

GGC Opportunity Fund Management GP, Ltd.
 Form 3
 November 23, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GGC Opportunity Fund Management GP, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O GOLDEN GATE PRIVATE EQUITY, INC.,Â ONE EMBARCADERO CENTER, 39TH FLOOR</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94111</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/16/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NCI BUILDING SYSTEMS INC [NCS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, \$0.01 par value	2,241,786.43 <u>(5)</u> <u>(6)</u>	I	See notes <u>(1)</u> <u>(2)</u>
Common stock, \$0.01 par value	16,674,867.4 <u>(5)</u> <u>(6)</u>	I	See note <u>(3)</u>
Common stock, \$0.01 par value	64,535.31 <u>(5)</u> <u>(6)</u>	I	See note <u>(4)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GGC Opportunity Fund Management GP, Ltd. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
GGCOF EXECUTIVE CO-INVEST, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
GGCOF IRA CO-INVEST, L.P. C/O GOLDEN GATE PRIVATE EQUITY, INC. ONE EMBARCADERO CENTER, 39TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^

Signatures

/s/ David Dominik, a Director of GGC Opportunity Fund Management GP, Ltd.	11/23/2018
__Signature of Reporting Person	Date
/s/ David Thomas, a Manager of GGC Atrium Window Holdings, LLC	11/23/2018
__Signature of Reporting Person	Date
/s/ David Thomas, a Manager of GGC BP Holdings, LLC	11/23/2018
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Shares are directly held by AIC Finance Partnership, L.P. ("AIC"). Each of Golden Gate Capital Opportunity Fund, L.P. ("GGCOF"), Golden Gate Capital Opportunity Fund-A, L.P. ("GGCOF-A"), GGCOF Co-Invest, L.P. ("GGCOF Co-Invest"), GGCOF Co-Invest IRA, L.P. ("IRA Co-Invest") and GGCOF Executive Co-Invest, L.P. ("Executive Co-Invest" and, together with GGCOF, GGCOF-A, GGCOF (1) Co-Invest and IRA Co-Invest, the "Funds") have an indirect pecuniary interest in AIC. GGCOF Co-Invest Management, L.P. ("GGCOF Third Party Co-Invest") is the general partner of each of GGCOF Co-Invest, IRA Co-Invest and Executive Co-Invest. GGC Opportunity Fund Management, L.P. ("Management GP") is the general partner of each of GGCOF, GGCOF-A and GGCOF Third Party Co-Invest, and GGC Opportunity Fund Management GP, Ltd.

(2) (Continued from Footnote 1) ("Ultimate GP") is the general partner of Management GP. Ultimate GP is governed by its board of directors. Each of the Funds, GGCOF Third Party Co-Invest, Management GP and Ultimate GP disclaim beneficial ownership of these

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shares except to the extent of their respective pecuniary interests therein.

Shares are directly held by Atrium Intermediate Holdings, LLC ("Atrium Intermediate"). Atrium Window Holdings, LLC ("Atrium Holdings") and Atrium Window Parent, LLC ("Atrium Parent") are the members of Atrium Intermediate. Atrium Parent is the controlling unitholder of Atrium Holdings. GGC Atrium Window Holdings, LLC ("GGC Atrium") is the controlling unitholder of Atrium Parent.

- (3) GGC BP Holdings, LLC ("GGC BP") is the controlling unitholder of GGC Atrium. The Funds collectively hold all of the equity interests of GGC BP. Each of Funds, GGCOF Third Party Co-Invest, Management GP and Ultimate GP disclaim beneficial ownership of these shares except to the extent of their respective pecuniary interests therein.
- (4) Shares are directly held by GGC BP. Each of the Funds, GGCOF Third Party Co-Invest, Management GP and Ultimate GP disclaim beneficial ownership of these shares except to the extent of their respective pecuniary interests therein.

On July 17, 2018, NCI Building Systems, Inc. (the "Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Ply Gem Parent, LLC a Delaware limited liability company ("Ply Gem"), and for certain limited purposes set forth in the Merger Agreement, Clayton, Dubilier & Rice, LLC, a Delaware limited liability company.. Pursuant to the terms of the Merger Agreement, at the closing of the merger, Ply Gem was merged with and into the Issuer with the Issuer continuing its existence as a corporation organized under the laws of the State of Delaware (the "Merger"). As consideration to the holders ("Holders") of Ply Gem's LLC interests (the "LLC Interests") as of immediately prior to the closing of the Merger, at the closing of the Merger, the LLC Interests were converted into the right of the Holders to receive, in the aggregate with respect to all such interests, 58,709,067 shares of Common Stock (collectively, the "Aggregate Merger Consideration"),

- (5) (Continued from Footnote 5) with each Holder being entitled to receive its pro rata share of the Aggregate Merger Consideration (the "Stock Issuance"). Each of Atrium Intermediate and GGC BP were Holders prior to the Merger. Pursuant to the terms of the Merger Agreement, following a Special Meeting of the Issuer's shareholders held on November 15, 2018, the Issuer's shareholders approved (i) the Merger Agreement and (ii) and the Stock Issuance. The Merger was consummated on November 16, 2018.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

FormÂ 2Â ofÂ 2.

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.