

PGT, Inc.
Form 4
December 13, 2013

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 Associates G.P. IV, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
PGT, Inc. [PGTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 LEXINGTON AVE., 31ST FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
See Remarks

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/12/2013		J ⁽¹⁾		4,963,489	D	\$ 0 <u>(1)</u>
					1,334,700	I ⁽²⁾ ⁽³⁾	See footnotes <u>(2)</u> <u>(3)</u>

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

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(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 Associates G.P. IV, L.L.C. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		See Remarks
JLL Associates IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Fund IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ Paul S. Levy, Managing Member 12/13/2013
__Signature of Reporting Person Date

By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 12/13/2013
__Signature of Reporting Person Date

By JLL Associates IV, L.P., its General Partner; By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 12/13/2013
__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) On December 12, 2013, JLL Partners Fund IV, L.P. effected a pro-rata, in-kind distribution for no additional consideration of 6,298,189 shares of the common stock of PGT, Inc. (the "Company") theretofore owned by JLL Partners Fund IV, L.P. to its partners (the

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"Distribution"), of which 1,334,700 shares of common stock were distributed to JLL Associates IV, L.P., the general partner of JLL Partners Fund IV, L.P.

This report is filed jointly by JLL Partners Fund IV, L.P., JLL Associates IV, L.P. and JLL Associates G.P. IV, L.L.C. (together, the "Reporting Persons"). JLL Associates IV, L.P. is the general partner of JLL Partners Fund IV, L.P., and JLL Associates G.P. IV, L.L.C. is the general partner of JLL Associates IV, L.P. JLL Partners Fund IV, L.P. does not directly beneficially own any shares of common stock of the Company. JLL Associates IV, L.P. is the direct beneficial owner of 1,334,700 shares of common stock of the Company, which it received in the Distribution. JLL Associates G.P. IV, L.L.C. may be deemed to be the beneficial owner of 1,334,700 shares of common stock of the Company, which is comprised of 1,334,700 shares directly owned by JLL Associates IV, L.P.; however, such Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, (continued in footnote 3).

- (2)
- (3) (continued from footnote 2) 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 or for any other purpose.

Remarks:

Paul S. Levy, a director of the Issuer, is the managing member of JLL Associates G.P. IV L.L.C. On the basis of the relationship

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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