with the SEC on June 24, 2010 (Amendment No. 6), and Amendment No. 7 thereto filed with the SEC on April 15, 2015 (Amendment No. 7) (the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, and this Amendment No. 8, are collectively referred to herein as the Schedule 13D).

Item 2. Identity and Background

Item 2(a) is hereby amended and supplemented by adding the following at the end thereof:

This Amendment No. 8 is filed by JLL Building Holdings, LLC, a Delaware limited liability company (JLL Holdings); JLL Partners Fund V, L.P., a Delaware limited partnership (JLL Fund V) and the sole member of JLL Holdings; JLL Associates V, L.P., a Delaware limited partnership (JLL Associates V) and the general partner of JLL Fund V; JLL Associates G.P. V, L.L.C., a Delaware limited liability company (JLL Associates G.P.) and the general partner of JLL Associates V; and Mr. Paul S. Levy, the sole member of JLL Associates G.P. (JLL Holdings, JLL Fund V, JLL Associates V, JLL Associates G.P., and Mr. Levy collectively being the JLL Reporting Persons). Except as specifically amended by this Amendment No. 8, items in the Schedule 13D are unchanged.

The agreement among the JLL Reporting Persons to file this Schedule 13D jointly in accordance with rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, is attached hereto as Exhibit A.

Information in this Amendment No. 8 with respect to each of the JLL Reporting Persons is given solely by that particular JLL Reporting Person, and none of the Warburg Pincus Reporting Persons has any responsibility for the accuracy or completeness of information with respect to the JLL Reporting Persons. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

On July 29, 2015, an affiliate of JLL Holdings entered into a letter agreement (the Lock-Up Agreement) with the underwriters of the previously announced public offering by the Company of 8,000,000 shares of Common Stock of the Company and

secondary offering by Warburg Pincus Fund IX of 4,000,000 shares of Common Stock of the Company. In connection with the offering, the underwriters have also exercised an option granted pursuant to the Underwriting Agreement to purchase an additional 1,200,000 and 600,000 shares, respectively. The offering is expected to close on or about July 31, 2015, subject to customary closing conditions.

Pursuant to the Lock-Up Agreement, subject to certain exceptions, JLL Holdings and its affiliates will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, any Common Stock of the Company without, in each case, the prior written consent of Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, and Deutsche Bank Securities Inc. for a period beginning on the date of such Lock-Up Agreement and continuing for sixty (60) days after the date of the final prospectus used to sell shares of Common Stock of the Company pursuant to the underwriting agreement relating to the offering described above.

The foregoing description of the Lock-Up Agreement is qualified in its entirety by reference to the full text of the Lock-Up Agreement, a copy of which is attached hereto as Exhibit B and incorporated by reference herein.

As of the date of this Amendment No. 8, except as set forth in this Schedule 13D, there are no current plans or proposals of the JLL Reporting Persons that relate to or would result in any of the actions identified in Item 4(a) through Item 4(j).

Item 5. Interest in Securities of the Issuer¹

Item 5(a) is hereby amended by changing the reference to the percentage of the outstanding shares of the Company's Common Stock from 24.8% to 24.5%.

Item 5(c) is hereby amended by replacing it in its entirety with the following:

No transactions in the Company's Common Stock were effected by any of the JLL Reporting Persons during the sixty days preceding the date of this Amendment No. 8.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by adding the following at the end thereof:

The information provided in Item 4 of this Amendment No. 4 is incorporated by reference to this Item 6.

¹ Calculation of beneficial ownership is based on 99,326,375 shares of the Company's Common Stock outstanding as of July 20, 2015, as disclosed in a prospectus supplement filed with the SEC on July 27, 2015, by the Company pursuant to Rule 424(b)(3) under the Securities Act.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Agreement, dated as of July 30, 2015.

Exhibit B Lock-Up Agreement, dated July 29, 2015.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2015

JLL BUILDING HOLDINGS, LLC

By JLL Partners Fund V, L.P.

By its General Partner, JLL Associates V, L.P.
By its General Partner, JLL Associates G.P. V,
L.L.C.

/s/ Paul S. Levy
Paul S. Levy, as Managing Member of JLL
Associates G.P. V, L.L.C.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2015

JLL PARTNERS FUND V, L.P.

By its General Partner, JLL Associates V, L.P.
By its General Partner, JLL Associates G.P. V,
L.L.C.

/s/ Paul S. Levy
Paul S. Levy, as Managing Member of JLL
Associates G.P. V, L.L.C.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2015

JLL ASSOCIATES V, L.P.

By its General Partner, JLL Associates G.P. V,
L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Managing Member of JLL
Associates G.P. V, L.L.C.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2015

JLL ASSOCIATES G.P. V, L.L.C.

/s/ Paul S. Levy

Paul S. Levy, as Managing Member

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2015

/s/ Paul S. Levy

Paul S. Levy