

Builders FirstSource, Inc.
Form 4
March 10, 2017

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 Building Holdings, LLC

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)
C/O JLL PARTNERS, INC., 450
LEXINGTON AVENUE, 31ST
FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2017

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

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
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/08/2017		S		10,000,000	D	\$ 14.51
					14,344,584	I	

See footnote (1)

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL Building Holdings, LLC C/O JLL PARTNERS, INC. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL PARTNERS FUND V LP 450 LEXINGTON AVE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates V, L.P. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		
JLL Associates G.P. V, L.L.C. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		

Signatures

JLL Building Holdings, LLC, JLL Partners Fund V, L.P., JLL Associates V, L.P., JLL Associates G.P. V, L.L.C. /s/ Daniel Agroskin, Authorized Signatory of JLL Associates G.P. V, L.L.C.	03/10/2017
**Signature of Reporting Person	Date
JLL Partners Fund V, L.P., JLL Associates V, L.P., JLL Associates G.P. V, L.L.C. /s/ Daniel Agroskin, Authorized Signatory of JLL Associates G.P. V, L.L.C.	03/10/2017
**Signature of Reporting Person	Date
JLL Associates V, L.P., JLL Associates G.P. V, L.L.C. /s/ Daniel Agroskin, Authorized Signatory of JLL Associates G.P. V, L.L.C.	03/10/2017

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__Signature of Reporting Person

Date

JLL Associates G.P. V, L.L.C. /s/ Daniel Agroskin, Authorized Signatory

03/10/2017

__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).

This report is filed jointly by JLL Building Holdings, LLC ("JLL Holdings"); JLL Partners Fund V, L.P., the sole member of JLL Holdings; JLL Associates V, L.P., the general partner of JLL Fund V, L.P.; and JLL Associates G.P. V, L.L.C., the general partner of JLL Associates V, L.P. (the "Reporting Persons"). JLL Holdings is the direct owner of 14,344,584 shares of common stock, par value \$0.01

- (1) per share, of Builders FirstSource, Inc. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), JLL Partners Fund V, L.P., JLL Associates V, L.P., and JLL Associates G.P. V, L.L.C. may be deemed to be the beneficial owners of any securities that may be beneficially owned by JLL Holdings. However, the foregoing Reporting Persons disclaim beneficial ownership of these securities, except to the extent of any pecuniary interest therein.

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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