

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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<br>C/O JLL PARTNERS, INC.<br>450 LEXINGTON AVENUE, 31ST FLOOR<br>NEW YORK, NY 10017 |               | X         |         |       |
| JLL PARTNERS FUND V LP<br>450 LEXINGTON AVE, 31ST FLOOR<br>NEW YORK, NY 10017                                  |               | X         |         |       |
| JLL Associates V, L.P.<br>450 LEXINGTON AVE, SUITE 3350<br>NEW YORK, NY 10017                                  |               | X         |         |       |
| JLL Associates G.P. V, L.L.C.<br>450 LEXINGTON AVE, SUITE 3350<br>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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