

JLL PARTNERS FUND V LP
 Form 4
 September 08, 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 LLC, 450
 LEXINGTON AVENUE, 31ST
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/06/2017

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

(Street)
 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	09/06/2017		S		13,482,177	D	\$ 16.17
					862,407	I	
Common Stock, par value \$0.01 per share	09/06/2017		J ⁽³⁾		862,407	D	<u>(3)</u> 0
					0	I	

See footnote (1) (2)

See footnote (1) (2)

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

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(9-02)

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 Beneficially (Instr. 3, 4, and 5)
				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 LLC 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.

09/08/2017

**Signature of Reporting Person

Date

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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.	09/08/2017
**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.	09/08/2017
**Signature of Reporting Person	Date
JLL Associates G.P. V, L.L.C. /s/ Daniel Agroskin, Authorized Signatory of JLL Associates G.P. V, L.L.C.	09/08/2017
**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 Fund V"); JLL Associates V, L.P., the general partner of JLL Fund V (the "General Partner"); and JLL Associates G.P. V, L.L.C., the general partner of the General Partner (collectively, the "Reporting Persons"). JLL Holdings was previously the direct owner of 14,344,584 shares of common stock, par value \$0.01 per share ("Shares"), of Builders FirstSource, Inc. (the "Company"). By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), JLL Fund V, the General Partner 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. (continued in footnote 2)

(1) However, the foregoing Reporting Persons disclaim beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Exchange Act or for any other purpose.

(2) On September 6, 2017, JLL Holdings agreed to effect a pro rata distribution of 862,407 Shares to its sole member, JLL Fund V, for no consideration and in lieu of participation in the sale of Shares reported above. Immediately following receipt of such distribution, JLL Fund V intends to effect a pro rata distribution of such Shares to its general partner and certain of its limited partners, for no consideration. None of the recipients of Shares in such pro rata distributions were direct or indirect participants in the sale of Shares reported above.

(3) 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.