

NCI BUILDING SYSTEMS INC
Form SC 13D/A
September 17, 2010

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

SCHEDULE 13D

(Amendment No. 3)

Under the Securities Exchange Act of 1934

NCI Building Systems, Inc.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
628852204
(CUSIP Number)
Clayton, Dubilier & Rice Fund VIII, L.P.
c/o Clayton, Dubilier & Rice, LLC
Attention: Theresa A. Gore
375 Park Ave, New York NY 10152
(212) 407-5227

Copy to:

Steven J. Slutzky
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909 6000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 15, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 628852204

NAMES OF REPORTING PERSONS

1

Clayton, Dubilier & Rice Fund VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK I0046 DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 43,549,266 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

43,549,266 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

43,549,266 (see Item 5)(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

68.9%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

- (1) Clayton, Dubilier & Rice Fund VIII, L.P. (Fund VIII) holds 271,816.4702 shares of a class of convertible preferred stock, par value \$1.00 per share, of NCI Building Systems, Inc., a Delaware corporation (the Company or the Issuer), designated the Series B Cumulative Convertible Participating Preferred Stock (the Preferred Stock, and shares thereof, the Preferred Shares). Each Preferred Share is entitled to vote with holders of shares of common stock, par value \$0.01 per share (Common Stock and shares thereof, the Common Shares), of the Issuer on an as-converted basis (without taking into account any limitations on convertibility that may then be applicable). Fund VIII's voting percentage is 68.9%, calculated using a fraction, the numerator of which is 43,549,266 (representing (i) 271,816.4702 Preferred Shares held by Fund VIII, voted on an as-converted basis, and (ii) \$5,766,548.54 of dividend accrued for the period between October 21, 2010 and December 29, 2010 (such cash dividend, the Fund VIII Cash Dividend and such period, the Cash Dividend Period), voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split (defined below)), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend (defined below) and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

On February 19, 2010, at a meeting duly called by the Issuer, the shareholders of the Issuer approved a reverse stock split of the Common Stock (the Reverse Stock Split). On the same date, the Board of Directors of the Issuer (the Board) approved a ratio for the Reverse Stock Split of 1-for-5. The Reverse Stock Split became effective on March 5, 2010.

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 271,816.4702 Preferred Shares held by Fund VIII and (ii) the Fund VIII Cash Dividend, could be converted within 60 days of the date hereof.

Preferred Shares. 249,651 Preferred Shares were issued to Fund VIII in a private offering (the Investment) pursuant to an Investment Agreement, dated August 14, 2009, as amended (the Investment Agreement), which closed on October 20, 2009. Effective January 4, 2010, Fund VIII transferred 282 shares of Preferred Stock, equivalent to 44,243 shares of Common Stock on an as-converted basis and after giving effect to the Reverse Stock Split, to CD&R Friends & Family Fund VIII, L.P. (F&F Fund VIII). 6,346.1178 shares of Preferred Stock convertible into 995,626 shares of Common Stock have accrued to Fund VIII as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations, Preferences and Rights of the Preferred Stock (the Certificate of Designations) for the period from December 30, 2009 to March 15, 2010. 7,951.9087 shares of Preferred Stock convertible into 1,247,554 shares of Common Stock that represent (i) the dividend accrual to Fund VIII as a holder of Preferred Stock pursuant to the Certificate of Designations for the period from March 16, 2010 to June 15, 2010 and (ii) a 3% increase in the dividend rate for the period from March 15, 2010 to March 17, 2010 (date on which the dividend for the period ending March 15, 2010 was paid) have accrued to Fund VIII pursuant to the Certificate of Designations. 8,149.4437 shares of Preferred Stock convertible into 1,278,545 shares of Common Stock have accrued to Fund VIII as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010.

Fund VIII Cash Dividend. \$5,766,548.54 has accrued to Fund VIII as cash dividends payable to Fund VIII pursuant to the Certificate of Designations for the Cash Dividend Period. Pursuant to the Certificate of Designations, until such Fund VIII Cash Dividend is paid in cash, such dividend will be convertible into 904,699 shares of Common Stock. The Company has not yet paid the Fund VIII Cash Dividend because the Company's Amended Credit Agreement and Asset-Based Lending (ABL) Facility restrict its ability to pay cash dividends until the first quarter of fiscal 2011 under the Amended Credit Agreement and until October 20, 2010 under the ABL Facility, except for certain specified purposes.

- (3) This percentage is calculated using a fraction, the numerator of which is 43,549,266 (representing (i) 271,816.4702 Preferred Shares held by Fund VIII, voted on an as-converted basis, and (ii) the Fund VIII Cash Dividend, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

CUSIP No. 628852204

NAMES OF REPORTING PERSONS

1

CD&R Friends & Family Fund VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

109,009 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

109,009 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

109,009 (see Item 5)(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.2%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

- (1) F&F Fund VIII holds 686.7690 shares of Preferred Stock of the Issuer. Each Preferred Share is entitled to vote with holders of shares of Common Stock of the Issuer on an as-converted basis (without taking into account any limitations on convertibility that may then be applicable). F&F Fund VIII's voting percentage is 0.2%, calculated using a fraction, the numerator of which is 109,009 (representing (i) 686.7690 Preferred Shares held by F&F Fund VIII, voted on an as-converted basis, and (ii) \$8,061.46 of dividend accrued for the Cash Dividend Period (the F&F Fund VIII Cash Dividend and together with the Fund VIII Cash Dividend, the Total Cash Dividend), voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).
- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 686.7690 Preferred Shares held by F&F Fund VIII and (ii) the F&F Fund VIII Cash Dividend, could be converted within 60 days of the date hereof.

Preferred Shares. 349 Preferred Shares were issued to F&F Fund VIII pursuant to the Investment Agreement. Effective January 4, 2010, Fund VIII transferred 282 shares of Preferred Stock, equivalent to 44,243 shares of Common Stock on an as-converted basis and after giving effect to the Reverse Stock Split, to F&F Fund VIII. 15.46377 shares of Preferred Stock convertible into 2,426 shares of Common Stock have accrued to F&F Fund VIII as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from December 30, 2009 to March 15, 2010. 19.9051 shares of Preferred Stock convertible into 3,123 shares of Common Stock that represent (i) the dividend accrual to F&F Fund VIII as a holder of Preferred Stock pursuant to the Certificate of Designations for the period from March 15, 2010 to June 15, 2010 and (ii) a 3% increase in the dividend rate for the period from March 15, 2010 to March 17, 2010 (date on which the dividend for the period ending March 15, 2010 was paid) have accrued to F&F Fund VIII pursuant to the Certificate of Designations. 20.4001 shares of Preferred Stock convertible into 3,201 shares of Common Stock have accrued to F&F Fund VIII as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010.

F&F Fund VIII Cash Dividend. \$8,061.46 has accrued to F&F Fund VIII as cash dividends payable to F&F Fund VIII pursuant to the Certificate of Designations for the Cash Dividend Period. Pursuant to the Certificate of Designations, until such F&F Fund VIII Cash Dividend is paid in cash, such dividend will be convertible into 1,264 shares of Common Stock. The Company has not yet paid the F&F Fund VIII Cash Dividend because the Company's Amended Credit Agreement and ABL Facility restrict its ability to pay cash dividends until the first quarter of fiscal 2011 under the Amended Credit Agreement and until October 20, 2010 under the ABL Facility, except for certain specified purposes.

- (3) This percentage is calculated using a fraction, the numerator of which is 107,745 (representing (i) 686.7690 Preferred Shares held by F&F Fund VIII, voted on an as-converted basis, and (ii) the F&F Fund VIII Cash Dividend, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

CUSIP No. 628852204

NAMES OF REPORTING PERSONS

1

CD&R Associates VIII, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 43,658,276 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

43,658,276 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

43,658,276 (see Item 5)(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

69.0%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

- (1) CD&R Associates VIII, Ltd. may be deemed to beneficially own Common Shares of the Issuer because it is the general partner of Fund VIII and F&F Fund VIII (the CD&R Funds). The CD&R Funds hold 272,503.2392 shares of Preferred Stock. Each Preferred Share is entitled to vote with holders of shares of Common Stock of the Issuer on an as-converted basis (without taking into account any limitations on convertibility that may then be applicable). The CD&R Funds voting percentage is 69.0%, calculated using a fraction, the numerator of which is 43,658,276 (representing (i) 272,503.2392 Preferred Shares held by the CD&R Funds, voted on an as-converted basis, and (ii) \$5,774,610.00 of Total Cash Dividend accrued for the Cash Dividend Period, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,244,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).
- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 272,503.2392 Preferred Shares held by the CD&R Funds and (ii) the Total Cash Dividend, could be converted within 60 days of the date hereof.

Preferred Shares. 250,000 Preferred Shares were issued to the CD&R Funds pursuant to the Investment Agreement. 6,361.58152 shares of Preferred Stock convertible into 998,052 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from December 30, 2009 to March 15, 2010. 7,971.8138 shares of Preferred Stock convertible into 1,250,677 shares of Common Stock that represent (i) the dividend accrual to the CD&R Funds as holders of Preferred Stock pursuant to the Certificate of Designations for the period from March 16, 2010 to June 15, 2010, and (ii) a 3% increase in the dividend rate for the period from March 15, 2010 to March 17, 2010 (date on which the dividend for the period ending March 15, 2010 was paid) have accrued to the CD&R Funds pursuant to the Certificate of Designations. 8,169.8438 shares of Preferred Stock convertible into 1,281,746 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010.

Total Cash Dividend. \$5,774,610 has accrued to the CD&R Funds as cash dividends payable to the CD&R Funds pursuant to the Certificate of Designations for the Cash Dividend Period. Pursuant to the Certificate of Designations, until such Total Cash Dividend is paid in cash, such dividend will be convertible into 905,963 shares of Common Stock. The Company has not yet paid the Total Cash Dividend because the Company's Amended Credit Agreement and ABL Facility restrict its ability to pay cash dividends until the first quarter of fiscal 2011 under the Amended Credit Agreement and until October 20, 2010 under the ABL Facility, except for certain specified purposes.

- (3) This percentage is calculated using a fraction, the numerator of which is 43,658,276 (representing (i) 272,503.2392 Preferred Shares held by the CD&R Funds, voted on an as-converted basis, and (ii) \$5,774,610.00 of Total Cash Dividend accrued for the Cash Dividend Period, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

CUSIP No. 628852204

NAMES OF REPORTING PERSONS

1

CD&R Associates VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 43,658,276 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

43,658,276 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

43,658,276 (see Item 5)(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

69.0%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

- (1) CD&R Associates VIII, L.P. may be deemed to beneficially own Common Shares of the Issuer because it is the sole shareholder of CD&R Associates VIII, Ltd., the general partner of the CD&R Funds. The CD&R Funds hold 272,503.2392 shares of Preferred Stock. Each Preferred Share is entitled to vote with holders of shares of Common Stock of the Issuer on an as-converted basis (without taking into account any limitations on convertibility that may then be applicable). The CD&R Funds voting percentage is 69.0% calculated using a fraction, the numerator of which is 43,658,276 (representing (i) 272,503.2392 Preferred Shares held by the CD&R Funds, voted on an

as-converted basis, and (ii) \$5,774,610.00 of Total Cash Dividend accrued for the Cash Dividend Period, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 272,503.2392 Preferred Shares held by the CD&R Funds and (ii) the Total Cash Dividend,

could be converted within 60 days of the date hereof.

Preferred Shares. 250,000 Preferred Shares were issued to the CD&R Funds pursuant to the Investment Agreement. 6,361.58152 shares of Preferred Stock convertible into 998,052 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from December 30, 2009 to March 15, 2010. 7,971.8138 shares of Preferred Stock convertible into 1,250,677 shares of Common Stock that represent (i) the dividend accrual to the CD&R Funds as holders of Preferred Stock pursuant to the Certificate of Designations for the period from March 16, 2010 to June 15, 2010

and (ii) a 3% increase in the dividend rate for the period from March 15, 2010 to March 17, 2010 (date on which the dividend for the period ending March 15, 2010 was paid) have accrued to the CD&R Funds pursuant to the Certificate of Designations. 8,169.8438 shares of Preferred Stock convertible into 1,281,746 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010.

Total Cash

Dividend.

\$5,774,610 has accrued to the CD&R Funds as cash dividends payable to the CD&R Funds pursuant to the Certificate of Designations for the Cash Dividend Period.

Pursuant to the Certificate of Designations, until such Total Cash Dividend is paid in cash, such dividend will be convertible into 905,963 shares of Common Stock. The Company has not yet paid the Total Cash Dividend because the Company's Amended Credit Agreement and ABL Facility restrict its ability to pay cash dividends until the first quarter of fiscal 2011 under the Amended Credit Agreement and until October 20, 2010 under the ABL Facility, except for certain specified purposes.

- (3) This percentage is calculated using a fraction, the numerator of which is 43,658,276 (representing (i) 272,503.2392 Preferred Shares held by the CD&R Funds, voted on an as-converted basis, and (ii) \$5,774,610.00 of Total Cash

Dividend
accrued for the
Cash Dividend
Period, voted on
an as converted
basis, in each
case, after giving
effect to the
Reverse Stock
Split), and the
denominator of
which is
63,224,823
(calculated by
adding the
number of
outstanding
shares of
Common Stock
as of
September 15,
2010, which is
19,566,547, plus
the Total Cash
Dividend and the
total number of
Preferred Shares
outstanding, each
voted on an
as-converted
basis, which is
43,658,276).

CUSIP No. 628852204

NAMES OF REPORTING PERSONS

1

CD&R Investment Associates VIII, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 43,658,276 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

43,658,276 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

43,658,276 (see Item 5)(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

69.0%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

- (1) CD&R Investment Associates VIII, Ltd. may be deemed to beneficially own Common Shares of the Issuer because it is the general partner of CD&R Associates VIII, L.P., which is the sole shareholder of CD&R Associates VIII, Ltd., the general partner of the CD&R Funds. The CD&R Funds hold 272,503.2392 shares of Preferred Stock. Each Preferred Share is entitled to vote with holders of shares of Common Stock of the Issuer on an as-converted basis (without taking into account any limitations on convertibility that may then be applicable). The CD&R Funds voting percentage is 69.0%, calculated using a fraction, the numerator of which is 43,658,276

(representing
(i) 272,503.2392
Preferred Shares
held by the
CD&R Funds,
voted on an
as-converted
basis, and (ii)
\$5,774,610.00 of
Total Cash
Dividend
accrued for the
Cash Dividend
Period, voted on
an as converted
basis, in each
case, after giving
effect to the
Reverse Stock
Split), and the
denominator of
which is
63,224,823
(calculated by
adding the
number of
outstanding
shares of
Common Stock
as of
September 15,
2010, which is
19,566,547, plus
the Total Cash
Dividend and the
total number of
Preferred Shares
outstanding, each
voted on an
as-converted
basis, which is
43,658,276).

- (2) Represents the
number of
available,
unreserved and
unissued shares
of Common
Stock into which
(i) the

272,503.2392
Preferred Shares
held by the
CD&R Funds
and (ii) the Total
Cash Dividend,
could be
converted within
60 days of the
date hereof.

*Preferred
Shares.* 250,000
Preferred Shares
were issued to
the CD&R Funds
pursuant to the
Investment
Agreement.

6,361.58152
shares of
Preferred Stock
convertible into
998,052 shares
of Common
Stock have
accrued to the
CD&R Funds as
dividends
payable to
holders of
Preferred Stock
pursuant to the
Certificate of
Designations for
the period from
December 30,
2009 to
March 15, 2010.

7,971.8138
shares of
Preferred Stock
convertible into
1,250,677 shares
of Common
Stock that
represent (i) the
dividend accrual
to the CD&R
Funds as holders
of Preferred

Stock pursuant to the Certificate of Designations for the period from March 16, 2010 to June 15, 2010 and (ii) a 3% increase in the dividend rate for the period from March 15, 2010 to March 17, 2010 (date on which the dividend for the period ending March 15, 2010 was paid) have accrued to the CD&R Funds pursuant to the Certificate of Designations. 8,169.8438 shares of Preferred Stock convertible into 1,281,746 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010.

Total Cash

Dividend.

\$5,774,610 has accrued to the CD&R Funds as cash dividends payable to the

CD&R Funds pursuant to the Certificate of Designations for the Cash Dividend Period. Pursuant to the Certificate of Designations, until such Total Cash Dividend is paid in cash, such dividend will be convertible into 905,963 shares of Common Stock. The Company has not yet paid the Total Cash Dividend because the Company's Amended Credit Agreement and ABL Facility restrict its ability to pay cash dividends until the first quarter of fiscal 2011 under the Amended Credit Agreement and until October 20, 2010 under the ABL Facility, except for certain specified purposes.

- (3) This percentage is calculated using a fraction, the numerator of which is 43,658,276 (representing (i) 272,503.2392 Preferred Shares held by the

CD&R Funds, voted on an as-converted basis, and (ii) \$5,774,610.00 of Total Cash Dividend accrued for the Cash Dividend Period, voted on an as converted basis, in each case, after giving effect to the Reverse Stock Split), and the denominator of which is 63,224,823 (calculated by adding the number of outstanding shares of Common Stock as of September 15, 2010, which is 19,566,547, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 43,658,276).

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and supplemented by adding the following:

In accordance with the terms of the Certificate of Designations, since the date of issuance of the Preferred Stock, the Preferred Shares have accrued the following dividends:

Preferred Shares.

- (i) 6,361.5815 shares of Preferred Stock convertible into 998,052 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock for the period from December 30, 2009 to March 15, 2010. Such dividend was declared by the Board and paid to the CD&R Funds on March 17, 2010.
- (ii) 7,971.8138 shares of Preferred Stock convertible into 1,250,677 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock for the period from March 16, 2010 to June 15, 2010. Such dividend was declared by the Board and paid to the CD&R Funds on June 15, 2010.
- (iii) 8,169.8438 shares of Preferred Stock convertible into 1,281,746 shares of Common Stock have accrued to the CD&R Funds as dividends payable to holders of Preferred Stock pursuant to the Certificate of Designations for the period from June 16, 2010 to September 15, 2010. Such dividend was declared by the Board and paid to the CD&R Funds on September 15, 2010.

Total Cash Dividend. \$5,774,610 has accrued to the CD&R Funds as cash dividends payable to the CD&R Funds for the Cash Dividend Period. Until such Total Cash Dividend is paid in cash, such dividend will be convertible into 905,963 shares of Common Stock.

Item 5. Interest in the Securities of the Issuer

(a)

Items 5(a)(i) and (ii) are hereby amended in their entirety to read as follows:

(i) Fund VIII is the beneficial owner of 43,549,266 shares of Common Stock, which it has the right to vote with holders of Common Stock on an as-converted basis pursuant to the Certificate of Designations, without taking into account any limitations on convertibility due to the number of authorized shares available for issuance that may then be applicable. At the initial conversion price of \$1.2748 (or 6.3740 after giving effect to the Reverse Stock Split), Fund VIII's voting interest is approximately 68.9% of the voting power of the Company.

(ii) F&F Fund VIII is the beneficial owner of 109,009 shares of Common Stock, which it has the right to vote with holders of Common Stock on an as-converted basis pursuant to the Certificate of Designations, without taking into account any limitations on convertibility due to the number of authorized shares available for issuance that may then be applicable. At the initial conversion price of \$1.2748 (or 6.3740 after giving effect to the Reverse Stock Split), F&F Fund VIII's voting interest is approximately 0.2% of the voting power of the Company.

Item 7. Material to be filed as exhibits.

Item 7 is hereby amended and supplemented by adding the following:

Exhibit

Number	Description of Exhibit
1.	Joint Filing Agreement, dated as of September 16, 2010 by and between Clayton, Dubilier & Rice Fund VIII, L.P., CD&R Friends & Family Fund VIII, L.P., CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date September 16, 2010

CLAYTON, DUBILIER & RICE FUND VIII, L.P.

By: CD&R Associates VIII, Ltd.,
its general partner

/s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and Assistant
Secretary

CD&R FRIENDS & FAMILY FUND VIII, L.P.

By: CD&R Associates VIII, Ltd.,
its general partner

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and
Assistant Secretary

CD&R ASSOCIATES VIII, LTD.

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and
Assistant Secretary

CD&R ASSOCIATES VIII, L.P.

By: CD&R Investment Associates VIII, Ltd., its
general
partner

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and
Assistant Secretary

CD&R INVESTMENT ASSOCIATES VIII, LTD.

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title:

Vice President, Treasurer and
Assistant Secretary