

PGT, Inc.
Form 4
November 20, 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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
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

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 (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 11/15/2013 | | J ⁽¹⁾ | | 1,352,907 | D | \$ 0 <u>(1)</u> |
| | | | | | 6,298,189 | I ⁽²⁾ | |

See footnotes (2)

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

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SEC 1474 (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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | |
| 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 11/20/2013
__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. 11/20/2013
__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. 11/20/2013
__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 November 15, 2013, JLL Associates IV, L.P. effected a pro-rata, in-kind distribution for no additional consideration of 1,352,907 shares of the common stock of PGT, Inc. (the "Company") theretofore owned by JLL Associates IV, L.P. to its partners (the

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"Distribution").

- (2) 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. is the direct beneficial owner of 6,298,189 shares of common stock of the Company. JLL Associates IV, L.P. and JLL Associates G.P. IV, L.L.C. may be deemed to be the beneficial owners of 6,298,189 shares of common stock of the Company directly owned by JLL Associates IV, L.P.; however, each such Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, 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.

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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