

TATA MOTORS LTD/FI  
Form 6-K  
July 06, 2018

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

**Form 6-K**

**Report of Foreign Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 under**  
**the Securities Exchange Act of 1934**  
**For the Month of July 2018**  
**Commission File Number: 001-32294**

**TATA MOTORS LIMITED**  
**(Translation of registrant's name into English)**

**BOMBAY HOUSE**  
**24, HOMI MODY STREET,**

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**MUMBAI 400 001, MAHARASHTRA, INDIA**

**Telephone # 91 22 6665 8282 Fax # 91 22 6665 7799**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

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**Item 1:** Form 6-K dated July 6, 2018 along with the Press Release.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

Tata Motors Limited  
By: /s/ Hoshang K Sethna  
Name: Hoshang K Sethna  
Title: Company Secretary

Dated: July 6, 2018

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Item 1

**TATA MOTORS LIMITED** Bombay House

24, Homi Mody Street,  
Mumbai 400 001, Maharashtra, India

**Intimation of Schedule of Analyst / Institutional Investors Meetings from July 9, 2018 to July 13, 2018**

**Mumbai, July 6, 2018:** Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below is the schedule of meetings with the Analyst / Institutional Investor from July 9, 2018 to July 13, 2018

<b>Date</b>	<b>Meeting Scheduled</b>	<b>Type</b>
10-July-2018	HDFC Life Insurance	Meeting

Please note that the above shall be subject to changes, if any.

This is for the information of the exchange and the members.

**About Tata Motors**

Tata Motors Limited (BSE: TATAMOTORS), a USD 45 billion organisation, is a leading global automobile manufacturer of cars, utility vehicles, buses, trucks and defence vehicles. Part of the USD 100 billion Tata group, Tata Motors is India's largest and the only OEM offering extensive range of integrated, smart and e-mobility solutions. Tata Motors has operations in the UK, South Korea, Thailand, South Africa, and Indonesia through a strong global network of 76 subsidiary and associate companies, including Jaguar Land Rover in the UK and Tata Daewoo in South Korea.

With a focus on engineering and tech enabled automotive solutions catering to the future of mobility, Tata Motors is India's market leader in commercial vehicles and amongst the top four in the passenger vehicles market. With 'Connecting Aspirations' at the core of its brand promise, the company's innovation efforts are focused to develop pioneering technologies that are sustainable as well as suited to evolving aspirations of the market and the customers. Tata Motors strives to bring new products that fire the imagination of GenNext customers, fueled by state of the art design and R&D centers located in India, the UK, Italy and Korea. Internationally, Tata commercial and passenger vehicles are marketed in countries, spread across Europe, Africa, the Middle East, South Asia, South East Asia, South America, Australia, CIS, and Russia.

To know more, please visit ([www.tatamotors.com](http://www.tatamotors.com)); also follow us on Twitter: <https://twitter.com/TataMotors>)

**Safe Harbor:** Statements included herein may constitute "forward-looking statements". Forward-looking statements are based on expectations, forecasts and assumptions by management and involve risks, uncertainties, and other factors that may cause our actual results, performance or achievements to materially differ from those stated. We cannot be certain that any expectation, forecast or assumption made by management in preparing these forward-looking statements will prove accurate, or that any projection will be realized. More detailed information about these and other factors that could affect future results is contained in our annual reports and filings with the Securities and Exchange Commission. Our forward-looking statements pertain to the date of their initial issuance, and we do not undertake to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Guarantor

Issuer

Non-

Ply Gem

Ply Gem

Guarantor

Guarantor

Consolidating

(Amounts in thousands)

Holdings, Inc.

Industries, Inc.

Subsidiaries

Subsidiary

Adjustments

Consolidated

Net sales

\$- \$- \$276,903 \$20,986 \$- \$297,889

Cost of products sold

- - 217,869 14,198 - 232,067

Gross profit

- - 59,034 6,788 - 65,822

Operating expenses:

Selling, general and

administrative expenses

- 4,884 25,345 3,857 - 34,086

Intercompany administrative

charges

- - 3,705 486 (4,191) -

Amortization of intangible assets

- 9 6,658 - - 6,667

Total operating expenses

-	4,893	35,708	4,343	(4,191)	40,753
Operating earnings (loss)					
-	(4,893)	23,326	2,445	4,191	25,069
Foreign currency gain					
-	-	115	-	115	
Intercompany interest					
-	25,682	(25,682)	-	-	-
Interest expense					
-	(25,193)	-	(1)	-	(25,194)
Interest income					
-	1	16	1	-	18
Intercompany administrative income					
-	4,191	-	-	(4,191)	-
Income (loss) before equity in					
subsidiaries' income (loss)					
-	(212)	(2,340)	2,560	-	8
Equity in subsidiaries' income (loss)					
	(458)	(246)	-	-	704
Income (loss) before provision					
(benefit) for income taxes					
	(458)	(458)	(2,340)	2,560	704
Provision (benefit) for income taxes					
-	-	(250)	716	-	466
Net income (loss)					
	\$(458)	\$(458)	\$(2,090)	\$1,844	\$704
Other comprehensive loss:					
Foreign currency translation adjustments					
-	-	-	(2,603)	-	(2,603)
Total comprehensive loss					
	\$(458)	\$(458)	\$(2,090)	\$(759)	\$704
					\$(3,061)

PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
For the nine months ended September 29, 2012

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
Net sales	\$-	\$-	\$ 799,788	\$ 52,870	\$ -	\$ 852,658
Cost of products sold	-	-	627,187	38,490	-	665,677
Gross profit	-	-	172,601	14,380	-	186,981
Operating expenses:						
Selling, general and administrative expenses	-	13,284	82,605	11,534	-	107,423
Intercompany administrative charges	-	-	10,658	2,094	(12,752 )	-
Amortization of intangible assets	-	222	19,977	-	-	20,199
Total operating expenses	-	13,506	113,240	13,628	(12,752 )	127,622
Operating earnings (loss)	-	(13,506 )	59,361	752	12,752	59,359
Foreign currency gain	-	-	-	264	-	264
Intercompany interest	-	77,048	(77,048 )	-	-	-
Interest expense	-	(78,545 )	(10 )	(2 )	-	(78,557 )
Interest income	-	3	57	11	-	71
Loss on modification or extinguishment of debt	-	(3,607 )	-	-	-	(3,607 )
Intercompany administrative income	-	12,752	-	-	(12,752 )	-
Income (loss) before equity in subsidiaries' income (loss)	-	(5,855 )	(17,640 )	1,025	-	(22,470 )
Equity in subsidiaries' income (loss)	(24,049 )	(18,194 )	-	-	42,243	-
Income (loss) before provision for income taxes	(24,049 )	(24,049 )	(17,640 )	1,025	42,243	(22,470 )
Provision for income taxes	-	-	1,258	321	-	1,579
Net income (loss)	\$(24,049 )	\$(24,049 )	\$(18,898 )	\$ 704	\$ 42,243	\$ (24,049 )
Other comprehensive income (loss):						
Foreign currency translation adjustments	-	-	-	939	-	939
Total comprehensive income (loss)	\$(24,049 )	\$(24,049 )	\$(18,898 )	\$ 1,643	\$ 42,243	\$ (23,110 )

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PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
For the nine months ended October 1, 2011

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
Net sales	\$-	\$-	\$ 742,876	\$ 49,611	\$ -	\$ 792,487
Cost of products sold	-	-	596,363	35,491	-	631,854
Gross profit	-	-	146,513	14,120	-	160,633
Operating expenses:						
Selling, general and administrative expenses	-	12,054	80,473	11,486	-	104,013
Intercompany administrative charges	-	-	11,106	1,472	(12,578 )	-
Amortization of intangible assets	-	27	19,993	-	-	20,020
Total operating expenses	-	12,081	111,572	12,958	(12,578 )	124,033
Operating earnings (loss)	-	(12,081 )	34,941	1,162	12,578	36,600
Foreign currency gain	-	-	-	466	-	466
Intercompany interest	-	77,047	(77,047 )	-	-	-
Interest expense	-	(76,591 )	(1 )	(1 )	-	(76,593 )
Interest income	-	4	66	12	-	82
Loss on modification or extinguishment of debt	-	(27,863 )	-	-	-	(27,863 )
Intercompany administrative income	-	12,578	-	-	(12,578 )	-
Income (loss) before equity in subsidiaries' income (loss)	-	(26,906 )	(42,041 )	1,639	-	(67,308 )
Equity in subsidiaries' income (loss)	(69,287 )	(42,381 )	-	-	111,668	-
Income (loss) before provision for						
income taxes	(69,287 )	(69,287 )	(42,041 )	1,639	111,668	(67,308 )
Provision for income taxes	-	-	1,456	523	-	1,979
Net income (loss)	\$(69,287 )	\$(69,287 )	\$(43,497 )	\$ 1,116	\$ 111,668	\$ (69,287 )
Other comprehensive loss:						
Foreign currency translation adjustments	-	-	-	(1,620 )	-	(1,620 )
Total comprehensive loss	\$(69,287 )	\$(69,287 )	\$(43,497 )	\$(504 )	\$ 111,668	\$ (70,907 )

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PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING BALANCE SHEET  
As of September 29, 2012

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
<b>ASSETS</b>						
<b>Current Assets:</b>						
Cash and cash equivalents	\$ -	\$ 20,653	\$ 19	\$ 7,419	\$ -	\$ 28,091
Accounts receivable, net	-	-	145,501	9,995	-	155,496
<b>Inventories:</b>						
Raw materials	-	-	35,876	4,516	-	40,392
Work in process	-	-	20,965	494	-	21,459
Finished goods	-	-	34,342	3,321	-	37,663
Total inventory	-	-	91,183	8,331	-	99,514
Prepaid expenses and other current assets	-	129	11,948	1,684	-	13,761
Deferred income taxes	-	-	3,847	8	-	3,855
Total current assets	-	20,782	252,498	27,437	-	300,717
Investments in subsidiaries	(299,312 )	(176,728 )	-	-	476,040	-
<b>Property and Equipment, at cost:</b>						
Land	-	-	3,565	172	-	3,737
Buildings and improvements	-	-	35,884	1,432	-	37,316
Machinery and equipment	-	1,813	275,347	9,103	-	286,263
	-	1,813	314,796	10,707	-	327,316
Less accumulated depreciation	-	(889 )	(223,196 )	(6,168 )	-	(230,253 )
Total property and equipment, net	-	924	91,600	4,539	-	97,063
<b>Other Assets:</b>						
Intangible assets, net	-	-	101,093	-	-	101,093
Goodwill	-	-	383,042	9,675	-	392,717
Deferred income taxes	-	-	-	3,231	-	3,231
Intercompany note receivable	-	856,739	-	-	(856,739 )	-
Other	-	28,299	2,195	-	-	30,494

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Total other assets	-	885,038	486,330	12,906	(856,739 )	527,535
	\$ (299,312 )	\$ 730,016	\$ 830,428	\$ 44,882	\$ (380,699 )	\$ 925,315
<b>LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)</b>						
<b>Current Liabilities:</b>						
Accounts payable	\$ -	\$ 620	\$ 69,199	\$ 5,094	\$ -	\$ 74,913
Accrued expenses	-	15,144	60,986	3,991	-	80,121
Total current liabilities	-	15,764	130,185	9,085	-	155,034
Deferred income taxes	-	-	8,716	-	-	8,716
Intercompany note payable	-	-	856,739	-	(856,739 )	-
Other long-term liabilities	-	10,794	46,443	870	-	58,107
Long-term debt	-	1,002,770	-	-	-	1,002,770
<b>Commitments and contingencies</b>						
<b>Stockholder's Equity (Deficit):</b>						
Preferred stock	-	-	-	-	-	-
Common stock	-	-	-	-	-	-
Additional paid-in-capital	310,451	310,451	426,627	6,408	(743,486 )	310,451
(Accumulated deficit) retained earnings	(604,634 )	(604,634 )	(638,282 )	22,334	1,220,582	(604,634 )
Accumulated other comprehensive income (loss)	(5,129 )	(5,129 )	-	6,185	(1,056 )	(5,129 )
Total stockholder's (deficit) equity	(299,312 )	(299,312 )	(211,655 )	34,927	476,040	(299,312 )
	\$ (299,312 )	\$ 730,016	\$ 830,428	\$ 44,882	\$ (380,699 )	\$ 925,315

PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING BALANCE SHEET  
As of December 31, 2011

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
<b>ASSETS</b>						
Current Assets:						
Cash and cash equivalents	\$-	\$8,578	\$(3,408 )	\$6,530	\$ -	\$ 11,700
Accounts receivable, net	-	-	102,052	7,463	-	109,515
Inventories:						
Raw materials	-	-	37,024	4,885	-	41,909
Work in process	-	-	23,619	667	-	24,286
Finished goods	-	-	36,282	2,328	-	38,610
Total inventory	-	-	96,925	7,880	-	104,805
Prepaid expenses and other current assets	-	422	9,893	2,957	-	13,272
Deferred income taxes	-	-	5,666	9	-	5,675
Total current assets	-	9,000	211,128	24,839	-	244,967
Investments in subsidiaries	(277,322 )	(164,863 )	-	-	442,185	-
Property and Equipment, at cost:						
Land	-	-	3,565	172	-	3,737
Buildings and improvements	-	-	35,280	1,308	-	36,588
Machinery and equipment	-	1,335	262,349	8,436	-	272,120
	-	1,335	301,194	9,916	-	312,445
Less accumulated depreciation	-	(762 )	(206,585 )	(5,253 )	-	(212,600 )
Total property and equipment, net	-	573	94,609	4,663	-	99,845
Other Assets:						
Intangible assets, net	-	-	121,148	-	-	121,148
Goodwill	-	-	382,165	9,302	-	391,467
Deferred income taxes	-	-	-	3,121	-	3,121
Intercompany note receivable	-	856,739	-	-	(856,739 )	-
Other	-	30,235	2,129	-	-	32,364
Total other assets	-	886,974	505,442	12,423	(856,739 )	548,100
	\$(277,322 )	\$731,684	\$811,179	\$41,925	\$ (414,554 )	\$ 892,912

**LIABILITIES AND STOCKHOLDER'S EQUITY  
(DEFICIT)**

Current Liabilities:

Accounts payable	\$-	\$720	\$44,652	\$4,718	\$ -	\$ 50,090
Accrued expenses	-	36,987	50,790	3,104	-	90,881
Total current liabilities	-	37,707	95,442	7,822	-	140,971
Deferred income taxes	-	-	9,865	-	-	9,865
Intercompany note payable	-	-	856,739	-	(856,739 )	-
Other long-term liabilities	-	9,629	47,240	859	-	57,728

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Long-term debt	-	961,670	-	-	-	961,670
Commitments and contingencies						
Stockholder's Equity (Deficit):						
Preferred stock	-	-	-	-	-	-
Common stock	-	-	-	-	-	-
Additional paid-in-capital	309,331	309,331	421,277	6,562	(737,170 )	309,331
(Accumulated deficit) retained earnings	(580,585 )	(580,585 )	(619,384 )	21,630	1,178,339	(580,585 )
Accumulated other comprehensive income (loss)	(6,068 )	(6,068 )	-	5,052	1,016	(6,068 )
Total stockholder's equity (deficit)	(277,322 )	(277,322 )	(198,107 )	33,244	442,185	(277,322 )
	\$(277,322 )	\$731,684	\$811,179	\$41,925	\$(414,554 )	\$892,912

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PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
For the nine months ended September 29, 2012

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
Cash flows from operating activities:						
Net loss	\$ (24,049 )	\$ (24,049 )	\$ (18,898 )	\$ 704	\$ 42,243	\$ (24,049 )
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:						
Depreciation and amortization expense	-	128	38,701	750	-	39,579
Non-cash interest expense, net	-	8,999	-	-	-	8,999
Gain on foreign currency transactions	-	-	-	(264 )	-	(264 )
Loss on modification or extinguishment of debt	-	3,607	-	-	-	3,607
Stock based compensation	-	1,123	-	-	-	1,123
Deferred income taxes	-	-	670	(43 )	-	627
Increase in uncertain tax positions	-	-	400	-	-	400
Equity in subsidiaries' net loss	24,049	18,194	-	-	(42,243 )	-
Other	-	-	(41 )	-	-	(41 )
Changes in operating assets and liabilities:						
Accounts receivable, net	-	-	(43,449 )	(2,230 )	-	(45,679 )
Inventories	-	-	5,742	(177 )	-	5,565
Prepaid expenses and other current assets	-	556	(2,293 )	1,298	-	(439 )
Accounts payable	-	(100 )	24,334	(475 )	-	23,759
Accrued expenses	-	(22,028 )	7,646	1,934	-	(12,448 )
Cash payments on restructuring liabilities	-	-	(535 )	-	-	(535 )
Other	-	-	417	(71 )	-	346

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Net cash provided by (used in)						
operating activities	-	(13,570 )	12,694	1,426	-	550
Cash flows from investing activities:						
Capital expenditures	-	(478 )	(14,890 )	(627 )	-	(15,995 )
Proceeds from sale of assets	-	-	334	(148 )	-	186
Acquisitions, net of cash acquired	-	-	(100 )	-	-	(100 )
Net cash used in investing activities	-	(478 )	(14,656 )	(775 )	-	(15,909 )
Cash flows from financing activities:						
Proceeds from long-term debt	-	102,991	-	-	-	102,991
Payments of long-term debt	-	(58,991 )	-	-	-	(58,991 )
Revolver borrowings, net	-	-	-	-	-	-
Payment of early call premium	-	(9,844 )	-	-	-	(9,844 )
Proceeds from intercompany investment	-	(5,389 )	5,389	-	-	-
Debt issuance costs paid	-	(2,644 )	-	-	-	(2,644 )
Net cash provided by financing activities	-	26,123	5,389	-	-	31,512
Impact of exchange rate movement on cash	-	-	-	238	-	238
Net increase in cash and cash equivalents	-	12,075	3,427	889	-	16,391
Cash and cash equivalents at the beginning of the period	-	8,578	(3,408 )	6,530	-	11,700
Cash and cash equivalents at the end of the period	\$ -	\$ 20,653	\$ 19	\$ 7,419	\$ -	\$ 28,091



PLY GEM HOLDINGS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
For the nine months ended October 1, 2011

(Amounts in thousands)	Guarantor Ply Gem Holdings, Inc.	Issuer Ply Gem Industries, Inc.	Guarantor Subsidiaries	Non- Guarantor Subsidiary	Consolidating Adjustments	Consolidated
Cash flows from operating activities:						
Net income (loss)	\$ (69,287 )	\$ (69,287 )	\$ (43,497 )	\$ 1,116	\$ 111,668	\$ (69,287 )
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:						
Depreciation and amortization expense	-	126	39,768	660	-	40,554
Non-cash interest expense, net	-	7,775	-	-	-	7,775
Gain on foreign currency transactions	-	-	-	(466 )	-	(466 )
Loss on modification or extinguishment of debt	-	27,863	-	-	-	27,863
Stock based compensation	-	200	-	-	-	200
Deferred income taxes	-	-	6,794	68	-	6,862
Reduction in tax uncertainty, net of valuation allowance	-	-	(6,617 )	-	-	(6,617 )
Equity in subsidiaries' net loss	69,287	42,381	-	-	(111,668 )	-
Other	-	-	(40 )	(3 )	-	(43 )
Changes in operating assets and liabilities:						
Accounts receivable, net	-	-	(52,402 )	(2,826 )	-	(55,228 )
Inventories	-	-	(17,566 )	(1,186 )	-	(18,752 )
Prepaid expenses and other current assets	-	43	(458 )	(1,542 )	-	(1,957 )
Accounts payable	-	238	16,439	1,923	-	18,600
Accrued expenses	-	(7,735 )	6,549	1,220	-	34
	-	-	(407 )	-	-	(407 )

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Cash payments on restructuring liabilities						
Other	-	-	122	432	-	554
Net cash provided by (used in)						
operating activities	-	1,604	(51,315 )	(604 )	-	(50,315 )
Cash flows from investing activities:						
Capital expenditures	-	(594 )	(6,923 )	(699 )	-	(8,216 )
Proceeds from sale of assets	-	-	48	-	-	48
Net cash used in investing activities	-	(594 )	(6,875 )	(699 )	-	(8,168 )
Cash flows from financing activities:						
Proceeds from long-term debt	-	423,684	-	-	-	423,684
Payments on long-term debt	-	(348,684 )	-	-	-	(348,684 )
Net revolver borrowings	-	85,000	-	-	-	85,000
Payments on previous revolver credit facility	-	(30,000 )	-	-	-	(30,000 )
Proceeds from intercompany investment	-	(57,950 )	57,936	14	-	-
Payment of early tender premium	-	(49,769 )	-	-	-	(49,769 )
Equity repurchases	-	(1,483 )	-	-	-	(1,483 )
Debt issuance costs paid	-	(26,907 )	-	-	-	(26,907 )
Net cash provided by (used in) financing activities	-	(6,109 )	57,936	14	-	51,841
Impact of exchange rate movement on cash	-	-	-	(253 )	-	(253 )
Net decrease in cash and cash equivalents	-	(5,099 )	(254 )	(1,542 )	-	(6,895 )
Cash and cash equivalents at the beginning of the period	-	12,172	(1,117 )	6,443	-	17,498
Cash and cash equivalents at the end of the period	\$ -	\$ 7,073	\$ (1,371 )	\$ 4,901	\$ -	\$ 10,603



No person has been authorized to give any information or to make any representation other than those contained in this prospectus, and, if given or made, any information or representations must not be relied upon as having been authorized. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities to which it relates or an offer to sell or the solicitation of an offer to buy these securities in any circumstances in which this offer or solicitation is unlawful. Neither the delivery of this prospectus nor any sale made under this prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of Ply Gem since the date of this prospectus.

Until March 21, 2013, broker-dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the broker-dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.