

Builders FirstSource, Inc.
Form 8-K
September 20, 2005

Table of Contents

**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): September 16, 2005

Builders FirstSource, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-51357

(Commission File Number)

52-2084569

(IRS Employer Identification No.)

2001 Bryan Street, Suite 1600, Dallas, Texas 75201

(Address of Principal Executive Offices, Including Zip Code)

(214) 880-3500

(Registrant's Telephone Number, Including Area Code)

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))
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TABLE OF CONTENTS

ITEM 1.01. Entry into a Material Definitive Agreement.

ITEM 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

ITEM 7.01. Regulation FD Disclosure.

ITEM 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EX-99.1: NEWS RELEASE

Table of Contents

ITEM 1.01. *Entry into a Material Definitive Agreement.*

The information provided in the first and second paragraphs of Item 5.02 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 1.01.

ITEM 5.02. *Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers*

(d) On September 16, 2005, the Board of Directors (the Board) of Builders FirstSource, Inc. (the Company) increased the size of the Board from 6 members to 7 members and elected Mr. Cleveland A. Christophe to our Board as a Class III Director, to hold office until the 2008 annual meeting of the Company's stockholders or until his successor has been duly elected or qualified. Mr. Christophe will receive compensation in accordance with policies and procedures previously approved by the Board for independent directors of the Company.

Per those policies, independent directors receive the following compensation: (a) an annual cash retainer of \$20,000; (b) a grant under the Company's 2005 Equity Incentive Plan of restricted shares of common stock with a value at the time of issuance of approximately \$20,000 per year for each year of service as a director (pursuant to the Form of Builders FirstSource, Inc. 2005 Equity Incentive Plan Restricted Stock Award Agreement, incorporated by reference herein from Exhibit 10 to the Company's Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2005); (c) a fee of \$1,000 per day for each meeting of the Board (or committee thereof) attended; and (d) an annual cash retainer of \$5,000 for each committee on which they serve.

Mr. Christophe will serve as a member of the Audit Committee (Audit Committee) of the Board. In connection with the appointment of Mr. Christophe to the Board and in order to meet the requirement of the NASDAQ National Market listing standards that the Audit Committee have a majority of independent directors, Mr. Brett N. Milgrim has resigned as a member of the Audit Committee. Mr. Milgrim remains a Class I Director.

ITEM 7.01. *Regulation FD Disclosure.*

On September 20, 2005, the Company issued the news release attached as Exhibit 99.1 hereto announcing the election of Mr. Christophe to the Company's Board of Directors.

ITEM 9.01. *Financial Statements and Exhibits.*

(c) Exhibits.

See Exhibit Index.

Table of Contents

SIGNATURES

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.

BUILDERS FIRSTSOURCE, INC.

By: /s/ Donald F. McAleenan

Name: Donald F. McAleenan

Title: Senior Vice President, General Counsel and
Secretary

Dated: September 20, 2005

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | News Release Reporting the Election of Mr. Christophe to the Board of Directors, issued by Builders FirstSource, Inc. on September 20, 2005 |