

NCI BUILDING SYSTEMS INC  
Form SC 13D/A  
March 29, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 1)**

**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

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

March 17, 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 41,023,167 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

41,023,167 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

41,023,167 (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

69.3%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

- (1) Clayton, Dubilier & Rice Fund VIII, L.P. ( Fund VIII ) holds 255,715.11775 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 69.3%, calculated using a fraction, the numerator of which is 41,023,167 (representing (i) 255,715.11775 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend (defined below) and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 41,125,854).

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  
255,715.11775  
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 ).  
6,346.11775  
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.

*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  
41,023,167  
(representing  
(i) 255,715.11775  
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  
59,212,014  
(calculated by  
adding the number  
of outstanding  
shares of  
Common Stock as  
of March 17,  
2010, which is  
18,086,160, plus  
the Total Cash  
Dividend and the  
total number of



Preferred Shares  
outstanding, each  
voted on an  
as-converted  
basis, which is  
41,125,854).

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 8

OWNED BY 102,687 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

102,687 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

102,687 (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 646.46377 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  
102,687  
(representing  
(i) 646.46377  
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  
59,212,014  
(calculated by  
adding the  
number of  
outstanding  
shares of  
Common Stock  
as of March 15,  
2010, which is  
18,086,160, plus  
the Total Cash  
Dividend and  
the total number  
of Preferred  
Shares  
outstanding,

each voted on an as-converted basis, which is 41,125,854).

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 646.46377 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.

*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 102,687 (representing (i) 646.46377 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock

as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 41,125,854).



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 41,125,854 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

41,125,854 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

41,125,854 (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

69.5%(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 256,361.58152 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 69.5%, calculated using a fraction, the numerator of which is 41,125,854 (representing (i) 256,361.58152 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted

basis, which is  
41,125,854).

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 256,361.58152 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.

*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 41,125,854 (representing (i) 256,361.58152 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 41,125,854).

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 41,125,854 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

41,125,854 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

41,125,854 (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

69.5%(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 256,361.58152 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 69.5%, calculated using a fraction, the numerator of which is 41,125,854 (representing (i) 256,361.58152 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an

as-converted  
basis, which is  
41,125,854).

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 256,361.58152 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.

*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 41,125,854 (representing (i) 256,361.58152 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 41,125,854).

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 41,125,854 (see Item 5)(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

41,125,854 (see Item 5)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

41,125,854 (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

69.5%(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 256,361.58152 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 69.5%, calculated using a fraction, the numerator of which is 41,125,854 (representing (i) 256,361.58152 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 59,212,014 (calculated by adding the number of outstanding shares of Common Stock as of March 15, 2010, which is 18,086,160, plus the Total Cash Dividend and the

total number of Preferred Shares outstanding, each voted on an as-converted basis, which is 41,125,854).

- (2) Represents the number of available, unreserved and unissued shares of Common Stock into which (i) the 256,361.58152 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.



*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

41,125,854  
(representing  
(i) 256,361.58152  
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  
59,212,014  
(calculated by  
adding the number  
of outstanding  
shares of  
Common Stock as  
of March 15,  
2010, which is  
18,086,160, plus  
the Total Cash  
Dividend and the  
total number of  
Preferred Shares  
outstanding, each  
voted on an  
as-converted  
basis, which is  
41,125,854).

**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.* 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 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. *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 4. Purposes of the Transaction.**

(f)

Item 4(f) is amended and restated in its entirety to read as follows:

On February 19, 2010, the stockholders of the Company approved the Reverse Stock Split. On the same date, the Board of Directors of the Company approved a ratio for the Reverse Stock Split of 1-for-5. A Certificate of Amendment to the Company's Certificate of Incorporation was filed with the Delaware Secretary of State on March 4, 2010 and the Reverse Stock Split became effective on March 5, 2010.

**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 41,023,167 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 69.3% of the voting power of the Company.

(ii) F&F Fund VIII is the beneficial owner of 102,687 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 6. Contracts, Arrangements, Understandings and Relationships with Respect to Securities of the Issuer.**

Item 6 is hereby amended and supplemented by adding the following:

Pursuant to a Share Transfer Agreement effective as of January 4, 2010, Fund VIII transferred to F&F Fund VIII 282 shares of Preferred Stock, representing 44,242 shares of Common Stock on an as converted basis (after giving effect to the Reverse Stock Split) at the initial conversion price of \$1.2748 (or \$6.3740 after giving effect to the Reverse Stock Split).

The descriptions of the Share Transfer Agreement is a summary only and is qualified in its entirety by reference to the full text of such agreement, which is incorporated in this item 6 by reference to Exhibit 5 hereto.

**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 March 29, 2009, 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.
2. Share Transfer Agreement, effective as of January 4, 2010, by and between Clayton, Dubilier & Rice Fund VIII, L.P. and CD&R Friends & Family Fund VIII, L.P.

**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: March 29, 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

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