

Builders FirstSource, Inc.
Form 4
January 22, 2010

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 *
JLL PARTNERS FUND V LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 LEXINGTON AVE, 31ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2010

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

(Street)
NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	01/21/2010		X	Amount (1) 12,857,143	(A) \$ 3.5 21,809,694.5 (2)	I	By Building Products, LLC (3)
Common Stock, par value \$0.01 per share	01/21/2010		J	Amount (4) 2,534,889.5	(A) \$ 3.5 24,344,584 (2)	I	By JWP LLC (5)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subscription Rights (right to buy)	\$ 3.5	01/21/2010		X	12,857,143 <u>(6)</u>	12/15/2009	01/19/2010	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL PARTNERS FUND V LP 450 LEXINGTON AVE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates V, L.P. 450 LEXINGTON AVE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates G.P. V, L.L.C. 450 LEXINGTON AVE, 31ST FLOOR NEW YORK, NY 10017		X		

Signatures

JLL Partners Fund V, L.P. JLL Associates V, L.P. JLL Associates G.P. V, L.L.C. /s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 01/22/2010
 **Signature of Reporting Person Date

By JLL Associates G.P. V, L.L.C., its general partner, By Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 01/22/2010
 **Signature of Reporting Person Date

Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 01/22/2010
 **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).

(1) These shares of common stock, par value \$0.01 per share, of Builders FirstSource, Inc. (the "Company") were purchased by Building Products, LLC ("Building Products") pursuant to that certain Investment Agreement, dated as of October 23, 2009 (as amended, the "Investment Agreement"), by and among JLL Partners Fund V, L.P., Warburg Pincus Private Equity IX, L.P. and the Company, upon exercise of subscription rights issued pro rata to holders of the Company's common stock as of the close of business on December 14, 2009, to purchase shares of the Company's common stock at a subscription price of \$3.50 per share (the "Rights Offering") under the basic subscription privilege of the Rights Offering.

(2) The reporting persons disclaim beneficial ownership of these securities except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any of the reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) This report is filed jointly by JLL Partners Fund V, L.P., JLL Associates V, L.P. and JLL Associates G.P. V, L.L.C. JLL Partners Fund V, L.P. indirectly beneficially owns 21,809,694.5 shares of common stock of the Company by virtue of its position as a member of Building Products and pursuant to the Amended and Restated Limited Liability Company Agreement of Building Products. JLL Associates V, L.P. is the general partner of JLL Partners Fund V, L.P. JLL Associates G.P. V, L.L.C. is the general partner of JLL Associates V, L.P.

(4) These shares of common stock of the Company were acquired pursuant to the provisions of the Investment Agreement that obligated JLL Partners Fund V, L.P. to cause JWP LLC to exchange \$48.909 million in aggregate principal amount of the Second Priority Senior Secured Floating Notes due 2012 of the Company held by JWP LLC. On January 21, 2010, upon the closing of the Company's debt exchange, after the allocation of shares of the Company's common stock in accordance with the proration required in the debt exchange, JWP LLC received, on behalf of JLL Partners Fund V, L.P., 2,534,889.5 shares of the Company's common stock in the debt exchange at an exchange price per share of \$3.50 and \$40,036,886.16 in cash.

(5) JLL Partners Fund V, L.P., indirectly beneficially owns 2,534,889.5 shares of common stock of the Company by virtue of its position as a member of JWP LLC and pursuant to the Amended and Restated Limited Liability Company Agreement of JWP LLC. JLL Associates V, L.P. is the general partner of JLL Partners Fund V, L.P. JLL Associates G.P. V, L.L.C. is the general partner of JLL Associates V, L.P.

(6) These subscription rights were exercised by JLL Partners Fund V, L.P. pursuant to the Investment Agreement under its basic subscription privilege in the Rights Offering, as described above in Footnote 1.

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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