

NCI BUILDING SYSTEMS INC

Form 8-K

April 28, 2005

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**UNITED STATES
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: April 28, 2005

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
(I.R.S. Employer
Identification Number)

**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 obligation of the registrant under any of the following provisions:

- Written communication 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 7.01. Regulation FD Disclosure

On April 28, 2005, NCI issued a press release announcing that the SEC has declared effective NCI's resale shelf registration statement on Form S-3 relating to \$180 million principal amount of NCI's 2.125 % convertible senior subordinated notes due 2024, together with shares of common stock issuable on conversion of the notes, if any, and rights to purchase Series A Junior Preferred Stock associated with such shares. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

Exhibit Number	Description
99.1	Press Release issued by NCI Building Systems, Inc. on April 28, 2005

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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 thereunto duly authorized.

NCI BUILDING SYSTEMS, INC.

By: /s/ Todd R. Moore

Name: Todd R. Moore

Title: Vice President and General Counsel

Dated: April 28, 2005

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Exhibit Index

Exhibit Number	Description
99.1	Press Release issued by NCI Building Systems, Inc. on April 28, 2005