

NCI BUILDING SYSTEMS INC  
Form 8-K  
February 25, 2011

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 25, 2011 (February 18, 2011)**

**NCI BUILDING SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-14315  
(Commission File Number)

76-0127701  
(IRS Employer  
Identification No.)

10943 North Sam Houston Parkway West Houston,  
Texas

(Address of principal executive offices)

77064

(Zip Code)

Registrant's telephone number, including area code: (281) 897-7788

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

NCI Building Systems, Inc. ( NCI or the Company ) held its Annual Meeting of Stockholders on Friday February 18, 2011 (the Annual Meeting ). The number of shares present in person and/or by proxy at such meeting was 61,438,800, representing 96% of the 64,001,520 shares of capital stock issued and outstanding on January 11, 2011, which was the record date for the determination of the stockholders entitled to vote at the meeting. At the Annual Meeting, the stockholders of the Company (i) elected Norman C. Chambers, Kathleen J. Affeldt, and Nathan K. Sleeper as Class III directors to serve until the annual meeting of stockholders to be held in 2014, (ii) provided advisory approval of the Company s compensation philosophy and the compensation of the Company s named executive officers as disclosed in the proxy statement, (iii) approved on an advisory basis the three-year option for the frequency of the stockholders advisory vote to approve the compensation of the Company s named executive officers, and (iv) ratified the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending October 30, 2011.

Of the 61,467,056 shares of capital stock of the Company present at the Annual Meeting, in person or by proxy, the following table shows the votes cast for and withheld from each of the nominees for director:

Nominee		Votes		Non Votes
		For Nominee	Withheld From Nominee	
<b>Class III:</b>				
Norman C. Chambers	Common	8,913,890	4,614,556	3,864,542
	Preferred	44,045,811	0	0
	Total	52,959,701	4,614,556	3,864,542
Kathleen J. Affeldt	Common	9,472,814	4,055,632	3,864,542
	Preferred	44,045,811	0	0
	Total	53,518,625	4,055,632	3,864,542
Nathan K. Sleeper	Common	4,920,745	8,607,701	3,864,542
	Preferred	44,045,811	0	0
	Total	48,966,556	8,607,701	3,864,542

In addition to Mr. Chambers, Ms. Affeldt, and Mr. Sleeper, each of the following persons has a term of office as a director of the Company that continues after the Annual Meeting: James G. Berges, Gary Forbes, John J. Holland, Lawrence J. Kremer, George Martinez, and Jonathan Zrebiec.

The stockholders of the Company approved, on an advisory basis, the compensation philosophy and the compensation of the Company s named executive officers as disclosed in the proxy statement, by the following vote:

Class	For	Against	Abstain	Non-Votes
Common	2,944,508	9,998,497	585,441	3,864,542
Preferred	44,045,811	0	0	0
Total	46,990,319	9,998,497	585,441	3,864,542

The stockholders of the Company approved, on an advisory basis, the three-year option for how frequently stockholders advisory votes to approve executive compensation of the Company s named executive officers shall take place by the following vote:

<b>Class</b>	<b>Three-Year Option</b>	<b>Two-Year Option</b>	<b>One-Year Option</b>	<b>Abstain</b>	<b>Non-Votes</b>
Common	3,545,321	121,179	9,275,857	586,088	3,864,542
Preferred	44,045,811	0	0	0	0
Total	47,591,132	121,179	9,275,857	586,088	3,864,542

The stockholders of the Company ratified appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2011 by the following vote:

<b>Class</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
Common	16,161,840	666,134	565,014	0
Preferred	44,045,811	0	0	0
Total	60,207,651	666,134	565,014	0

**SIGNATURES**

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 hereunto duly authorized.

**NCI BUILDING SYSTEMS, INC.**

By: /s/ Mark E. Johnson  
 Name: Mark E. Johnson  
 Title: Executive Vice President, Chief  
 Financial Officer & Treasurer

February 25, 2011