

Installed Building Products, Inc.
Form 4
June 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cetus Capital II, LLC

2. Issuer Name and Ticker or Trading Symbol
Installed Building Products, Inc.
[IBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8 SOUND SHORE DRIVE, SUITE 303

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2014

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

GREENWICH, CT 06830

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	06/17/2014		S		3,300,000	D	
					\$ 11.875		See footnote
					(1)		(2)
					1,692,000	I	

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

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SEC 1474 (9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Cetus Capital II, LLC 8 SOUND SHORE DRIVE, SUITE 303 GREENWICH, CT 06830				Former 10% owner
Littlejohn Fund IV, L.P. 8 SOUND SHORE DRIVE, SUITE 303 GREENWICH, CT 06830				Former 10% owner
Littlejohn Associates IV, L.L.C. 8 SOUND SHORE DRIVE, SUITE 303 GREENWICH, CT 06830				Former 10% owner

Signatures

/s/ Steven G. Raich - as Managing Director of Cetus Capital II, LLC	06/19/2014
__Signature of Reporting Person	Date
/s/ Steven G. Raich - as Manager of Littlejohn Fund IV, L.P.	06/19/2014
__Signature of Reporting Person	Date
/s/ Steven G. Raich - as Manager of Littlejohn Associates IV, L.L.C.	06/19/2014
__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) The price represents the public offering price of \$12.50 per share, net of underwriting discounts of \$0.625 per share.
 - (2) Cetus Capital II, LLC, a Delaware limited liability company, or Cetus II, is the direct holder of these shares. Littlejohn Fund IV, L.P., or Fund IV, as the sole member of Cetus II, and Littlejohn Associates IV, L.L.C., or Associates IV, the general partner of Fund IV, may each be deemed to be the indirect beneficial owner of these shares. Each of Fund IV and Associates IV disclaim beneficial ownership of these

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securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. Steven G. Raich, a manager of Associates IV, has never had, and does not have, any pecuniary interest in any of the shares held by Cetus II.

Remarks:

This report is filed jointly by Cetus Capital II, LLC, Littlejohn Fund IV, L.P. and Littlejohn Associates IV, L.L.C.

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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