

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

**Form 10-K**

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

For the fiscal year ended December 31, 2018

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-51357

**BUILDERS FIRSTSOURCE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**2001 Bryan Street, Suite 1600  
Dallas, Texas**

*(Address of principal executive offices)*

**52-2084569**

*(I.R.S. Employer  
Identification No.)*

**75201**

*(Zip Code)*

**Registrant's telephone number, including area code:**

**(214) 880-3500**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class  
Common stock, par value \$0.01 per share**

**Name of Exchange on Which Registered  
NASDAQ Stock Market LLC**

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2018 was approximately \$2,058.5 million based on the closing price per share on that date of \$18.29 as reported on the NASDAQ Stock Market LLC.

The number of shares of the registrant's common stock, par value \$0.01, outstanding as of February 26, 2019 was 115,359,616.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its annual meeting of stockholders to be held on May 22, 2019 are incorporated by reference into Part II and Part III of this Form 10-K.

**BUILDERS FIRSTSOURCE, INC.**  
**Table of Contents to Form 10-K**

	<u>Page</u>
<b><u>PART I</u></b>	
Item 1. <a href="#">Business</a>	3
Item 1A. <a href="#">Risk Factors</a>	10
Item 1B. <a href="#">Unresolved Staff Comments</a>	19
Item 2. <a href="#">Properties</a>	20
Item 3. <a href="#">Legal Proceedings</a>	20
Item 4. <a href="#">Mine Safety Disclosures</a>	20
<b><u>PART II</u></b>	
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	21
Item 6. <a href="#">Selected Financial Data</a>	23
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	24
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	34
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	35
Item 9. <a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	66
Item 9A. <a href="#">Controls and Procedures</a>	66
Item 9B. <a href="#">Other Information</a>	67
<b><u>PART III</u></b>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	68
Item 11. <a href="#">Executive Compensation</a>	68
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	68
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	69
Item 14. <a href="#">Principal Accountant Fees and Services</a>	69
<b><u>PART IV</u></b>	
Item 15. <a href="#">Exhibits and Financial Statement Schedules</a>	70
Item 16. <a href="#">Form 10-K Summary</a>	73

## PART I

### Item 1. *Business*

#### CAUTIONARY STATEMENT

Statements in this report and the schedules hereto that are not purely historical facts or that necessarily depend upon future events, including statements about expected market share gains, forecasted financial performance or other statements about anticipations, beliefs, expectations, hopes, intentions or strategies for the future, may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Readers are cautioned not to place undue reliance on forward-looking statements. In addition, oral statements made by our directors, officers and employees to the investor and analyst communities, media representatives and others, depending upon their nature, may also constitute forward-looking statements. All forward-looking statements are based upon currently available information and the Company's current assumptions, expectations and projections about future events. Forward-looking statements are by nature inherently uncertain, and actual results or events may differ materially from the results or events described in the forward-looking statements as a result of many factors. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Any forward-looking statements involve risks and uncertainties, many of which are beyond the Company's control or may be currently unknown to the Company, that could cause actual events or results to differ materially from the events or results described in the forward-looking statements, including risks or uncertainties related to the Company's growth strategies, including gaining market share, or the Company's revenues and operating results being highly dependent on, among other things, the homebuilding industry, lumber prices and the economy. The Company may not succeed in addressing these and other risks. Further information regarding the risk factors that could affect our financial and other results are included as Item 1A of this annual report on Form 10-K and may also be described from time to time in the other reports the Company files with the Securities and Exchange Commission ("SEC"). Consequently, all forward-looking statements in this report are qualified by the factors, risks and uncertainties contained therein.

#### OVERVIEW

In this annual report, unless otherwise stated or the context otherwise requires, references to the "company," "we," "our," "ours" or "us" refer to Builders FirstSource, Inc. and its consolidated subsidiaries.

We are a leading supplier and manufacturer of building materials, manufactured components and construction services to professional homebuilders, sub-contractors, remodelers and consumers. The Company operates 401 locations in 39 states across the United States. We offer an integrated solution to our customers by providing manufacturing, supply and installation of a full range of structural and related building products. Our manufactured products include our factory-built roof and floor trusses, wall panels and stairs, vinyl windows, custom millwork and trim, as well as engineered wood that we design, cut, and assemble specifically for each home. We also assemble interior and exterior doors into pre-hung units. Additionally, we supply our customers with a broad offering of professional grade building products not manufactured by us, such as dimensional lumber and lumber sheet goods and various window, door and millwork lines. Our full range of construction-related services include professional installation, tum-key framing and shell construction, spanning all of our product categories.

Builders FirstSource, Inc. is a Delaware corporation formed in 1998 as BSL Holdings, Inc. On October 13, 1999, our name changed to Builders FirstSource, Inc. Our common stock is listed on the NASDAQ Stock Market LLC under the ticker symbol "BLDR".

#### OUR INDUSTRY

We compete in the professional segment ("Pro Segment") of the U.S. residential building products supply market. Suppliers in the Pro Segment primarily focus on serving professional customers such as homebuilders and remodeling contractors. The Pro Segment consists predominantly of small, privately owned suppliers, including framing and shell construction contractors, local and regional materials distributors, single or multi-site lumberyards, and truss manufacturing and millwork operations. Because of the predominance of smaller privately owned companies and the overall size and diversity of the target customer market, the Pro Segment remains fragmented. There were only seven building product suppliers with manufacturing capabilities in the Pro Segment that generated more than \$500 million in sales, according to *ProSales* magazine's 2018 ProSales 100 list. We were the largest building product supplier with manufacturing capabilities on this list.

The residential building products industry is driven by the level of activity in both the U.S. residential new construction market and the U.S. residential repair and remodeling market. Growth within these markets is linked to a number of key factors, including demographic trends, housing demand, interest rates, employment levels, availability of credit, foreclosure rates, consumer confidence, the availability of qualified tradesmen, and the state of the economy in general.

The residential building products industry is characterized by several key trends, including greater utilization of manufactured components, an expanding role of the distributor in providing turn-key services and a consolidation of suppliers by homebuilders.

- *Prefabricated components:* Compared to conventional “stick-build” construction where builders cut and assemble lumber at the job site with their own labor, prefabricated components are engineered in an offsite location using specialized equipment and labor. This outsourced task allows for optimal material usage, lower overall labor costs and improved quality of structural elements. In addition, using prefabricated components typically results in faster construction because fabrication can be automated and performed more systematically. As such, we believe there is a long term trend towards increased use of prefabricated components by homebuilders.
- *Turn-key services:* Many homebuilders have taken a more limited role in the homebuilding process and have outsourced certain key elements of the construction process, including process management, product selection, order input, scheduling, framing and installation. As such, we believe that many homebuilders are increasingly looking to suppliers in the Pro Segment to perform these critical functions, resulting in greater demand for integrated project services.
- *Consolidation of suppliers by homebuilders:* We believe that homebuilders are increasingly looking to consolidate their supplier base. Many homebuilders are seeking a more strategic relationship with suppliers that are able to offer a broad range of products and services and, as a result, are allocating a greater share of wallet to a select number of larger, full service suppliers. We believe this trend continues in the current housing market recovery.

According to the U.S. Census Bureau, the single-family residential construction market was an estimated \$285.4 billion in 2018, which was 5.8% higher than 2017, though still down significantly from the historical high of \$413.2 billion in 2006. Further, according to the Home Improvement Research Institute (“HIRI”), the professional repair and remodel end market was an estimated \$121.9 billion in 2018, which was 9.9% higher than 2017.

## OUR CUSTOMERS

We serve a broad customer base across the United States. We have a diverse geographic footprint as we have operations in 75 of the top 100 U.S. Metropolitan Statistical Areas (“MSAs”), as ranked by single family housing permits based on available 2018 U.S. Census data. In addition, approximately 84% of U.S. single-family housing permits in 2018 were issued in MSAs in which we operate. Given the local nature of our business, we have historically and will continue to locate our facilities in close proximity to our key customers and co-locate multiple operations in one facility to improve efficiency.

We have a diversified customer base, ranging from large production builders to small custom homebuilders, as well as multi-family builders, repair and remodeling contractors and light commercial contractors. For the year ended December 31, 2018, our top 10 customers accounted for approximately 16.8% of sales, and no single customer accounted for more than 5% of sales. Our top 10 customers are comprised primarily of the largest production homebuilders, including publicly traded companies such as D.R. Horton, Inc., Pulte Homes, Inc., Lennar Corporation, Beazer Homes USA, Inc., Hovnanian Enterprises, Inc., Taylor Morrison Home Corporation and Toll Brothers, Inc.

In addition to the largest production homebuilders, we also service and supply regional production and local custom homebuilders as well as repair and remodeling contractors and multi-family builders. These customers require high levels of service and a broad product offering. Our sales team expects to work very closely with the designers on a day-to-day basis in order to ensure the appropriate products are identified, ordered or produced and delivered on time to the building site. To account for these increased service costs, pricing in the industry is tied to the level of service provided and the volumes purchased.

## OUR PRODUCTS AND SERVICES

We group our building products and services into six product categories:

*Lumber & Lumber Sheet Goods.* Lumber & lumber sheet goods include dimensional lumber, plywood and oriented strand board (“OSB”) products used in on-site house framing. Lumber & lumber sheet goods are our largest sales volume product category. The products in this category are highly sensitive to fluctuations in market prices for such commodities.

*Manufactured Products.* Manufactured products are factory-built substitutes for job-site framing and include wood floor and roof trusses, steel roof trusses, wall panels, stairs, and engineered wood that we design, cut, and assemble for each home. Our manufactured products allow builders to build higher quality homes more efficiently. Roof trusses, floor trusses, wall panels and stair units are built in a factory controlled environment. Engineered floors and beams are cut to the required size and packaged for the given application at many of our locations. Without manufactured products, builders construct these items on site, where weather and variable labor quality can negatively impact construction cost, quality and installation time. In addition, engineered wood beams have greater structural strength than conventional framing materials, allowing builders to frame houses with more open space creating a wider variety of house designs. Engineered wood floors are also stronger and straighter than conventionally framed floors.

*Windows, Doors & Millwork.* Windows & doors are comprised of the manufacturing, assembly and distribution of windows, and the assembly and distribution of interior and exterior door units. We manufacture a portion of the vinyl windows that we distribute in our plant in Houston, Texas which allows us to supply builders, primarily in the Texas market, with cost-competitive products. Our pre-hung interior and exterior doors consist of a door slab with hinges and door jambs attached, reducing on-site installation time and providing higher quality finished door units than those constructed on site. These products typically require a high degree of product knowledge and training to sell. Millwork includes interior trim and custom features including those that we manufacture under the Synboard® brand name. Synboard is produced from extruded PVC and offers several advantages over traditional wood features, such as greater durability and no ongoing maintenance such as periodic caulking and painting.

*Gypsum, Roofing & Insulation.* Gypsum, roofing, and insulation include wallboard, ceilings, joint treatment and finishes.

*Siding, Metal, and Concrete.* Siding, metal, and concrete includes vinyl, composite, and wood siding, exterior trim, other exteriors, metal studs and cement.

*Other Building Products & Services.* Other building products & services consist of various products, including cabinets and hardware. This category also includes services such as turn-key framing, shell construction, design assistance and professional installation of products spanning all our product categories. We provide professional installation and turn-key services as a solution for our homebuilder customers. Through our installation services program, we help homebuilders realize efficiencies through improved scheduling, resulting in reduced cycle time and better cost controls. By utilizing an energy efficiency software program, we also assist homebuilders in designing energy efficient homes in order to meet increasingly stringent energy rating requirements. Upgrading to our premium windows, doors, and insulating products reduces overall cost to the homebuilder by minimizing costs of the required heating/cooling system. We work closely with the homebuilder to select the appropriate mix of our products in order to meet current and forthcoming energy codes. We believe these services require scale, capital and sophistication that smaller competitors do not possess. We will continue to pursue profitable business in this category.

We compete in a fragmented marketplace. We believe our integrated approach and scale allow us to compete effectively through our comprehensive product lines, prefabricated components, and value-added services combined with the knowledge of our integrated sales forces to enable our homebuilder customers to complete construction more quickly, with higher quality and at a lower cost. While we expect these benefits to be particularly valuable to our customers in market environments characterized by labor shortages, sourcing challenges or sharply rising demand for new homes, we expect such benefits will also be increasingly valued and demanded by our customers operating under normal market conditions.

## **MANUFACTURING**

Our manufacturing facilities utilize the latest industry leading technology and high quality materials to improve product quality, increase efficiency, reduce lead times and minimize production errors. We manufacture products within two of our product categories: manufactured products, and windows, doors & millwork.

*Manufactured Products — Trusses and Wall Panels.* Truss and wall panel production has two steps — design and fabrication. Each house requires its own set of designed shop drawings, which vary by builder type: production versus custom builders. Production builders use prototype house plans as they replicate houses. These house plans may be minimally modified to suit individual customer demand. We maintain an electronic master file of trusses and wall panels for each builder's prototype houses. For custom builders, the components are designed individually for each house. We download the shop drawings from our design department to computerized saws. We assemble the cut lumber to form roof trusses, floor trusses or wall panels, and store the finished components by house awaiting shipment to the job site.

*Manufactured Products — Engineered Wood.* As with trusses and wall panels, engineered wood components have a design and fabrication step. We design engineered wood floors using a master filing system similar to the truss and wall panel system. Engineered wood beams are designed to ensure the beam will be structurally sound in the given application. After the design phase, a printed layout is generated. We use this layout to cut the engineered wood to the required length and assemble all of the components into a house package. We design and fabricate engineered wood at many of our distribution locations.

*Manufactured Products — Stairs.* We manufacture box stairs at some of our locations. After a house is framed, our salesman takes measurements at the job site prior to manufacturing to account for any variation between the blueprints and the actual framed house. We fabricate box stairs based on these measurements.

*Custom Millwork.* Our manufactured custom millwork consists primarily of exterior trim, interior and exterior doors, custom windows, features and box columns. In addition, we sell many of these custom millwork products in a synthetic material under our Synboard brand name. We sand, cut, and shape sheets of 4 foot by 18 or 20 foot Celuka-blown, extruded PVC, or Synboard, to produce the desired product.

*Windows.* We manufacture a full line of traditional vinyl windows at an approximately 200,000 square foot manufacturing facility located in Houston, Texas. The process begins by purchasing vinyl lineal extrusions. We cut these extrusions to size and join them together to form the window frame and sash. We then purchase sheet glass and cut it to size. We combine two pieces of identically shaped glass with a sealing compound to create a glass unit with improved insulating capability. We then insert the sealed glass unit and glaze it into the window frame and sash. The unit is completed when we install a balance to operate the window and add a lock to secure the window in a closed position.

*Pre-hung Doors.* We pre-hang interior and exterior doors at many of our locations. We insert door slabs and pre-cut door jambs into a door machine, which bores holes into the doors for the door hardware and applies the jambs and hinges to the door slab. We then apply the casing that frames interior doors at a separate station. Exterior doors do not have a casing, and instead may have sidelights applied to the sides of the door, a transom attached over the top of the door unit and a door sill applied to the threshold.

## **OUR STRATEGY**

By pursuing the following strategies, we intend to build on our advantaged market position to create value for our shareholders by increasing profits and net cash flow generation, while making us a more valuable partner to our customers. The resulting cash flow should provide meaningful opportunities for debt reduction and increased investment in organic and acquisitive growth.

### ***Leverage our competitive strengths to capitalize on housing market growth***

As the U.S. housing market returns to a historically normalized level, we intend to leverage our core business strengths including size, national footprint, unmatched scale in manufacturing capability, breadth of product portfolio, and end market exposure to expand our sales and profit margins. Our customers continue to emphasize the importance of competitive pricing, a broad product portfolio, sales force knowledge, labor-saving manufactured products, on-site services and overall “ease of use” with their building products suppliers. Our comprehensive product offering, experienced sales force, strong strategic vendor relationships, and tenured senior management team position us well to capitalize on strong demand in the new home construction market and the repair and remodel segment. Our large delivery fleet, professional drivers, and comprehensive inventory management enable us to provide “just-in-time” product delivery, ensuring a smoother and faster production cycle for the homebuilder. Our comprehensive network of products, services and facilities provides a strategically advantaged service model which enhances our value to our customers and provides a strong platform to drive growth.

### ***Maximize our share of wallet by capturing above-market growth in our higher margin value added products***

We believe our national manufacturing footprint and differentiated capabilities will allow us to capture growth in our higher margin value-added products with single family homebuilders. We believe our value-added products address the growing demand for ways to build homes more efficiently, addressing labor constraints and rising costs. We plan to accelerate this growth by further expansion of our national manufacturing footprint to serve locations that do not currently have adequate access to these high margin products. By focusing on our differentiated platform and broad product mix, we are able to offer a complete array of products and services that would otherwise need to be sourced from various distributors, providing us an opportunity to capture a greater share of wallet. This operational platform often will make us a preferred distributor for large scale national homebuilders as well as local and custom homebuilders looking for more efficient ways to build a home. We believe that customers continue to place an increased value on these capabilities, which further differentiates us from our competitors.

### ***Optimize our highly scalable cost structure with operational excellence initiatives***

We continue to focus on standardizing processes and technology-based workflows to minimize costs, streamline our operations and enhance working capital efficiency. We are implementing operational excellence initiatives that are designed to further improve efficiency as well as customer service. These initiatives, including distribution and logistics, pricing and margin management, back office efficiencies, customer integration and systems-enabled process improvements, should yield significant cost savings. The scope and scale of our existing infrastructure, customer base, and logistical capabilities mean that improvements in efficiency, when replicated across our network, can yield substantial profit margin expansion.

## **SALES AND MARKETING**

We seek to attract and retain customers through exceptional customer service, leading product quality, broad product and service offerings, and competitive pricing. This strategy is centered on building and maintaining strong customer relationships rather than traditional marketing and advertising. We strive to add value for the homebuilders through shorter lead times, lower project costs, faster project completion and higher quality. By executing this strategy, we believe we will continue to generate new business.

Our experienced, locally focused sales force is at the core of our sales effort. This sales effort involves deploying salespeople who are skilled in housing construction to meet with a homebuilder's construction superintendent, local purchasing agent, or local executive with the goal of becoming their primary product supplier. If selected by the homebuilder, the salesperson and his or her team review blueprints for the contracted homes and advise the homebuilder in areas such as opportunities for cost reduction, increased energy efficiencies, and regional aesthetic preferences. Next, the team determines the specific package of products that are needed to complete the project and schedules a sequence of site deliveries. Our large delivery fleet and comprehensive inventory management systems enable us to provide "just-in-time" product delivery, ensuring a smoother and faster production cycle for the homebuilder. Throughout the construction process, the salesperson makes frequent site visits to ensure timely delivery and proper installation and to make suggestions for efficiency improvements. We believe this level of service is highly valued by our customers and generates significant customer loyalty. At December 31, 2018, we employed approximately 1,900 sales representatives, who are typically paid a commission based on gross margin dollars collected and work with approximately 1,600 sales coordinators and product specialists.

## **BACKLOG**

Due to the nature of our business, backlog information is not meaningful. While our customers may provide an estimate of their future needs, in most cases we do not receive a firm order from them until just prior to the anticipated delivery dates. Accordingly, in many cases the time frame from receipt of a firm order to shipment does not exceed a few days.

## **MATERIALS AND SUPPLIER RELATIONSHIPS**

We purchase inventory primarily for distribution, some of which is also utilized in our manufacturing plants. The key materials we purchase include dimensional OSB, lumber and plywood along with engineered wood, windows, doors, millwork, gypsum and roofing. Our largest suppliers are national companies such as Boise Cascade Company, Weyerhaeuser Company, Canfor Corporation, Norbord, Inc., James Hardie Industries plc, National Gypsum Company, PlyGem Holdings, Inc., M I Windows and Doors, Inc., Andersen Corporation, Masonite International Corporation and JELD-WEN Inc. We believe there is sufficient supply in the marketplace to competitively source most of our requirements without reliance on any particular supplier and that our diversity of suppliers affords us purchasing flexibility. Due to our centralized procurement platform for commodity wood products and corporate oversight of purchasing programs we believe we are better able to maximize the advantages of both our and our suppliers' broad geographic footprints and negotiate purchases across multiple markets to achieve more favorable contracts with respect to price, terms of sale, and supply than our regional competitors. Additionally, for certain customers, we institute purchasing programs on commodity wood products such as OSB and lumber to align portions of our procurement costs with our customer pricing commitments. We balance our OSB and lumber purchases with a mix of contract and spot market purchases to ensure consistent supply of product necessary to fulfill customer contracts, to source products at the lowest possible cost, and to minimize our exposure to the volatility of commodity lumber prices.

We currently source products from approximately 10,300 suppliers in order to reduce our dependence on any single company and to maximize purchasing leverage. Although no purchases from any single supplier represented more than 8% of our total materials purchases for the year ended December 31, 2018, we believe we are one of the largest customers for many suppliers, and therefore have significant purchasing leverage. We have found that using multiple suppliers ensures a stable source of products and the best purchasing terms as the suppliers compete to gain and maintain our business.

We maintain strong relationships with our suppliers, and we believe opportunities exist to improve purchasing terms in the future, including inventory storage or "just-in-time" delivery to reduce our inventory carrying costs. We will continue to pursue additional procurement cost savings which would further enhance our margins and cash flow.

## **COMPETITION**

We compete in the Pro Segment of the U.S. residential building products supply market. We have and will continue to experience competition for homebuilder business due to the highly fragmented nature of the Pro Segment. Most of our competitors in the Pro Segment are small, privately held local businesses. Most of these companies have limited access to capital and lack sophisticated information technology systems and large-scale procurement capabilities. We believe we have substantial competitive advantages over these smaller competitors due to our long-standing customer relationships, local market knowledge and competitive pricing. Our largest competitors in our markets include 84 Lumber Co., which is privately held, as well as BMC Stock Holdings, Inc., which is publicly held.

Our customers primarily consist of professional homebuilders and those that provide construction services to them, with whom we focus on developing strong relationships. The principal methods of competition in the Pro Segment are the development of long-term relationships with professional builders and retaining such customers by (i) delivering a full range of high-quality products on time, and (ii) offering trade credit, competitive pricing and integrated service and product packages, such as turn-key framing and shell

construction, as well as manufactured components and installation. Our leading market positions in the highly competitive Pro Segment create economies of scale that allow us to cost-effectively supply our customers, which both enhances profitability and reduces the risk of losing customers to competitors.

## **EMPLOYEES**

At December 31, 2018, we had approximately 15,000 employees. Less than 2% of the workforce at our company are members of eight different unions. We believe that we have good relations with our employees, as evidenced by our recent Forbes “America’s Best Large Employers” awards.

## **INFORMATION TECHNOLOGY SYSTEMS**

Our operations are dependent upon our information technology systems, which encompass all of our major business functions. Our primary enterprise resource planning (“ERP”) system, which we currently use for operations representing the majority of our sales, is a proprietary system that has been highly customized by our computer programmers. The materials required for thousands of standard builder plans are stored by the system for rapid quoting or order entry. Hundreds of price lists are maintained on thousands of SKUs, facilitating rapid price changes in a changing product cost environment. A customer’s order can be tracked at each stage of the process and billing can be customized to reduce a customer’s administrative costs and speed payment.

We have a customized financial reporting system which consolidates financial, sales and workforce data from our ERP systems and our human resource information system (“HRIS”). This technology platform provides management with robust corporate and location level performance management by leveraging standardized metrics and analytics allowing us to plan, track and report performance and compensation measures.

We have developed a proprietary program for use in our component plants. This software reviews product designs for errors, schedules the plants and provides the data used to measure plant efficiency. In addition, we have purchased several software products that have been integrated with our primary ERP system. These programs assist in various aspects of our business such as analyzing blueprints to generate material lists, purchasing lumber products at the lowest cost, delivery management and resource planning and scheduling.

ProBuild maintained multiple ERP systems to manage its operations. We are in the process of integrating certain of the legacy ProBuild information technology systems with ours which is an ongoing, multi-year process. We are currently expecting to complete the planned ERP integration process in 2019.

## **SEASONALITY AND OTHER FACTORS**

Our first and fourth quarters have historically been, and are generally expected to continue to be, adversely affected by weather causing reduced construction activity during these quarters. In addition, quarterly results historically have reflected, and are expected to continue to reflect, fluctuations from period to period arising from the following:

- The volatility of lumber prices;
- The cyclical nature of the homebuilding industry;
- General economic conditions in the markets in which we compete;
- The pricing policies of our competitors;
- The production schedules of our customers; and
- The effects of weather.

The composition and level of working capital typically change during periods of increasing sales as we carry more inventory and receivables. Working capital levels typically increase in the first and second quarters of the year due to higher sales during the peak residential construction season. These increases have in the past resulted in negative operating cash flows during this peak season, which historically have been financed through available cash and our borrowing availability under credit facilities. Collection of receivables and reduction in inventory levels following the peak building and construction season have in the past positively impacted cash flow.



## AVAILABLE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith, we file reports, proxy and information statements and other information with the SEC. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and other information and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available through the investor relations section of our website under the links to “Financial Information.” Our Internet address is [www.bldr.com](http://www.bldr.com). Reports are available on our website free of charge as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. In addition, our officers and directors file with the SEC initial statements of beneficial ownership and statements of change in beneficial ownership of our securities, which are also available on our website at the same location. We are not including this or any other information on our website as a part of, nor incorporating it by reference into, this Form 10-K or any of our other SEC filings.

In addition to our website the SEC maintains an Internet site that contains our reports, proxy and information statements, and other information that we electronically file with, or furnish to, the SEC at [www.sec.gov](http://www.sec.gov).

## EXECUTIVE OFFICERS

*M. Chad Crow, President, Chief Executive Officer and Director, age 50.* Mr. Crow joined the Company in September 1999, and has held several roles of increasing responsibility. Mr. Crow became a director in 2017 and President and CEO on December 29, 2017. In 2009, Mr. Crow was named Senior Vice President and Chief Financial Officer and in 2014 he was promoted to President and Chief Operating Officer. Prior to joining Builders FirstSource, he served in a variety of positions at Pier One Imports and Price Waterhouse LLP. Mr. Crow received his B.B.A. degree from Texas Tech University.

*Peter M. Jackson, Senior Vice President and Chief Financial Officer, age 47.* Mr. Jackson joined the Company on November 4, 2016 as Senior Vice President and Chief Financial Officer. Prior to joining the Company, Mr. Jackson was employed by Lennox International, Inc. (“Lennox”). Since July 2014, Mr. Jackson had served as Vice President and CFO of Lennox’s Refrigeration Segment. His previous positions at Lennox also included Vice President, Finance - Financial Planning and Analysis and Mergers and Acquisitions as well as Vice President and Chief Financial Officer of Lennox’s Residential Heating and Cooling Segment. Before joining Lennox, Mr. Jackson served in multiple financial leadership positions at SPX Corporation, General Electric, and Gerber Scientific. Mr. Jackson is a certified public accountant and a graduate of General Electric’s Experienced Financial Leadership program. He holds an M.B.A. degree from Rensselaer Polytechnic Institute and a B.S. from Bryant University.

*Donald F. McAleenan, Senior Vice President and General Counsel, age 64.* Mr. McAleenan has served as Senior Vice President and General Counsel of the Company since 1998. Prior to joining the Company, Mr. McAleenan served as Vice President and Deputy General Counsel of Fibreboard Corporation from 1992 to 1997. Mr. McAleenan was also Assistant General Counsel of AT&E Corporation and spent nine years as a securities lawyer at two New York City law firms. Mr. McAleenan has a B.S. from Georgetown University and a J.D. from New York University Law School.

*Scott L. Robins, Senior Vice President and Chief Operating Officer – West, age 52.* Mr. Robins was appointed to his current position on February 20, 2018. He had been a Senior Vice President – Operations of the Company since the acquisition of ProBuild Holdings LLC by the Company in July 2015 and with ProBuild prior to that since 2007. At the time of his promotion, he had supervisory responsibility for 93 locations in eight states. Mr. Robins joined Hope Lumber Company in 2004 as a Vice President of Operations, overseeing numerous operations in a three-state area, and continued in that role when Hope was acquired by ProBuild Holdings LLC in 2007. Before then, he had worked in various operational and supply chain management positions with Andersen Lumber and Stock Building Supply since 1988. Mr. Robins has 30 years of experience in the building products business. He holds a B.A. in Finance from Weber State University.

*David E. Rush, Senior Vice President and Chief Operating Officer – East, age 56.* Mr. Rush was appointed to his current position on November 29, 2018. Mr. Rush previously served as Senior Vice President of Strategy and Business Development of the Company since August 2017. Prior to that, Mr. Rush served as Senior Vice President of Integration after the acquisition of ProBuild Holdings LLC in July 2015. From 2003 to 2015, Mr. Rush was an Area Vice President, with responsibility for more than 18 Company locations in three states. He joined the Company as Vice President of Finance of the Southeast Group in 1999. Before joining Builders FirstSource, Mr. Rush worked in various accounting and finance positions, primarily with multi-location distribution companies, including as Chief Financial Officer of the Bojangles Restaurant chain. He holds a B.A. in accounting from the University of North Carolina at Chapel Hill.

## **Item 1A. Risk Factors**

Risks associated with our business, an investment in our securities, and with achieving the forward-looking statements contained in this report or in our news releases, websites, public filings, investor and analyst conferences or elsewhere, include, but are not limited to, the risk factors described below. Any of the risk factors described below could cause our actual results to differ materially from expectations and could have a material adverse effect on our business, financial condition or operating results. We may not succeed in addressing these challenges and risks.

### **The industry in which we operate is dependent upon the residential homebuilding industry, as well as the U.S. economy, the credit markets and other important factors.**

The building products industry is highly dependent on new home and multifamily construction, which in turn are dependent upon a number of factors, including interest rates, consumer confidence, employment rates, foreclosure rates, housing inventory levels and occupancy, housing demand and the health of the U.S. economy and mortgage markets. Unfavorable changes in demographics, credit markets, consumer confidence, housing affordability, or housing inventory levels and occupancy, or a weakening of the U.S. economy or of any regional or local economy in which we operate could adversely affect consumer spending, result in decreased demand for our products, and adversely affect our business. Production of new homes and multifamily buildings may also decline because of shortages of qualified tradesmen, reliance on inadequately capitalized builders and sub-contractors, and shortages of suitable building lots and material. The homebuilding industry is currently experiencing a shortage of qualified, trained labor in many areas, including those served by us. In addition, the building industry is subject to various local, state, and federal statutes, ordinances, and regulations concerning zoning, building design and safety, construction, energy and water conservation and similar matters, including regulations that impose restrictive zoning and density requirements in order to limit the number of homes that can be built within the boundaries of a particular area or in order to maintain certain areas as primarily or exclusively residential. Regulatory restrictions may increase our operating expenses and limit the availability of suitable building lots for our customers, which could negatively affect our sales and earnings. Because we have substantial fixed costs, relatively modest declines in our customers' production levels could have a significant adverse effect on our financial condition, operating results and cash flows.

According to the U.S. Census Bureau, annual U.S. total and single-family housing starts were 1.2 million and 0.9 million, respectively, for the year ended December 31, 2018. However, both total and single-family housing starts remain well below the normalized historical averages (from 1959 through 2018) of 1.5 million and 1.1 million, respectively. Due to the lower levels in housing starts, increased competition for homebuilder business and cyclical fluctuations in commodity prices, we have seen and may continue to experience pressure on our gross margins.

### **The building supply industry is subject to cyclical market pressures.**

Prices of building products are subject to fluctuations arising from changes in supply and demand, national and international economic conditions, labor costs, competition, market speculation, government regulation, and trade policies, as well as from periodic delays in the delivery of lumber and other products. For example, prices of wood products, including lumber and panel products, are subject to significant volatility and directly affect our sales and earnings. In particular, low prices for wood products over a sustained period can adversely affect our financial condition, operating results and cash flows, as can excessive spikes in prices. Our lumber and lumber sheet goods product category represented 37.6% of total sales for the year ended December 31, 2018. We have limited ability to manage the timing and amount of pricing changes for building products. In addition, the supply of building products fluctuates based on available manufacturing capacity. A shortage of capacity or excess capacity in the industry can result in significant increases or declines in prices for those building products, often within a short period of time. Such price fluctuations can adversely affect our financial condition, operating results and cash flows.

In addition, the building products industry is cyclical in nature. The homebuilding industry has experienced growth in recent years and industry forecasters expect to see continued growth in the housing market in the near term. However, it is likely, based on historical experience, that we will face future downturns in the homebuilding industry which could have an adverse effect on our operating results, financial condition or cash flows. We are not able to predict the timing, severity or duration of any future downturns in the housing market.

### **The building supply industry is seasonal.**

Although weather patterns affect our operating results throughout the year, adverse weather historically has reduced construction activity in the first and fourth quarters in the regions where we operate. To the extent that hurricanes, severe storms, floods, other natural disasters or similar events occur in the regions in which we operate, our business may be adversely affected. We anticipate that fluctuations from period to period will continue in the future.

**Homebuyer demand may shift towards smaller homes creating fluctuations in demand for our products.**

Home affordability can be a key driver in demand for our products. Home affordability is influenced by a number of economic factors, such as the level of employment, consumer confidence, consumer income, supply of houses, the availability of financing and interest rates. Changes in the inventory of available homes as well as economic factors relative to home prices may result in homes becoming less affordable. This could cause homebuyer demand to shift towards smaller homes which could have an adverse impact on our financial condition, operating results and cash flows.

**Our industry is highly fragmented and competitive, and increased competitive pressure may adversely affect our results.**

The building products supply industry is highly fragmented and competitive. We face, and will continue to face, significant competition from local and regional building materials chains, as well as from privately-owned single site enterprises. Any of these competitors may (1) foresee the course of market development more accurately than we do, (2) develop products that are superior to our products, (3) have the ability to produce or supply similar products at a lower cost, (4) develop stronger relationships with local homebuilders or commercial builders, (5) adapt more quickly to new technologies or evolving customer requirements than we do, or (6) have access to financing on more favorable terms than we can obtain in the market. As a result, we may not be able to compete successfully with them. In addition, home center retailers, which have historically concentrated their sales efforts on retail consumers and small contractors, have intensified their marketing efforts to professional homebuilders in recent years and may continue to intensify these efforts in the future. Furthermore, certain product manufacturers sell and distribute their products directly to production homebuilders or commercial builders. The volume of such direct sales could increase in the future. Additionally, manufacturers of products distributed by us may elect to sell and distribute directly to homebuilders or commercial builders in the future or enter into exclusive supplier arrangements with other distributors. Consolidation of production homebuilders or commercial builders may result in increased competition for their business. Finally, we may not be able to maintain our operating costs or product prices at a level sufficiently low for us to compete effectively. If we are unable to compete effectively, our financial condition, operating results and cash flows may be adversely affected.

**We are subject to competitive pricing pressure from our customers.**

Production homebuilders and multi-family builders historically have exerted and will continue to exert significant pressure on their outside suppliers to keep prices low because of their market share and their ability to leverage such market share in the highly fragmented building products supply industry. The housing industry downturn and its aftermath resulted in significantly increased pricing pressures from production homebuilders and other customers. Over the past few years, these pricing pressures have adversely affected our operating results and cash flows. In addition, continued consolidation among production homebuilders or multi-family and commercial builders, or changes in such builders' purchasing policies or payment practices, could result in additional pricing pressure, and our financial condition, operating results and cash flows may be adversely affected.

**Our level of indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, and prevent us from meeting our obligations under our debt instruments.**

As of December 31, 2018, our debt totaled \$1,577.1 million, which includes \$243.5 million of capital lease and other finance obligations. We also have a \$900.0 million revolving credit facility ("2022 facility"), under which we had \$179.0 million of outstanding borrowings and \$82.2 million of letters of credit outstanding as of December 31, 2018. In addition, we have significant obligations under ongoing operating leases that are not reflected on our balance sheet.

Our substantial debt could have important consequences to us, including:

- increasing our vulnerability to general economic and industry conditions;
- requiring a substantial portion of our operating cash flow to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our liquidity and our ability to use our cash flow to fund our operations, capital expenditures, and future business opportunities;
- exposing us to the risk of increased interest rates, and corresponding increased interest expense, because borrowings under the 2022 facility and the \$458.3 million senior secured term loan facility due 2024 ("2024 term loan") are at variable rates of interest;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions, and general corporate or other purposes;

- limiting our ability to adjust to changing marketplace conditions and placing us at a competitive disadvantage compared to our competitors who may have less debt.
- limiting our attractiveness as an investment opportunity for potential investors.

In addition, some of our debt instruments, including those governing the 2022 facility, the 2024 term loan, and the 5.625% senior secured notes due 2024 (“2024 notes”), contain cross-default provisions that could result in our debt being declared immediately due and payable under a number of debt instruments, even if we default on only one debt instrument. In such event, it is possible that we would not be able to satisfy our obligations under all of such accelerated indebtedness simultaneously.

Our financial condition and operating performance, including that of our subsidiaries, are also subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. There are no assurances that we will maintain a level of liquidity sufficient to permit us to pay the principal, premium and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations in an effort to meet our debt service and other obligations. The agreements governing the 2022 facility and the 2024 term loan and the indenture governing our 2024 notes restrict our ability to dispose of assets and to use the proceeds from such dispositions. We may not be able to consummate those dispositions or be able to obtain the proceeds that we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due.

**We may have future capital needs and may not be able to obtain additional financing on acceptable terms.**

We are substantially reliant on cash on hand and borrowing availability under the 2022 facility, which totaled \$595.5 million at December 31, 2018, to provide working capital and fund our operations. Our working capital requirements are likely to grow assuming the housing industry continues to grow. Our inability to renew, amend or replace the 2022 facility, the 2024 term loan or the 2024 notes when required or when business conditions warrant could have a material adverse effect on our business, financial condition and results of operations.

Economic and credit market conditions, the performance of our industry, and our financial performance, as well as other factors, may constrain our financing abilities. Our ability to secure additional financing, if available, and to satisfy our financial obligations under indebtedness outstanding from time to time will depend upon our future operating performance, the availability of credit, economic conditions and financial, business and other factors, many of which are beyond our control. Significant worsening of current housing market conditions or the macroeconomic factors that affect our industry could require us to seek additional capital and have a material adverse effect on our ability to secure such capital on favorable terms, if at all.

We may be unable to secure additional financing, financing on favorable terms or our operating cash flow may be insufficient to satisfy our financial obligations under indebtedness outstanding from time to time, including the 2022 facility, the 2024 term loan, and the 2024 notes. The agreements governing the 2022 facility and the 2024 term loan and the indenture governing the 2024 notes, moreover, restrict the amount of permitted indebtedness allowed. In addition, if financing is not available when needed, or is available on unfavorable terms, we may be unable to take advantage of business opportunities, including potential acquisitions, or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition, and results of operations. If additional funds are raised through the issuance of additional equity or convertible debt securities, our stockholders may experience significant dilution.

**We may incur additional indebtedness.**

We may incur additional indebtedness in the future, including collateralized debt, subject to the restrictions contained in the agreements governing the 2022 facility and the 2024 term loan and the indenture governing the 2024 notes. If new debt is added to our current debt levels, the related risks that we now face could intensify.

**Our debt instruments contain various covenants that limit our ability to operate our business.**

Our financing arrangements, including the agreements governing the 2022 facility and the 2024 term loan and the indenture governing the 2024 notes, contain various provisions that limit our ability to, among other things:

- transfer or sell assets, including the equity interests of our restricted subsidiaries, or use asset sale proceeds;
- incur additional debt;
- pay dividends or distributions on our capital stock or repurchase our capital stock;
- make certain restricted payments or investments;
- create liens to secure debt;
- enter into transactions with affiliates;
- merge or consolidate with another company or continue to receive the benefits of these financing arrangements under a “change in control” scenario (as defined in those agreements); and
- engage in unrelated business activities.

The agreement governing the 2022 facility contains a financial covenant requiring the satisfaction of a minimum fixed charge ratio of 1.00 to 1.00 if our excess availability falls below the greater of \$80.0 million or 10% of the maximum borrowing amount, which was \$84.7 million as of December 31, 2018.

These provisions may restrict our ability to expand or fully pursue our business strategies. Our ability to comply with the agreements governing the 2022 facility and the 2024 term loan and the indenture governing the 2024 notes may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments, a change in control or other events beyond our control. The breach of any of these provisions, including those contained in the 2022 facility and the 2024 term loan and the indenture governing the 2024 notes, could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it.

**Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.**

Interest rates may increase in the future. As a result, interest rates on our 2022 facility and our 2024 term loan could be higher or lower than current levels. As of December 31, 2018, we had approximately \$637.3 million, or 40.4%, of our outstanding debt at variable interest rates. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. Further, an increase in interest rates could also trigger a limitation on the deductibility of those interest costs, increasing our tax expense thereby further decreasing our net income and cash flows. Since 2016, the Company has executed several debt transactions designed to reduce debt, extend maturities or lower our interest rates. The Company is likely to execute similar debt transactions in the future. However, there can be no assurance that we will be successful in anticipating the direction of interest rates or changes in market conditions, which could result in future debt transactions having a material adverse impact on our financial condition, operating results and cash flows.

A 1.0% increase in interest rates on the 2022 facility would result in approximately \$1.8 million in additional interest expense annually as we had \$179.0 million in outstanding borrowings as of December 31, 2018. The 2022 facility also assesses variable commitment and outstanding letter of credit fees based on quarterly average loan utilization. A 1.0% increase in interest rates on the 2024 term loan outstanding as of December 31, 2018 would result in approximately \$4.6 million in additional interest expense annually.

**The agreements that govern our indebtedness contain various covenants that impose restrictions on us and certain of our subsidiaries that may affect our ability to operate our businesses.**

The agreements that govern our indebtedness contain various affirmative and negative covenants that may, subject to certain significant exceptions, restrict the ability of us and certain of our subsidiaries to, among other things, have liens on our property, and/or merge or consolidate with any other person or sell or convey certain of our assets to any one person. The ability of us and our subsidiaries to comply with these provisions may be affected by events beyond our control. Failure to comply with these covenants could result in an event of default, which, if not cured or waived, could accelerate our repayment obligations.

**The loss of any of our significant customers or a reduction in the quantity of products they purchase could affect our financial health.**

Our ten largest customers generated approximately 16.8% of our sales for the year ended December 31, 2018. We cannot guarantee that we will maintain or improve our relationships with these customers or that we will supply these customers at historical levels. Moreover, during the downturn and in subsequent years, some of our homebuilder customers exited or severely curtailed building activity in certain of our regions.

In addition, production homebuilders, multi-family builders and other customers may: (1) seek to purchase some of the products that we currently sell directly from manufacturers, (2) elect to establish their own building products manufacturing and distribution facilities or (3) give advantages to manufacturing or distribution intermediaries in which they have an economic stake. Continued consolidation among production homebuilders could also result in a loss of some of our present customers to our competitors. The loss of one or more of our significant customers or deterioration in our relations with any of them could significantly affect our financial condition, operating results and cash flows. Furthermore, our customers are not required to purchase any minimum amount of products from us. The contracts into which we have entered with most of our professional customers typically provide that we supply particular products or services for a certain period of time when and if ordered by the customer. Should our customers purchase our products in significantly lower quantities than they have in the past, such decreased purchases could have a material adverse effect on our financial condition, operating results and cash flows.

**A range of factors may make our quarterly revenues and earnings variable.**

We have historically experienced, and in the future will continue to experience, variability in revenues and earnings on a quarterly basis. The factors expected to contribute to this variability include, among others: (1) the volatility of prices of lumber, wood products and other building products, (2) the cyclical nature of the homebuilding industry, (3) general economic conditions in the various areas that we serve, (4) the intense competition in the industry, including expansion and growth strategies by competitors, (5) the production schedules of our customers, and (6) the effects of the weather. These factors, among others, make it difficult to project our operating results on a consistent basis, which may affect the price of our stock.

**Our continued success will depend on our ability to retain our key employees and to attract and retain new qualified employees.**

Our success depends in part on our ability to attract, hire, train and retain qualified managerial, operational, sales and other personnel. We face significant competition for these types of employees in our industry and from other industries. We may be unsuccessful in attracting and retaining the personnel we require to conduct and expand our operations successfully. In addition, key personnel may leave us and compete against us. Our success also depends to a significant extent on the continued service of our senior management team. We may be unsuccessful in replacing key managers who either resign or retire. The loss of any member of our senior management team or other experienced senior employees could impair our ability to execute our business plan, cause us to lose customers and reduce our net sales, or lead to employee morale problems and/or the loss of other key employees. In any such event, our financial condition, operating results and cash flows could be adversely affected.

**Product shortages, loss of key suppliers, and our dependence on third-party suppliers and manufacturers could affect our financial health.**

Our ability to offer a wide variety of products to our customers is dependent upon our ability to obtain adequate product supply from manufacturers and other suppliers. Generally, our products are obtainable from various sources and in sufficient quantities. However, the loss of, or a substantial decrease in the availability of, products from our suppliers or the loss of key supplier arrangements could adversely impact our financial condition, operating results, and cash flows.

Although in many instances we have agreements with our suppliers, these agreements are generally terminable by either party on limited notice. Failure by our suppliers to continue to supply us with products on commercially reasonable terms, or at all, could put pressure on our operating margins or have a material adverse effect on our financial condition, operating results and cash flows. Short-term changes in the cost of these materials, some of which are subject to significant fluctuations, are oftentimes, but not always passed on to our customers. Our delayed ability to pass on material price increases to our customers could adversely impact our financial condition, operating results and cash flows.

**If the housing market declines, we may be required to take impairment charges relating to our operations or temporarily idle or permanently close under-performing locations.**

If conditions in the housing industry deteriorate we may need to take goodwill and/or asset impairment charges relating to certain of our reporting units. Any such non-cash charges would have an adverse effect on our financial results. In addition, in response to industry conditions, we may have to temporarily idle or permanently close certain facilities in under-performing regions. Any such facility closures could have a significant adverse effect on our financial condition, operating results and cash flows.

**The nature of our business exposes us to product liability, product warranty, casualty, construction defect, asbestos, vehicle and other claims and legal proceedings.**

We are involved in product liability, product warranty, casualty, construction defect, asbestos, vehicle and other claims relating to the products we manufacture and distribute, and services we provide or have provided that, if adversely determined, could adversely affect our financial condition, operating results, and cash flows. We rely on manufacturers and other suppliers to provide us with many of the products we sell and distribute. Because we have no direct control over the quality of such products manufactured or supplied by such third-party suppliers, we are exposed to risks relating to the quality of such products. The Company has a number of known and threatened construction defect legal claims. We are also involved in several asbestos personal injury suits due to the alleged sale of asbestos-containing products by legacy businesses that we acquired. In addition, we are exposed to potential claims arising from the conduct of our respective employees and subcontractors, and builders and their subcontractors, for which we may be contractually liable. Although we currently maintain what we believe to be suitable and adequate insurance in excess of our self-insured amounts, there can be no assurance that we will be able to maintain such insurance on acceptable terms or that such insurance will provide adequate protection against potential liabilities. Product liability, product warranty, casualty, construction defect, asbestos, vehicle, and other claims can be expensive to defend and can divert the attention of management and other personnel for significant periods, regardless of the ultimate outcome. Claims of this nature could also have a negative impact on customer confidence in our products and our company. In addition, we are involved on an ongoing basis in other types of legal proceedings. We cannot assure you that any current or future claims against us will not adversely affect our financial condition, operating results and cash flows.

**We occupy most of our facilities under long-term non-cancelable leases. We may be unable to renew leases at the end of their terms. If we close a facility, we are still obligated under the applicable lease.**

Most of our facilities are leased. Many of our leases are non-cancelable, typically have initial expiration terms ranging from five to 15 years and most provide options to renew for specified periods of time. We believe that leases we enter into in the future will likely be for similar terms (five to 15 years), will be non-cancelable and will feature similar renewal options. If we close or idle a facility we would remain committed to perform our obligations under the applicable lease, which would include, among other things, payment of the base rent, insurance, taxes and other expenses on the leased property for the balance of the lease term. Management may explore offsets to remaining obligations such as subleasing opportunities or negotiated lease terminations. During the period from 2007 through 2018, we closed or idled a number of facilities for which we continue to remain liable. Our obligation to continue making rental payments with respect to leases for closed or idled facilities could have a material adverse effect on our business and results of operations. At the end of a lease term, for those locations where we have no renewal options remaining, we may be unable to renew the lease without additional cost, if at all. If we are unable to renew our facility leases, we may close or, if possible, relocate the facility, which could subject us to additional costs and risks which could have a material adverse effect on our business. Additionally, the revenue and profit generated at a relocated facility may not equal the revenue and profit generated at the former operation.

**We are a holding company and conduct all of our operations through our subsidiaries.**

We are a holding company that derives all of our operating income from our subsidiaries. All of our assets are held by our direct and indirect subsidiaries. We rely on the earnings and cash flows of our subsidiaries, which are paid to us by our subsidiaries in the form of dividends and other payments or distributions, to meet our debt service obligations. The ability of our subsidiaries to pay dividends or make other payments or distributions to us will depend on their respective operating results and may be restricted by, among other things, the laws of their jurisdiction of organization (which may limit the amount of funds available for the payment of dividends and other distributions to us), the terms of existing and future indebtedness and other agreements of our subsidiaries, the 2022 facility, the 2024 term loan, the terms of the indentures governing the 2024 notes and the covenants of any future outstanding indebtedness we or our subsidiaries incur.

**We may be adversely affected by any disruption in our respective information technology systems.**

Our operations are dependent upon our information technology systems, which encompass all of our major business functions. Our ProBuild subsidiary currently maintains multiple ERP systems to manage its operations. We are in the process of integrating certain of ProBuild's systems with ours and are expecting to complete that process in 2019. We may encounter significant operational disruptions and higher than expected costs in connection with the ongoing ERP integration process, which could have a material adverse effect on our financial condition, operating results and cash flows. Our primary ERP system is a proprietary system that has been highly customized by our computer programmers. Our centralized financial reporting system currently draws data from our ERP systems. We rely upon our information technology systems to run critical accounting and financial information systems, process receivables, manage and replenish inventory, fill and ship customer orders on a timely basis, and coordinate our sales activities across all products and services. A substantial disruption in our information technology systems for any prolonged time period (arising from, for example, system capacity limits from unexpected increases in our volume of business, outages, natural or other disasters, or disruptions in our service) could result in problems and delays in generating critical financial and operational information, processing receivables, receiving inventory and supplies and filling customer orders. These disruptions could adversely affect our operating results as well as our customer service and relationships. Our systems, or those of our significant customers or suppliers, might be damaged or interrupted by natural or man-made events or by computer viruses, physical or electronic break-ins, or similar disruptions affecting the global Internet. In addition, we rely on a number of third-party service providers to execute certain business processes and maintain certain information technology systems and infrastructure, and any breach of security or disruption in their systems could impair our ability to operate effectively. There can be no assurance that such disruptions, delays, problems, or associated costs relating to our systems or those of our significant customers, suppliers or third-party providers would not have a material adverse effect on our financial condition, operating results and cash flows.

**We are subject to cybersecurity risks and expect to incur increasing costs in an effort to minimize those risks.**

Our business employs systems that allow for the secure storage and transmission of customers', vendors' and employees' proprietary information. Security breaches could expose us to a risk of loss or misuse of this information, litigation and potential liability. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Any compromise of our security could result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation and a loss of confidence in our security measures, which could harm our business. The regulatory environment related to information security and privacy is increasingly rigorous, with new and constantly changing requirements applicable to our business, and compliance with those requirements could result in additional costs. Our computer systems have been, and will likely continue to be, subjected to computer viruses or other malicious codes, unauthorized access attempts and cyber- or phishing-attacks. These events could compromise ours' and our customers' and suppliers' confidential information, impede or interrupt our business operations, and could result in other negative consequences, including remediation costs, loss of revenue, litigation and reputational damage. To our knowledge, we have not experienced a material cybersecurity breach to date. As cyber-attacks become more sophisticated, we expect to incur increasing costs to strengthen our systems from outside intrusions and have purchased and expect to maintain insurance coverage related to the threat of such attacks. While we have implemented administrative and technical controls and have taken other preventive actions to reduce the risk of cyber incidents and protect our information technology, they may be insufficient to prevent physical and electronic break-ins, cyber-attacks or other security breaches to our computer systems.

**We are subject to payments-related risks that could increase our operating costs, expose us to fraud, subject us to potential liability and potentially disrupt our business.**

We accept payments using a variety of methods, including credit card, debit card, direct debit from a customer's bank account, consumer invoicing, and physical bank checks, and we may offer different payment options over time. These payment options subject us to many compliance requirements, including, but not limited to, compliance with payment card association operating rules, including data security rules, certification requirements, rules governing electronic funds transfers and Payment Card Industry Data Security Standards. They also subject us to potential fraud by criminal elements seeking to discover and take advantage of security vulnerabilities that may exist in some of these payment systems. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We rely on third parties to provide payment processing services, including the processing of credit and debit cards, and it could disrupt our business if these companies become unwilling or unable to provide these services to us. If we fail to comply with these rules or requirements, or if our data security systems are breached or compromised, we may be liable for card issuing banks' costs, subject to fines and higher transaction fees, and lose our ability to accept credit and debit card payments from our customers, process electronic funds transfers, or facilitate other types of online payments, and our business and operating results could be adversely affected.



**We may be adversely affected by any natural or man-made disruptions to our distribution and manufacturing facilities.**

We currently maintain a broad network of distribution and manufacturing facilities throughout the U.S. Any widespread disruption to our operations resulting from fire, earthquake, weather-related events, an act of terrorism or any other cause could damage multiple facilities and a significant portion of our inventory and could materially impair our ability to distribute our products to customers. Moreover, we could incur significantly higher costs and longer lead times associated with distributing our products to our customers during the time that it takes for us to reopen or replace a damaged facility. In addition, any shortages of fuel or significant fuel cost increases could disrupt our ability to distribute products to our customers. If any of these events were to occur, our financial condition, operating results and cash flows could be materially adversely affected.

**We may be unable to successfully implement our growth strategy, which includes increasing sales of our prefabricated components and other value-added products, pursuing strategic acquisitions, opening new facilities and reducing our outstanding debt.**

Our long-term strategy depends in part on growing our sales of prefabricated components and other value-added products and increasing our market share. If any of these initiatives are not successful, or require extensive investment, our growth may be limited, and we may be unable to achieve or maintain expected levels of growth and profitability.

Our long-term business plan also provides for continued growth through strategic acquisitions and organic growth through the construction of new facilities or the expansion of existing facilities. Failure to identify and acquire suitable acquisition candidates on appropriate terms could have a material adverse effect on our growth strategy. Moreover, our liquidity position, or the requirements of the 2022 facility, the 2024 term loan or the indentures governing the 2024 notes, could prevent us from obtaining the capital required to effect new acquisitions or expand our existing facilities. Our failure to make successful acquisitions or to build or expand needed facilities, including manufacturing facilities, produce saleable product, or meet customer demand in a timely manner could adversely affect our financial condition, operating results, and cash flows. A negative impact on our financial condition, operating results and cash flows, or our decision to invest in strategic acquisitions or new facilities, could adversely affect our ability to reduce our substantial outstanding debt.

In addition, although we have been successful in the past with the integration of numerous acquisitions, we may not be able to fully integrate the operations of any future acquired businesses with our own in an efficient and cost-effective manner or without significant disruption to our or the acquired companies' existing operations. Moreover, acquisitions involve significant risks and uncertainties, including uncertainties as to the future financial performance of the acquired business, the achievement of expected synergies, difficulties integrating acquired personnel and corporate cultures into our business, the potential loss of key employees, customers or suppliers, difficulties in integrating different computer and accounting systems, exposure to unforeseen liabilities of acquired companies and the diversion of management attention and resources from existing operations. We may be unable to successfully complete potential acquisitions due to multiple factors, such as issues related to regulatory review of the proposed transactions. We may also be required to incur additional debt or issue additional shares of our common stock in order to consummate acquisitions in the future. Potential new debt may be substantial and may limit our flexibility in using our cash flow from operations. The issuance of new shares of our common stock could dilute the equity value of our existing shareholders. Our failure to fully integrate future acquired businesses effectively or to manage other consequences of our acquisitions, including increased indebtedness, could prevent us from remaining competitive and, ultimately, could adversely affect our financial condition, operating results and cash flows.

**Federal, state, local and other regulations could impose substantial costs and/or restrictions on our operations that would reduce our net income.**

We are subject to various federal, state, local and other regulations, including, among other things, regulations promulgated by the Department of Transportation and applicable to our fleet of delivery trucks, work safety regulations promulgated by the Department of Labor's Occupational Safety and Health Administration, employment regulations promulgated by the United States Equal Employment Opportunity Commission, tariff regulations on imported products promulgated by the Federal government, accounting standards issued by the Financial Accounting Standards Board ("FASB") or similar entities, state and local regulations relating to our escrow business, and state and local zoning restrictions and building codes. More burdensome regulatory requirements in these or other areas may increase our general and administrative costs and adversely affect our financial condition, operating results and cash flows. Moreover, failure to comply with the regulatory requirements applicable to our business could expose us to substantial penalties that could adversely affect our financial condition, operating results and cash flows.

**Recently enacted tax legislation as well as any future changes to tax laws and regulations could have an adverse impact on our business.**

On December 22, 2017, legislation commonly referred to as the Tax Cuts and Jobs Act (“the 2017 Tax Act”) became enacted law. The 2017 Tax Act substantially changes several aspects of the Internal Revenue Code, some of which may have an adverse impact on our business. Certain aspects of the 2017 Tax Act may make purchasing a home less attractive and therefore could have an adverse impact on our business. The 2017 Tax Act contains limitations on the ability of homeowners to deduct property taxes and mortgage interest as well as limitations on an individual taxpayer’s ability to deduct state and local income taxes. The 2017 Tax Act also raises the standard deduction. These changes could reduce the perceived affordability of homeownership, and therefore the demand for homes, and/or have a moderating impact on home sales prices in areas with relatively high housing prices and/or high state and local income taxes and real estate taxes, including in certain of our served markets such as California and New York. As a result, some communities in those locations could experience lower net orders and/or a tempering of average sales prices in future periods depending on how homebuyers react to the tax law changes under the 2017 Tax Act.

In addition, the 2017 Tax Act eliminates the ability for companies to carryback any future net operating losses (“NOLs”). While the 2017 Tax Act provides for indefinite carryforwards of future NOLs, the utilization of these NOLs is limited to 80% of taxable income in a carryforward year. Further, the 2017 Tax Act limits the ability for companies to deduct interest expense that exceeds 30% of adjusted taxable income with disallowed interest for a given year allowed to be carried forward to future years indefinitely. The 2017 Tax Act also modified the existing 162(m) limitations, creating additional limitations on the deductibility of executive compensation. These limitations on the utilization of future NOLs, the deductibility of interest expense and the deductibility of executive compensation could adversely impact us in the future. Finally, there can be no assurance that any future changes in federal and state tax laws and regulations will not have an adverse impact on our financial condition, operating results and cash flows.

**We are subject to potential exposure to environmental liabilities and are subject to environmental regulation.**

We are subject to various federal, state and local environmental laws, ordinances and regulations. Although we believe that our facilities are in material compliance with such laws, ordinances, and regulations, as owners and lessees of real property, we can be held liable for the investigation or remediation of contamination on such properties, in some circumstances, without regard to whether we knew of or were responsible for such contamination. No assurance can be provided that remediation may not be required in the future as a result of spills or releases of petroleum products or hazardous substances, the discovery of unknown environmental conditions, more stringent standards regarding existing residual contamination, or changes in legislation, laws, rules or regulations. More burdensome environmental regulatory requirements may increase our general and administrative costs and adversely affect our financial condition, operating results and cash flows.

**We may be adversely affected by uncertainty in the economy and financial markets, including as a result of terrorism or unrest in the Middle East, Europe or elsewhere.**

Instability in the economy and financial markets, including as a result of terrorism or unrest in the Middle East, Europe or elsewhere, may result in a decrease in housing starts, which would adversely affect our business. In addition, such unrest or related adverse developments, including a retaliatory military strike or terrorist attack, may cause unpredictable or unfavorable economic conditions and could have a material adverse effect on our financial condition, operating results, and cash flows. Any shortages of fuel or significant fuel cost increases related to geopolitical conditions could seriously disrupt our ability to distribute products to our customers. In addition, domestic terrorist attacks may affect our ability to keep our operations and services functioning properly and could have a material adverse effect on our financial condition, operating results and cash flows.

**Some Company Employees are Unionized.**

Less than 2% of the workforce at our company are members of eight different unions. There can be no assurance that additional employees of our company will not conduct union organization campaigns or become union members in the future.

**The trading price of our common stock has been and may continue to be subject to wide fluctuations.**

Between January 1, 2018 and December 31, 2018, the price of our common stock on the NASDAQ ranged from \$10.15 to \$23.28 per share. Our stock price may fluctuate in response to a number of events and factors, including those described in this “Risk Factors” section. Additionally, our substantial indebtedness may hinder the demand for our common stock, which could have a material adverse effect on the market price of our common stock.

**The price of our common stock is volatile and may decline.**

The market price of our common stock historically has experienced and may continue to experience significant price fluctuations similar to those experienced by the broader stock market in recent years. In addition, the price of our common stock may fluctuate significantly in response to various factors, including:

- actual or anticipated fluctuations in our results of operations;
- announcements by us or our competitors of significant business developments, changes in customer relationships, acquisitions, or expansion plans;
- changes in the prices of products we sell;
- involvement in litigation;
- our sale of common stock or other securities in the future;
- market conditions in our industry;
- changes in key personnel;
- changes in market valuation or earnings of our competitors;
- the trading volume of our common stock;
- changes in the estimation of the future size and growth rate of our markets; and
- general economic and market conditions;

Broad market and industry factors may materially harm the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against that company.

If we were involved in any similar litigation we could incur substantial costs and our management's attention and resources could be diverted, which could adversely affect our financial condition, results of operations and cash flows. As a result, it may be difficult for you to resell your shares of common stock in the future.

**Significant sales of our common stock, or the perception that significant sales may occur in the future, could adversely affect the market price of our common stock.**

The sale of substantial amounts of our common stock could adversely affect the price of our common stock. Sales of substantial amounts of our common stock in the public market, and the availability of shares for future sale, including 1.3 million shares of our common stock issuable as of December 31, 2018, upon exercise of outstanding vested and unvested options to acquire shares of our common stock and through the conversion of 2.0 million restricted stock units under our stock incentive plans, could adversely affect the prevailing market price of our common stock and could cause the market price of our common stock to remain low for a substantial time. Additional stock grants may also be made under our incentive plans, including our 2014 Incentive Plan, as it may be amended. The potential for future stock grants could have a negative effect on the market for our common stock and our ability to raise additional capital.

**We do not have any current plan to pay, and are restricted in our ability to pay, any dividends on our common stock, and as a result, your only opportunity to achieve a return on your investment in our common stock is if the price of our common stock increases.**

We anticipate that we will retain all future earnings and other cash resources for the future operation and development of our business, including potential debt reduction. Accordingly, we do not intend to declare or pay regular cash dividends on our common stock in the near future. Payment of any future dividends will be at the discretion of our board of directors after taking into account many factors, including our operating results, financial condition, current and anticipated cash needs and plans for expansion. The declaration and payment of any dividends on our common stock is also restricted by the terms of our outstanding indebtedness.

**Item 1B. *Unresolved Staff Comments***

None.

## **Item 2. Properties**

We have a broad network of distribution and manufacturing facilities in 39 states throughout the U.S. Based on available 2018 U.S. Census data, we have operations in 75 of the top 100 U.S. Metropolitan Statistical Areas, as ranked by single family housing permits in 2018.

Distribution centers typically include 10 to 15 acres of outside storage, a 45,000 square foot warehouse, 4,000 square feet of office space, and 15,000 square feet of covered storage. The outside area provides space for lumber storage and a staging area for delivery while the warehouse stores millwork, windows and doors. The distribution centers are usually located in industrial areas with low cost real estate and easy access to freeways to maximize distribution efficiency and convenience. Many of our distribution centers are situated on rail lines for efficient receipt of goods.

Our manufacturing facilities produce trusses, wall panels, engineered wood, stairs, windows, pre-hung doors and custom millwork. In many cases, they are located on the same premises as our distribution facilities. Truss and panel manufacturing facilities vary in size from 30,000 square feet to 60,000 square feet with 8 to 10 acres of outside storage for lumber and for finished goods. Our window manufacturing facility in Houston, Texas has approximately 200,000 square feet.

We contractually lease 311 facilities and own 90 facilities. These leases typically have an initial lease term of 5 to 15 years and most provide options to renew for specified periods of time. A majority of our leases provide for fixed annual rentals. Certain of our leases include provisions for escalating rent, as an example, based on changes in the consumer price index. Most of the leases require us to pay taxes, insurance and common area maintenance expenses associated with the properties. As described in Note 9 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K, 140 of our leased facilities are subject to a sales-lease back transaction that is accounted for in our financial statements as owned assets with offsetting financing obligations.

We operate a fleet of approximately 10,700 rolling stock units, which includes approximately 4,500 trucks as well as forklifts and trailers to deliver products from our distribution and manufacturing centers to our customer's job sites. Through our emphasis on local market flexibility and strategically placed locations, we minimize shipping and freight costs while maintaining a high degree of local market expertise. Through knowledge of local homebuilder needs, customer coordination and rapid restocking ability, we reduce working capital requirements and guard against out-of-stock products. We believe that this reliability is highly valued by our customers and reinforces customer relationships.

## **Item 3. Legal Proceedings**

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the complex nature of the claims. Although the Company cannot estimate a reasonable range of loss based on currently available information, the resolution of these matters could have a material adverse effect on the Company's financial position, results of operations or cash flows.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of such claims and lawsuits. Although the ultimate disposition of these other proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are pending or threatened, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

Although our business and facilities are subject to federal, state and local environmental regulation, environmental regulation does not have a material impact on our operations. We believe that our facilities are in material compliance with such laws and regulations. As owners and lessees of real property, we can be held liable for the investigation or remediation of contamination on such properties, in some circumstances without regard to whether we knew of or were responsible for such contamination. Our current expenditures with respect to environmental investigation and remediation at our facilities are minimal, although no assurance can be provided that more significant remediation may not be required in the future as a result of spills or releases of petroleum products or hazardous substances or the discovery of unknown environmental conditions.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is traded on the NASDAQ Stock Market LLC under the symbol "BLDR". The approximate number of stockholders of record of our common stock as of February 26, 2019 was 89.

We currently have no intention to pay dividends. Any future determination relating to dividend policy will be made at the discretion of our board of directors and will depend on a number of factors, including restrictions in our debt instruments, as well as our future earnings, capital requirements, financial condition, prospects and other factors that our board of directors may deem relevant. Our debt agreements currently restrict our ability to pay dividends. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources" contained in Item 7 of this annual report on Form 10-K.

#### Company Stock Repurchases

The following table provides information with respect to our purchases of Builders FirstSource, Inc. common stock during the fourth quarter of fiscal year 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
October 1, 2018 — October 31, 2018	3,221	\$ 12.38	—	—
November 1, 2018 — November 30, 2018	—	—	—	—
December 1, 2018 — December 31, 2018	—	—	—	—
Total	3,221	\$ 12.38	—	—

The shares presented in the above table represent stock tendered in order to meet tax withholding requirements for restricted stock units vested.

The graph below matches the cumulative 5-Year total return of holders of Builders FirstSource, Inc.'s common stock with the cumulative total returns of the Russell 2000 index and the S&P 600 Building Products index. The graph assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on 12/31/2013 and tracks it through 12/31/2018.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Builders FirstSource, Inc., the Russell 2000 Index,  
and S&P 600 Building Products Index



\*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

Copyright© 2019 Standard & Poor's, a division of S&P Global. All rights reserved.  
Copyright© 2019 Russell Investment Group. All rights reserved.

	12/13	12/14	12/15	12/16	12/17	12/18
Builders FirstSource, Inc.	100.00	96.35	155.40	153.86	305.61	153.02
Russell 2000	100.00	104.89	100.26	121.63	139.44	124.09
S&P 600 Building Products Index	100.00	103.82	121.71	167.53	201.53	159.09

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

The information regarding securities authorized for issuance under equity compensation plans appears in our definitive proxy statement for our annual meeting of stockholders to be held on May 22, 2019 under the caption "Equity Compensation Plan Information," which information is incorporated herein by reference.

## Item 6. Selected Financial Data

The following selected consolidated financial data for the years ended December 31, 2018, 2017 and 2016 and as of December 31, 2018 and 2017 were derived from our consolidated financial statements which are included in Item 8 of this annual report on Form 10-K. Selected consolidated financial data as of December 31, 2016 and as of and for the years ended December 31, 2015 and 2014 were derived from our consolidated financial statements, but are not included herein.

The following data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Item 7 of this annual report on Form 10-K and with our consolidated financial statements and related notes included in Item 8 of this annual report on Form 10-K.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
(In thousands, except per share amounts)					
<b>Statement of operations data:</b>					
Sales (1)	\$ 7,724,771	\$ 7,034,209	\$ 6,367,284	\$ 3,564,425	\$ 1,604,096
Gross margin	1,922,940	1,727,391	1,596,748	901,458	356,997
Selling, general and administrative expenses	1,553,972	1,442,288	1,360,412	810,703	307,387
Net income (loss) (2)(3)	205,191	38,781	144,341	(22,831)	18,150
Net income (loss) per share — basic	\$ 1.79	\$ 0.34	\$ 1.30	\$ (0.22)	\$ 0.19
Net income (loss) per share — diluted	\$ 1.76	\$ 0.34	\$ 1.27	\$ (0.22)	\$ 0.18
<b>Balance sheet data (end of period):</b>					
Cash and cash equivalents	\$ 10,127	\$ 57,533	\$ 14,449	\$ 65,063	\$ 17,773
Total assets	2,932,309	3,006,124	2,909,887	2,882,038	574,065
Total debt (including current portion)	1,561,294	1,784,420	1,802,052	1,951,671	374,903
Stockholders’ equity	596,338	376,209	309,620	149,195	40,200
<b>Other financial data:</b>					
Depreciation and amortization	\$ 97,906	\$ 92,993	\$ 109,793	\$ 58,280	\$ 9,519

- (1) As discussed in Note 2 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K we adopted updated revenue recognition guidance using the modified retrospective method as of January 1, 2018. As such, periods prior to the adoption date have not been restated and continue to be presented in accordance with previous guidance.
- (2) As discussed in Note 11 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K, net income for the year ended December 31, 2017 includes \$29.0 million in income tax expense attributable to revaluation of our net deferred tax assets resulting from the enactment of the 2017 Tax Act. Net income for the year ended December 31, 2016 includes a reduction to our valuation allowance of \$131.7 million as we released the valuation allowance against our net federal and certain state deferred tax assets in that period. Net loss for the year ended December 31, 2015 includes a valuation allowance of \$9.7 million against primarily all of our deferred tax assets. Net income for the year ended December 31, 2014 includes a reduction to our valuation allowance of \$7.2 million due to the utilization of net operating loss carryforwards to reduce taxable income.
- (3) Net income for the year ended December 31, 2018 includes a gain on debt extinguishment of \$3.2 million. Net income for the years ended December 31, 2017 and 2016 includes losses on debt extinguishment and other financing costs of \$58.7 million and \$56.9 million, respectively, resulting from multiple debt transactions executed in 2017 and 2016. Our 2018, 2017 and 2016 debt transactions are discussed in detail in Note 8 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K. Net loss for the year ended December 31, 2015 includes \$38.6 million of acquisition and transaction related costs associated with the ProBuild acquisition, including \$13.2 million in commitment fees related to bridge and backstop financing facilities incurred in connection with the financing of the ProBuild acquisition. In addition, net loss for the year ended December 31, 2015 also includes \$10.3 million related to non-cash interest expense from the amortization of debt discount and deferred loan costs, and fair value adjustments related to previously outstanding stock warrants.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with the selected financial data and the consolidated financial statements and related notes contained in Item 6. Selected Financial Data and Item 8. Financial Statements and Supplementary Data of this annual report on Form 10-K, respectively. See "Risk Factors" contained in Item 1A. Risk Factors of this annual report on Form 10-K and "Cautionary Statement" contained in Item 1. Business of this annual report on Form 10-K for a discussion of the uncertainties, risks and assumptions associated with these statements.

### OVERVIEW

We are a leading supplier of building materials, manufactured components and construction services to professional contractors, sub-contractors, and consumers. The Company operates 401 locations in 39 states across the United States. Given the span and depth of our geographical reach, our locations are organized into nine geographical regions (Regions 1 through 9), which are also our operating segments, and these are further aggregated into four reportable segments: Northeast, Southeast, South and West. All of our segments have similar customers, products and services, and distribution methods. Our financial statements contain additional information regarding segment performance which is discussed in Note 14 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K.

We offer an integrated solution to our customers providing manufacturing, supply and installation of a full range of structural and related building products. Our manufactured products include our factory-built roof and floor trusses, wall panels and stairs, vinyl windows, custom millwork and trim, as well as engineered wood that we design, cut, and assemble for each home. We also assemble interior and exterior doors into pre-hung units. Additionally, we supply our customers with a broad offering of professional grade building products not manufactured by us, such as dimensional lumber and lumber sheet goods and various window, door and millwork lines. Our full range of construction-related services includes professional installation, turn-key framing and shell construction, and spans products across all of our product categories.

We group our building products into six product categories:

- *Lumber & Lumber Sheet Goods.* Lumber & lumber sheet goods include dimensional lumber, plywood, and OSB products used in on-site house framing.
- *Manufactured Products.* Manufactured products consist of wood floor and roof trusses, steel roof trusses, wall panels, stairs, and engineered wood.
- *Windows, Door & Millwork.* Windows & doors are comprised of the manufacturing, assembly, and distribution of windows and the assembly and distribution of interior and exterior door units. Millwork includes interior trim and custom features including those that we manufacture under the Synboard® brand name.
- *Gypsum, Roofing & Insulation.* Gypsum, roofing, & insulation include wallboard, ceilings, joint treatment and finishes.
- *Siding, metal, and concrete.* Siding, metal, and concrete includes vinyl, composite, and wood siding, exterior trim, other exteriors, metal studs and cement.
- *Other Building Products & Services.* Other building products & services are comprised of products such as cabinets and hardware as well as services such as turn-key framing, shell construction, design assistance, and professional installation spanning the majority of our product categories.

Our operating results are dependent on the following trends, strategies, events and uncertainties, some of which are beyond our control:

- *Homebuilding Industry.* Our business is driven primarily by the residential new construction market and the residential repair and remodel market, which are in turn dependent upon a number of factors, including demographic trends, interest rates, consumer confidence, employment rates, foreclosure rates, the availability of skilled construction labor, and the health of the economy and mortgage markets. According to the U.S. Census Bureau, annual U.S. total and single-family housing starts were 1.2 million and 0.9 million, respectively, in 2018. However, both total and single-family housing starts remain well below the normalized historical averages (from 1959 through 2018) of 1.5 million and 1.1 million, respectively. We believe the housing industry is currently experiencing a shortage of skilled construction labor, which is constraining housing activity. Due to the lower levels in housing starts versus historical norms, increased competition for homebuilder business and cyclical fluctuations in commodity prices we have seen and may continue to experience pressure on our gross margins. In addition to these factors, there has been a trend of consolidation within the building products supply industry. However, our industry remains highly fragmented and competitive and we will continue to face significant competition from local and regional suppliers. We still believe there are several meaningful trends that indicate U.S. housing demand will continue to trend towards recovering to the historical average. These trends include relatively low interest rates, the aging of housing stock, and normal population growth due to immigration and birthrate exceeding death rate. While the rate of market growth has recently eased, industry forecasters, including the National Association of Homebuilders ("NAHB"), expect to see continued increases in housing demand over the next year.



- *Targeting Large Production Homebuilders.* In recent years, the homebuilding industry has undergone consolidation, and the larger homebuilders have increased their market share. We expect that trend to continue as larger homebuilders have better liquidity and land positions relative to the smaller, less capitalized homebuilders. Our focus is on maintaining relationships and market share with these customers while balancing the competitive pressures we are facing in servicing large homebuilders with certain profitability expectations. Additionally, we have been successful in expanding our custom homebuilder base while maintaining acceptable credit standards.
- *Repair and remodel end market.* Although the repair and remodel end market is influenced by housing starts to a lesser degree than the homebuilding market, the repair and remodel end market is still dependent upon some of the same factors as the homebuilding market, including demographic trends, interest rates, consumer confidence, employment rates, foreclosure rates, and the health of the economy and home financing markets. We expect that our ability to remain competitive in this space will depend on our continued ability to provide a high level of customer service coupled with a broad product offering.
- *Use of Prefabricated Components.* Homebuilders are increasingly using prefabricated components in order to realize increased efficiency, overcome skilled construction labor shortages and improve quality. Shortening cycle time from start to completion is a key imperative of the homebuilders during periods of strong consumer demand. We see the demand for prefabricated components increasing as the residential new construction market continues to strengthen and the availability of skilled construction labor remains limited.
- *Economic Conditions.* Economic changes both nationally and locally in our markets impact our financial performance. The building products supply industry is highly dependent upon new home construction and subject to cyclical market changes. Our operations are subject to fluctuations arising from changes in supply and demand, national and local economic conditions, labor costs and availability, competition, government regulation, trade policies and other factors that affect the homebuilding industry such as demographic trends, interest rates, housing starts, the high cost of land development, employment levels, consumer confidence, and the availability of credit to homebuilders, contractors, and homeowners.
- *Housing Affordability.* The affordability of housing can be a key driver in demand for our products. Home affordability is influenced by a number of economic factors, such as the level of employment, consumer confidence, consumer income, supply of houses, the availability of financing and interest rates. Changes in the inventory of available homes as well as economic factors relative to home prices could result in changes to the affordability of homes. As a result, homebuyer demand may shift towards smaller, or larger, homes creating fluctuations in demand for our products.
- *Cost of Materials.* Prices of wood products, which are subject to cyclical market fluctuations, may adversely impact operating income when prices rapidly rise or fall within a relatively short period of time. We purchase certain materials, including lumber products, which are then sold to customers as well as used as direct production inputs for our manufactured and prefabricated products. Short-term changes in the cost of these materials, some of which are subject to significant fluctuations, are oftentimes passed on to our customers, but our pricing quotation periods may limit our ability to pass on such price changes. We may also be limited in our ability to pass on increases on in-bound freight costs on our products. Our inability to pass on material price increases to our customers could adversely impact our operating results.
- *Controlling Expenses.* Another important aspect of our strategy is controlling costs and striving to be the low-cost building materials supplier in the markets we serve. We pay close attention to managing our working capital and operating expenses. Further, we pay careful attention to our logistics function and its effect on our shipping and handling costs
- *Multi-Family and Light Commercial Business.* Our primary focus has been, and continues to be, on single-family residential new construction and the repair and remodel end market. However, we will continue to identify opportunities for profitable growth in the multi-family and light commercial markets.
- *Capital Structure:* As a result of our historical growth through acquisitions, we have substantial indebtedness. We strive to optimize our capital structure to ensure that our financial needs are met in light of economic conditions, business activities, organic investments, opportunities for growth through acquisition and the overall risk characteristics of our underlying assets. We evaluate our capital structure on the basis of our leverage ratio as well as the factors described above. While debt reduction will continue to be a key area of focus for the Company, we may adjust debt or equity levels in order to appropriately manage and optimize our capital structure.

## RECENT DEVELOPMENTS

During the fourth quarter of 2018, the Company repurchased \$53.6 million in aggregate principal amount of its 5.625% senior secured notes due 2024 (“2024 notes”) and in February 2019 we repurchased an additional \$20.4 million in aggregate principal amount of the 2024 notes. Following these repurchases we have \$675.9 million of 2024 notes which remain outstanding.

These repurchases are described in Note 8 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K. From time to time, based on market conditions and other factors and subject to compliance with applicable laws and regulations, the Company may repurchase or call the 2024 notes, repay debt, or otherwise enter into transactions regarding its capital structure.

## CURRENT OPERATING CONDITIONS AND OUTLOOK

Though the level of housing starts remains below the historical average, the homebuilding industry has shown improvement since 2011. According to the U.S. Census Bureau, actual U.S. total housing starts for the year ended December 31, 2018 were 1.2 million, an increase of 3.6% compared to the year ended December 31, 2017. Actual U.S. single-family housing starts for the year ended December 31, 2018 were 0.9 million, an increase of 2.8% compared to the year ended December 31 2017. While the housing industry has strengthened over the past few years, the limited availability of credit to smaller homebuilders and potential homebuyers, the high cost of land development in many major metropolitan areas, the high demand for a limited supply of skilled construction labor, and increasing costs for materials and labor, among other factors, have hampered a stronger recovery. A composite of third party sources, including the NAHB, are forecasting 1.3 million U.S. total housing starts and 0.9 million U.S. single-family housing starts for 2019, which are increases of 3.1% and 3.1%, respectively, from 2018. In addition, the Home Improvement Research Institute (“HIRI”) is forecasting sales in the professional repair and remodel end market to increase approximately 6.8% in 2019 compared to 2018.

Our net sales for the year ended December 31, 2018 were up 9.8% over the same period last year. We estimate that 6.7% of this increase is attributable to the impact of commodity price inflation on sales in 2018 compared to 2017. Single-family and repair and remodel/other end market sales volume growth in 2018 was partially offset by declines in multi-family. Our gross margin percentage increased by 0.3% during the year ended December 31, 2018 compared to the year ended December 31, 2017. The pressure we experienced on our gross margins in the first half of 2018 due to rising commodity costs relative to our customer pricing commitments was more than offset by the sharp decline in these commodity costs during the second half of 2018. We continue to invest in our business to improve our operating efficiency, which, along with operating leverage and disciplined cost management, has allowed us to better leverage our operating costs against changes in net sales. Our selling, general and administrative expenses, as a percentage of net sales, were 20.1% for the year ended December 31, 2018, a 0.4% decrease from 20.5% in 2017. This improvement was primarily driven by cost leverage. However, this decrease was partially offset by increased commissions due to increased sales and margins as well as increased incentives and operating costs related to our profitable growth in 2018.

While the rate of market growth has recently eased we still believe the long-term outlook for the housing industry is positive due to growth and trends in the underlying demographics. We feel we are well-positioned to take advantage of the construction activity in our markets and to increase our market share, which may include strategic acquisitions or investments in organic growth opportunities. We will continue to focus on working capital by closely monitoring the credit exposure of our customers, remaining focused on maintaining the right level of inventory and by working with our vendors to improve payment terms and pricing on our products. We strive to achieve the appropriate balance of short-term expense control while maintaining the expertise and capacity to grow the business as market conditions improve. In addition, debt reduction will continue to be a key area of focus for the Company.

## RESULTS OF OPERATIONS

The following table sets forth the percentage relationship to sales of certain costs, expenses and income items for the years ended December 31:

	2018	2017	2016
Sales	100.0%	100.0%	100.0%
Cost of sales	75.1%	75.4%	74.9%
Gross margin	24.9%	24.6%	25.1%
Selling, general and administrative expenses	20.1%	20.5%	21.4%
Income from operations	4.8%	4.1%	3.7%
Interest expense, net	1.4%	2.7%	3.3%
Income tax expense (benefit)	0.7%	0.8%	(1.9)%
Net income	2.7%	0.6%	2.3%

## 2018 Compared with 2017

*Net Sales.* Sales for the year ended December 31, 2018 were \$7,724.8 million, a 9.8% increase from sales of \$7,034.2 million for 2017. We estimate that 6.7% of this increase is attributable to the impact of commodity price inflation on sales in 2018 compared to 2017. Single-family and repair and remodel/other end market sales unit volume growth in 2018 was partially offset by declines in multi-family.

The following table shows sales classified by major product category (dollars in millions):

	2018		2017		% Change
	Sales	% of Sales	Sales	% of Sales	
Lumber & lumber sheet goods	\$ 2,902.2	37.6%	\$ 2,510.9	35.7%	15.6%
Manufactured products	1,392.0	18.0%	1,208.5	17.2%	15.2%
Windows, doors & millwork	1,445.9	18.7%	1,360.6	19.4%	6.3%
Gypsum, roofing & insulation	528.4	6.9%	538.4	7.6%	(1.8)%
Siding, metal & concrete products	697.8	9.0%	655.9	9.3%	6.4%
Other building products & services	758.5	9.8%	759.9	10.8%	(0.2)%
Total sales	\$ 7,724.8	100.0%	\$ 7,034.2	100.0%	9.8%

The impact of commodity price inflation in 2018 resulted in the sales growth of our lumber and lumber sheet goods and manufactured products categories exceeding the sales growth of our other product categories.

*Gross Margin.* Gross margin increased \$195.5 million to \$1,922.9 million. Our gross margin percentage increased to 24.9% in 2018 from 24.6% in 2017, a 0.3% increase. The pressure we experienced on our gross margins in the first half of 2018 due to rising commodity costs relative to our customer pricing commitments was more than offset by the sharp decline in these commodity costs during the second half of 2018.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased \$111.7 million, or 7.7%. Our salaries and benefits expense was \$1,021.5 million, an increase of \$86.0 million from 2017, primarily due to increases in variable compensation attributable to the increase in sales as well as an increase in group health insurance costs. Largely due to our sales growth in 2018 fuel expense increased \$9.9 million, office general and administrative expenses increased \$10.3 million and bad debt expense increased \$3.2 million.

As a percentage of net sales, selling, general and administrative expenses decreased from 20.5% in 2017 to 20.1% in 2018, a 0.4% decrease. This improvement was primarily driven by cost leverage. However, this decrease was partially offset by increased commissions due to increased sales and margins as well as increased incentives and operating costs related to our profitable growth in 2018.

*Interest Expense, net.* Interest expense was \$108.2 million in 2018, a decrease of \$85.0 million from 2017. Interest expense declined \$88.5 million due to the positive results of our debt transactions executed in fiscal years 2018 and 2017, and was slightly offset by increased interest expense of \$4.0 million on our variable rate debt instruments due to increased market interest rates in 2018 compared to 2017. Interest expense for the year ended December 31, 2018 included a \$3.2 million gain on debt extinguishment. Interest expense for the year ended December 31, 2017 included one-time charges of \$58.7 million related to the debt transactions executed in that period.

*Income Tax Expense.* We recorded income tax expense of \$55.6 million during the year ended December 31, 2018 compared to income tax expense of \$53.1 million during the year ended December 31, 2017. Due to the enactment of the 2017 Tax Act, we recorded income tax expense of \$29.0 million for the year ended December 31, 2017 related to revaluation of our deferred tax assets. Our effective tax rate was 21.3% for the year ended December 31, 2018 compared to 57.8% for the year ended December 31, 2017, largely due to the impact of the additional income tax expense recognized in connection with the enactment of the 2017 Tax Act. Absent the effect of the 2017 Tax Act and the changes to our valuation allowance, our effective rate would have been 29.4% for the year ended December 31, 2017.

## 2017 Compared with 2016

*Net Sales.* Sales for the year ended December 31, 2017 were \$7,034.2 million, a 10.5% increase from sales of \$6,367.3 million for 2016. We estimate that 6.2% of this increase is attributable to the impact of commodity price inflation on sales in 2017 compared to 2016. For the year ended December 31, 2017, sales unit volume growth in single-family and the repair and remodel end market were partially offset by declines in multi-family.

The following table shows sales classified by major product category (dollars in millions):

	2017		2016		% Change
	Sales	% of Sales	Sales	% of Sales	
Lumber & lumber sheet goods	\$ 2,510.9	35.7%	\$ 2,131.4	33.5%	17.8%
Manufactured products	1,208.5	17.2%	1,097.7	17.2%	10.1%
Windows, doors & millwork	1,360.6	19.4%	1,286.2	20.2%	5.8%
Gypsum, roofing & insulation	538.4	7.6%	520.0	8.2%	3.5%
Siding, metal & concrete products	655.9	9.3%	622.3	9.8%	5.4%
Other building products & services	759.9	10.8%	709.7	11.1%	7.1%
<b>Total sales</b>	<b>\$ 7,034.2</b>	<b>100.0%</b>	<b>\$ 6,367.3</b>	<b>100.0%</b>	<b>10.5%</b>

We achieved increased net sales across all of our product categories. The impact of commodity price inflation in 2017 resulted in the sales growth of our lumber and lumber sheet goods category exceeding the sales growth of our other product categories.

*Gross Margin.* Gross margin increased \$130.6 million to \$1,727.4 million. Our gross margin percentage decreased to 24.6% in 2017 from 25.1% in 2016, a 0.5% decrease. Our gross margin percentage decreased primarily due to gross profit margin compression on commodity products resulting from inflation in the lumber and lumber sheet goods markets during most of 2017.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased \$81.9 million, or 6.0%. Our salaries and benefits expense was \$935.5 million, an increase of \$41.1 million from 2016, and stock compensation increased \$3.0 million. Office general and administrative increased \$13.9 million, delivery expense increased \$10.1 million and occupancy expense increased \$5.9 million. In addition, we recognized a \$4.2 million loss on the disposal of assets during the year ended December 31, 2017 compared to a gain of \$5.0 million during the year ended December 31, 2016.

As a percentage of net sales, selling, general and administrative expenses decreased from 21.4% in 2016 to 20.5% in 2017 due to cost leverage as well as the decline in depreciation and amortization on acquired ProBuild assets, partially offset by investments the Company made towards growth initiatives, including additional sales associates and new locations.

*Interest Expense, net.* Interest expense was \$193.2 million in 2017, a decrease of \$21.5 million from 2016. This decrease was largely attributable to the positive results of our debt transactions executed in fiscal years 2016 and 2017. Interest expense for the years ended December 31, 2017 and 2016 included one-time charges related to the debt transactions of \$58.7 million and \$57.0 million, respectively.

*Income Tax Expense.* We recorded income tax expense of \$53.1 million during the year ended December 31, 2017 compared to an income tax benefit of \$122.7 million during the year ended December 31, 2016. Due to the enactment of the 2017 Tax Act, we recorded income tax expense of \$29.0 million for the year ended December 31, 2017 related to the revaluation of our net deferred tax assets. We recorded reductions of \$2.8 million and \$131.7 million in the after tax non-cash valuation allowance on our net deferred tax assets for the years ended December 31, 2017 and 2016, respectively. For the year ended December 31, 2017, our effective tax rate was 57.8% largely due to the impact of the additional income tax expense recognized in connection with the enactment of the 2017 Tax Act. Our effective rate for the year ended December 31, 2016 was (566.1%) primarily due to the release of the valuation allowance against our net federal and some state deferred tax assets in that period. Absent the effect of the 2017 Tax Act and the changes to our valuation allowance, our effective rate would have been 29.4% and 41.8% for the years ended December 31, 2017 and 2016, respectively.

## Results by Reportable Segment

The following tables show net sales and income before income taxes by reportable segment excluding the “All Other” caption as shown in Note 14 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K (dollars in thousands):

	Year ended December 31,									
	Net sales					Income before income taxes				
	2018	% of net sales	2017	% of net sales	% change	2018	% of net Sales	2017	% of net sales	% change
Northeast	\$ 1,340,637	17.7%	\$ 1,285,286	18.7%	4.3%	\$ 33,496	2.5%	\$ 40,358	3.1%	(17.0)%
Southeast	1,704,313	22.6%	1,542,330	22.4%	10.5%	66,191	3.9%	49,738	3.2%	33.1%
South	2,050,961	27.1%	1,855,425	27.0%	10.5%	110,613	5.4%	90,230	4.9%	22.6%
West	2,461,585	32.6%	2,188,696	31.9%	12.5%	105,906	4.3%	85,629	3.9%	23.7%
	<u>\$ 7,557,496</u>	<u>100.0%</u>	<u>\$ 6,871,737</u>	<u>100.0%</u>		<u>\$ 316,206</u>	<u>4.2%</u>	<u>\$ 265,955</u>	<u>3.9%</u>	

	Year ended December 31,									
	Net sales					Income before income taxes				
	2017	% of net sales	2016	% of net sales	% change	2017	% of net sales	2016	% of net sales	% change
Northeast	\$ 1,285,286	18.7%	\$ 1,204,100	19.4%	6.7%	\$ 40,358	3.1%	\$ 35,347	2.9%	14.2%
Southeast	1,542,330	22.4%	1,362,259	22.0%	13.2%	49,738	3.2%	40,256	3.0%	23.6%
South	1,855,425	27.0%	1,699,371	27.4%	9.2%	90,230	4.9%	71,806	4.2%	25.7%
West	2,188,696	31.9%	1,939,206	31.2%	12.9%	85,629	3.9%	72,810	3.8%	17.6%
	<u>\$ 6,871,737</u>	<u>100.0%</u>	<u>\$ 6,204,936</u>	<u>100.0%</u>		<u>\$ 265,955</u>	<u>3.9%</u>	<u>\$ 220,219</u>	<u>3.5%</u>	

We have four reportable segments based on an aggregation of the geographic regions in which we operate. While there is some geographic similarity between our reportable segments and the regions as defined by the U.S. Census Bureau, our reportable segments do not necessarily fully align with any single U.S. Census Bureau region.

According to the U.S. Census Bureau, actual single-family housing starts during the year ended December 31, 2018 increased 3.4%, 2.4% and 8.8% in the Northeast region, South region and West region, respectively. Actual single-family starts decreased 5.5% in the Midwest region during the same period. For the year ended December 31, 2018, we achieved increased net sales and profitability in our Southeast, South and West reportable segments. While we also achieved increased net sales in our Northeast reportable segment due to the impact of commodity price inflation, profitability for that segment declined largely due to a decline in sales unit volume in that segment.

According to the U.S. Census Bureau, actual single-family housing starts during the year ended December 31, 2017 increased 3.2%, 7.7%, 7.6% and 13.6% in the Northeast region, Midwest region, South region and West region, respectively. For the year ended December 31, 2017, we achieved increased net sales and profitability compared to 2016 across all of our reportable segments, due to the impact of commodity price inflation as well as an increase in sales unit volume.

## LIQUIDITY AND CAPITAL RESOURCES

Our primary capital requirements are to fund working capital needs and operating expenses, meet required interest and principal payments, and to fund capital expenditures and potential future growth opportunities. Our capital resources at December 31, 2018 consist of cash on hand and borrowing availability under our 2022 facility.

Our 2022 facility will be primarily used for working capital, general corporate purposes, and funding capital expenditures and growth opportunities. In addition, we may use the 2022 facility to facilitate debt consolidation. Availability under the 2022 facility is determined by a borrowing base. Our borrowing base consists of trade accounts receivable, inventory, other receivables which include progress billings and credit card receivables, and qualified cash that all meet specific criteria contained within the credit agreement, minus agent specified reserves. Net excess borrowing availability is equal to the maximum borrowing amount minus outstanding borrowings and letters of credit.

The following table shows our borrowing base and excess availability as of December 31, 2018 and 2017 (in millions):

	As of	
	December 31, 2018	December 31, 2017
Accounts Receivable Availability	\$ 431.9	\$ 437.2
Inventory Availability	395.4	380.8
Other Receivables Availability	18.8	39.2
Gross Availability	846.1	857.2
Less:		
Agent Reserves	(25.5)	(24.9)
Plus:		
Cash in Qualified Accounts	26.0	39.4
Borrowing Base	846.6	871.7
Aggregate Revolving Commitments	900.0	900.0
Maximum Borrowing Amount (lesser of Borrowing Base and Aggregate Revolving Commitments)	846.6	871.7
Less:		
Outstanding Borrowings	(179.0)	(350.0)
Letters of Credit	(82.2)	(84.9)
Net Excess Borrowing Availability on Revolving Facility	<u>\$ 585.4</u>	<u>\$ 436.8</u>

As of December 31, 2018, we had \$179.0 million in outstanding borrowings under our 2022 facility and our net excess borrowing availability was \$585.4 million after being reduced by outstanding letters of credit of approximately \$82.2 million. We are required to meet a fixed charge coverage ratio of 1:00 to 1:00 if our excess availability falls below the greater of \$80.0 million or 10% of the maximum borrowing amount, which was \$84.7 million as of December 31, 2018. We were not in violation of any covenants or restrictions imposed by any of our debt agreements at December 31, 2018.

### **Liquidity**

Our liquidity at December 31, 2018 was \$595.5 million, which consists of net borrowing availability under the 2022 facility and cash on hand.

We have substantial indebtedness following our recent acquisitions, which increased our interest expense and could have the effect of, among other things, reducing our flexibility to respond to changing business and economic conditions. From time to time, based on market conditions and other factors and subject to compliance with applicable laws and regulations, the Company may repurchase or call the 2024 notes, repay debt, or otherwise enter into transactions regarding its capital structure.

Should the current industry conditions deteriorate or we pursue additional acquisitions, we may be required to raise additional funds through the sale of capital stock or debt in the public capital markets or in privately negotiated transactions. There can be no assurance that any of these financing options would be available on favorable terms, if at all. Alternatives to help supplement our liquidity position could include, but are not limited to, idling or permanently closing additional facilities, adjusting our headcount in response to current business conditions, attempts to renegotiate leases, managing our working capital and/or divesting of non-core businesses. There are no assurances that these steps would prove successful or materially improve our liquidity position.

### **Consolidated Cash Flows**

#### **2018 Compared with 2017**

Cash provided by operating activities was \$282.8 million and \$178.5 million in 2018 and 2017, respectively. The increase in cash provided by operations is due to increased sales and profitability as well as a \$37.2 million decrease in cash interest payments during the year ended December 31, 2018 compared to the prior year. Working capital increased \$92.2 million in 2018 compared to an increase of \$93.9 million in 2017. The increase in working capital for the year ended December 31, 2018 was largely due to the timing and value of both inventory purchases and cash paid to vendors during the year.

Cash used in investing activities was \$96.7 million and \$59.4 million in 2018 and 2017, respectively. The increase in cash used in investing activities is largely due to a \$39.0 million increase in capital expenditures in 2018 compared to 2017. The increase in capital expenditures largely relates to facility improvements as well as the Company's decision to purchase, rather than lease, more of its machinery and rolling stock units in 2018 compared to 2017.

Cash used in financing activities was \$233.6 million and \$76.0 million for the years ended December 31, 2018 and 2017, respectively. Cash used in financing activities in 2018 was primarily attributable to \$171.0 million in net payments under the 2022 facility as well as \$61.5 million net payments on long-term debt arrangements largely associated with the repurchases of our 2024 notes. Cash used in financing activities in 2017 largely relates to the debt transactions executed in that period which are described below.

#### ***2017 Compared with 2016***

Cash provided by operating activities was \$178.5 million and \$158.2 million in 2017 and 2016, respectively. The increase in cash provided by operations was due to increased sales and profitability during the year ended December 31, 2017. However, this increase in cash provided by operating activities was mostly offset by the working capital increase of \$93.9 million for 2017 exceeding the working capital increase of \$42.5 million in 2016. This increased investment in working capital was primarily related to accounts receivable and inventory during the year ended December 31, 2017 compared to the year ended December 31, 2016 due to a \$666.9 million increase in sales and increased commodity costs over the same period. In addition, the larger increase in working capital for 2017 was also due to a decrease in accrued liabilities compared to an increase in accrued liabilities in 2016. The decrease in accrued liabilities in 2017 is primarily due to a decrease in accrued interest attributable to the redemption of the 2023 notes in December 2017. These increases were partially offset by the increase in accounts payable for 2017 exceeding the increase in 2016 primarily due to increased purchases in 2017.

Cash used in investing activities was \$59.4 million and \$38.3 million in 2017 and 2016, respectively. The increase in cash used in investing activities is largely due to a \$19.7 million increase in capital expenditures in 2017 compared to 2016. The increase in capital expenditures in 2017 largely related to facility improvements and the purchase of machinery and equipment to support sales growth.

Cash used in financing activities was \$76.0 million and \$170.5 million for the years ended December 31, 2017 and 2016, respectively. Cash used in financing activities in 2017 was primarily attributable to the \$379.9 million in payments of long-term debt, largely due to the extinguishment of our previously outstanding 10.75% senior unsecured notes due 2023 ("2023 notes"). In connection with the extinguishment of the 2023 notes we paid \$48.7 million in debt extinguishment costs. These payments were largely offset by \$350.0 million in net borrowings under the 2022 facility. Cash used in financing activities in 2016 was primarily attributable to \$807.5 million in payments of long-term debt resulting from the debt transactions executed in that period. In addition, we repaid \$60.0 million, net, under the 2022 facility, paid \$42.9 million of debt extinguishment costs and \$15.7 million in debt issuance costs. These payments were partially offset by \$750.0 million in proceeds from the 2024 notes issuance.

#### ***Capital Expenditures***

Capital expenditures vary depending on prevailing business factors, including current and anticipated market conditions. Historically, capital expenditures have for the most part remained at relatively low levels in comparison to the operating cash flows generated during the corresponding periods. We expect our 2019 capital expenditures to be in the range of approximately \$105 million to \$125 million primarily related to rolling stock, equipment and facility improvements to support our operations.

## DISCLOSURES OF CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following summarizes our contractual obligations as of December 31, 2018 (in thousands):

Contractual obligations	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt	\$ 1,333,611	\$ 4,700	\$ 9,400	\$ 188,400	\$ 1,131,111
Interest on long-term debt(1)	435,864	78,104	155,472	132,799	69,489
Other finance obligations(2)	313,837	18,715	36,592	35,709	222,821
Capital lease obligations(2)	17,418	10,784	6,634	—	—
Operating leases	310,115	77,297	115,437	60,381	57,000
Total contractual cash obligations	<u>\$ 2,410,845</u>	<u>\$ 189,600</u>	<u>\$ 323,535</u>	<u>\$ 417,289</u>	<u>\$ 1,480,421</u>

- (1) We had \$179.0 million in outstanding borrowings under the 2022 facility as of December 31, 2018. Borrowings under the 2022 facility bear interest at a variable rate. Therefore, actual interest may differ from the amounts presented above due to interest rate changes or any future borrowing activity under the 2022 facility. The 2024 term loan also bears interest at a variable rate, therefore actual interest may differ from the amounts presented above due to interest rate changes.
- (2) Future minimum commitments for other finance obligations and capital lease obligations.

The amounts reflected in the table above for operating leases represent future minimum lease payments under non-cancelable operating leases with an initial or remaining term in excess of one year at December 31, 2018. Purchase orders entered into in the ordinary course of business are excluded from the above table because they are payable within one year. Amounts for which we are liable under purchase orders are reflected on our consolidated balance sheet as accounts payable and accrued liabilities. Where it makes economic sense to do so, we plan to lease certain equipment during 2019 to support anticipated sales growth. These operating leases are not included in the table above.

### OTHER CASH OBLIGATIONS NOT REFLECTED IN THE BALANCE SHEET

In accordance with accounting principles generally accepted in the United States, commonly referred to as GAAP, our operating leases are not recorded in our balance sheet. As described in Note 2 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K, effective January 1, 2019 the Company will adopt updated guidance issued by the FASB under the *Leases* topic of the Codification that will require us to recognize a lease liability in our balance sheet related to our operating lease obligations. The adoption of this guidance will have no impact to our remaining other finance obligations and capital lease obligations.

In addition to the lease obligations included in the above table, we have residual value guarantees on certain equipment leases. Under these leases we have the option of (1) purchasing the equipment at the end of the lease term, (2) arranging for the sale of the equipment to a third party, or (3) returning the equipment to the lessor to sell the equipment. If the sales proceeds in either case are less than the residual value, then we are required to reimburse the lessor for the deficiency up to a specified level as stated in each lease agreement. The guarantees under these leases for the residual values of equipment at the end of the respective operating lease periods approximated \$5.7 million as of December 31, 2018.

Based upon the expectation that none of these leased assets will have a residual value at the end of the lease term that is materially less than the value specified in the related operating lease agreement or that we will purchase the equipment at the end of the lease term, we do not believe it is probable that we will be required to fund any amounts under the terms of these guarantee arrangements. Accordingly, no accruals have been recognized for these guarantees.

In addition, the Company is party to certain agreements related to its other finance obligations which commit the Company to perform certain repairs and maintenance obligations under the leases in a specified manner and timeframe that generally will occur throughout the next year.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are those that both are important to the accurate portrayal of a company's financial condition and results, and require subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

In order to prepare financial statements that conform to GAAP, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.



We have identified the following accounting policy that requires us to make the most subjective or complex judgments in order to fairly present our consolidated financial position and results of operations.

*Goodwill.* Goodwill represents the excess of the amount we paid to acquire businesses over the estimated fair value of tangible assets and identifiable intangible assets acquired, less liabilities assumed. At December 31, 2018, our goodwill balance was \$740.4 million, representing 25.3% of our total assets.

We test goodwill for impairment in the fourth quarter of each year or at any other time when impairment indicators exist by comparing the estimated implied value of a reporting unit's goodwill to its book value. Examples of such indicators that could cause us to test goodwill for impairment between annual tests include a significant change in the business climate, unexpected competition or a significant deterioration in market share. We may also consider market capitalization relative to our net assets. Housing starts are a significant sales driver for us. If there is a significant decline or an expected decline in housing starts, this could adversely affect our expectations for a reporting unit and the value of that reporting unit.

The process of evaluating goodwill for impairment involves the determination of the fair value of our reporting units. Our reporting units are aligned with our nine geographic regions which are also determined to be our operating segments. In evaluating goodwill for impairment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If it is concluded that it is not more likely than not that the fair value of the reporting unit is less than its carrying value, then no further testing of the goodwill is required.

However, if we determine that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, we perform a quantitative goodwill impairment test. This test identifies both the existence of and the amount of goodwill impairment by comparing the fair value of a reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount goodwill is not impaired. If the carrying amount of a reporting unit exceeds its fair value an impairment loss is recognized in amount equal to that excess, limited to the amount of goodwill allocated to that reporting unit.

In performing our annual impairment tests at December 31, 2018, we developed a range of fair values for our reporting units using a five-year discounted cash flow methodology. Inherent in such fair value determinations are estimates relating to future cash flows, including revenue growth, gross margins, operating expenses and long-term growth rates, and our interpretation of current economic indicators and market conditions and their impact on our strategic plans and operations. Due to the uncertainties associated with such estimates, interpretations and assumptions, actual results could differ from projected results, which could result in impairment of goodwill being recorded.

Significant information and assumptions utilized in estimating future cash flows for our reporting units includes projections of sales growth utilizing publicly available industry information such as lumber commodity prices and housing start forecasts developed by industry forecasters, including the NAHB. Projected gross margins and operating expenses reflect current headcount levels and cost structure and are flexed in future years based upon historical trends at various revenue levels. Long-term growth was based upon terminal value earnings before interest, taxes, depreciation and amortization ("EBITDA") multiples of 5.0x for all reporting units to reflect the relevant expected acquisition price. A discount rate of 11.0% was used for all reporting units and is intended to reflect the weighted average cost of capital for a potential market participant and includes all risks of ownership and the associated risks of realizing the stream of projected future cash flows. Decreasing the long-term growth to an EBITDA multiple of 4.0x, or increasing the discount rate by 1.0% to 12.0%, would not have changed the results of our impairment testing.

At December 31, 2018, the fair values of each of our reporting units were substantially in excess of their respective carrying amounts. The excess (or "cushion") of the fair values over the carrying amounts of our nine reporting units ranged from \$43 million to \$328 million. Factors that could negatively impact the estimated fair value of our reporting units and potentially trigger additional impairment include, but are not limited to, unexpected competition, lower than expected housing starts, an increase in market participant weighted average cost of capital, increases in material or labor cost, and significant declines in our market capitalization. Future impairment of goodwill would have the effect of decreasing our earnings or increasing our losses in such period, but would not impact our current outstanding debt obligations or compliance with covenants contained in the related debt agreements. We did not have any goodwill impairments in 2018, 2017 or 2016.

#### **RECENTLY ISSUED ACCOUNTING STANDARDS**

Information regarding recent accounting pronouncements is discussed in Note 2 to the consolidated financial statements included in Item 8 of this annual report on Form 10-K.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We may experience changes in interest expense if changes in our debt occur. Changes in market interest rates could also affect our interest expense. Our 2024 notes bear interest at a fixed rate, therefore, our interest expense related to these notes would not be affected by an increase in market interest rates. Borrowings under the 2022 facility and the 2024 term loan bear interest at either a base rate or Eurodollar rate, plus, in each case, an applicable margin. A 1.0% increase in interest rates on the 2022 facility would result in approximately \$1.8 million in additional interest expense annually as we had \$179.0 million in outstanding borrowings as of December 31, 2018. The 2022 facility also assesses variable commitment and outstanding letter of credit fees based on quarterly average loan utilization. A 1.0% increase in interest rates on the 2024 term loan would result in approximately \$4.6 million in additional interest expense annually as of December 31, 2018.

We purchase certain materials, including lumber products, which are then sold to customers as well as used as direct production inputs for our manufactured products that we deliver. Short-term changes in the cost of these materials and the related in-bound freight costs, some of which are subject to significant fluctuations, are sometimes, but not always, passed on to our customers. Delays in our ability to pass on material price increases to our customers can adversely impact our operating results.

**Item 8. Financial Statements and Supplementary Data**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	36
<a href="#"><u>Consolidated Statement of Operations and Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u></a>	38
<a href="#"><u>Consolidated Balance Sheet at December 31, 2018 and 2017</u></a>	39
<a href="#"><u>Consolidated Statement of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u></a>	40
<a href="#"><u>Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016</u></a>	41
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	42

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Builders FirstSource, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Builders FirstSource, Inc. and its subsidiaries (the "Company") as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive income, of changes in stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2018, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas  
March 1, 2019

We have served as the Company's auditor since 1999.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**

	Years Ended December 31,		
	2018	2017	2016
	<i>(In thousands, except per share amounts)</i>		
Sales	\$ 7,724,771	\$ 7,034,209	\$ 6,367,284
Cost of sales	5,801,831	5,306,818	4,770,536
Gross margin	1,922,940	1,727,391	1,596,748
Selling, general and administrative expenses	1,553,972	1,442,288	1,360,412
Income from operations	368,968	285,103	236,336
Interest expense, net	108,213	193,174	214,667
Income before income taxes	260,755	91,929	21,669
Income tax expense (benefit)	55,564	53,148	(122,672)
Net income	\$ 205,191	\$ 38,781	\$ 144,341
Comprehensive income	\$ 205,191	\$ 38,781	\$ 144,341
<i>Net income per share:</i>			
Basic	\$ 1.79	\$ 0.34	\$ 1.30
Diluted	\$ 1.76	\$ 0.34	\$ 1.27
<i>Weighted average common shares outstanding:</i>			
Basic	114,586	112,587	110,754
Diluted	116,554	115,597	113,585

The accompanying notes are an integral part of these consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEET**

	December 31,	
	2018	2017
	(In thousands, except per share amounts)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 10,127	\$ 57,533
Accounts receivable, less allowances of \$13,054 and \$11,771 at December 31, 2018 and 2017, respectively	654,170	631,992
Other receivables	68,637	71,232
Inventories, net	596,896	601,547
Other current assets	43,921	33,564
Total current assets	1,373,751	1,395,868
Property, plant and equipment, net	670,075	639,303
Goodwill	740,411	740,411
Intangible assets, net	103,154	132,567
Deferred income taxes	22,766	75,105
Other assets, net	22,152	22,870
Total assets	<u>\$ 2,932,309</u>	<u>\$ 3,006,124</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	423,168	514,282
Accrued liabilities	292,526	271,597
Current maturities of long-term debt and lease obligations	15,565	12,475
Total current liabilities	731,259	798,354
Long-term debt and lease obligations, net of current maturities, debt discount, and debt issuance costs	1,545,729	1,771,945
Other long-term liabilities	58,983	59,616
Total liabilities	2,335,971	2,629,915
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 10,000 shares authorized; zero shares issued and outstanding at December 31, 2018 and 2017	—	—
Common stock, \$0.01 par value, 200,000 shares authorized; 115,078 and 113,572 shares issued and outstanding at December 31, 2018 and 2017, respectively	1,151	1,136
Additional paid-in capital	560,221	546,766
Retained earnings (accumulated deficit)	34,966	(171,693)
Total stockholders' equity	596,338	376,209
Total liabilities and stockholders' equity	<u>\$ 2,932,309</u>	<u>\$ 3,006,124</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

	Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net income	\$ 205,191	\$ 38,781	\$ 144,341
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization	97,906	92,993	109,793
Amortization and write-off of debt issuance costs and debt discount	4,642	6,092	7,502
(Gain) loss on extinguishment of debt	(3,170)	56,657	55,776
Payment of original issue discount	—	—	(1,259)
Deferred income taxes	51,823	49,104	(124,787)
Stock compensation expense	14,420	13,508	10,549
Net (gain) loss on sales of assets and asset impairments	(1,393)	6,965	(336)
<b>Changes in assets and liabilities</b>			
Receivables	(9,221)	(75,673)	(44,552)
Inventories	(5,425)	(60,645)	(33,965)
Other current assets	(10,356)	8	(4,873)
Other assets and liabilities	5,637	8,315	(828)
Accounts payable	(89,392)	65,764	36,585
Accrued liabilities	22,168	(23,341)	4,281
Net cash provided by operating activities	<u>282,830</u>	<u>178,528</u>	<u>158,227</u>
<b>Cash flows from investing activities:</b>			
Purchases of property, plant and equipment	(101,411)	(62,407)	(42,662)
Proceeds from sale of property, plant and equipment	4,753	2,981	8,305
Cash used for acquisitions, net	—	—	(3,970)
Net cash used in investing activities	<u>(96,658)</u>	<u>(59,426)</u>	<u>(38,327)</u>
<b>Cash flows from financing activities:</b>			
Borrowings under revolving credit facility	1,662,000	1,370,000	907,000
Payments under revolving credit facility	(1,833,000)	(1,020,000)	(967,000)
Proceeds from issuance of notes	—	—	750,000
Repayments of long-term debt and other loans	(65,312)	(379,926)	(807,517)
Proceeds from long-term debt and other loans	3,818	—	—
Payments of debt extinguishment costs	(134)	(48,704)	(42,869)
Payments of loan costs	—	(2,799)	(15,663)
Exercise of stock options	3,945	8,055	6,627
Repurchase of common stock	(4,895)	(2,644)	(1,092)
Net cash used in financing activities	<u>(233,578)</u>	<u>(76,018)</u>	<u>(170,514)</u>
Net (decrease) increase in cash and cash equivalents	(47,406)	43,084	(50,614)
Cash and cash equivalents at beginning of period	57,533	14,449	65,063
Cash and cash equivalents at end of period	<u>\$ 10,127</u>	<u>\$ 57,533</u>	<u>\$ 14,449</u>

**Supplemental disclosure of non-cash activities**

For the years ended December 31, 2018, 2017 and 2016, the Company retired assets subject to other finance obligations of \$0.6 million, \$14.0 million and \$38.1 million and extinguished the related other finance obligations of \$0.7 million \$11.7 million and \$41.2 million, respectively.

The Company purchased equipment which was financed through capital lease obligations of \$10.2 million, \$14.2 million and \$8.1 million in the years ended December 31, 2018, 2017 and 2016, respectively. In addition, purchases of property, plant and equipment included in accounts payable were \$2.4 million, \$3.9 million and \$1.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The accompanying notes are an integral part of these consolidated financial statements.



**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Retained Earnings (Accumulated Deficit)	Total
	(In thousands)				
Balance at December 31, 2015	109,726	\$ 1,097	\$ 511,802	\$ (363,704)	\$ 149,195
Vesting of restricted stock units	505	5	(5)	—	—
Stock compensation expense	—	—	10,549	—	10,549
Exercise of stock options	1,496	15	6,612	—	6,627
Repurchase of common stock	(163)	(2)	(1,090)	—	(1,092)
Net income	—	—	—	144,341	144,341
Balance at December 31, 2016	111,564	1,115	527,868	(219,363)	309,620
Vesting of restricted stock units	772	8	(8)	—	—
Stock compensation expense	—	—	13,508	—	13,508
Exercise of stock options	1,449	15	8,040	—	8,055
Repurchase of common stock	(213)	(2)	(2,642)	—	(2,644)
Cumulative effect adjustment	—	—	—	8,889	8,889
Net income	—	—	—	38,781	38,781
Balance at December 31, 2017	113,572	1,136	546,766	(171,693)	376,209
Vesting of restricted stock units	975	10	(10)	—	—
Repurchase of common stock	(239)	(2)	(4,893)	—	(4,895)
Exercise of stock options	770	7	3,938	—	3,945
Stock compensation expense	—	—	14,420	—	14,420
Cumulative effect adjustment (Note 2)	—	—	—	1,468	1,468
Net income	—	—	—	205,191	205,191
Balance at December 31, 2018	115,078	\$ 1,151	\$ 560,221	\$ 34,966	\$ 596,338

The accompanying notes are an integral part of these consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Description of the Business**

Builders FirstSource, Inc., a Delaware corporation formed in 1998, is a leading supplier of building materials, manufactured components and construction services to professional contractors, sub-contractors, and consumers. The company operates 401 locations in 39 states across the United States.

In this annual report, references to the “Company,” “we,” “our,” “ours” or “us” refer to Builders FirstSource, Inc. and its consolidated subsidiaries, unless otherwise stated or the context otherwise requires.

**2. Summary of Significant Accounting Policies**

***Principles of Consolidation***

The consolidated financial statements present the results of operations, financial position, and cash flows of Builders FirstSource, Inc. and its wholly-owned subsidiaries. All intercompany transactions have been eliminated in consolidation.

***Accounting Estimates***

The preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

Estimates are used when accounting for items such as revenue, vendor rebates, allowance for returns, discounts and doubtful accounts, employee compensation programs, depreciation and amortization periods, income taxes, inventory values, insurance programs, goodwill, other intangible assets and long-lived assets.

***Revenue Recognition***

We recognize revenue as performance obligations are satisfied by transferring control of a promised good or service to a customer in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We generally classify our revenues into two types: (i) distribution sales; or (ii) sales related to contracts with service elements.

Distribution sales typically consist of the sale of building products we manufacture and the resale of purchased building products. We recognize revenue related to distribution sales at a point in time upon delivery of the ordered goods to our customers. Payment terms related to distribution sales are not significant as payment is generally received shortly after the point of sale.

Our contracts with service elements primarily relate to installation and construction services. We evaluate whether multiple contracts should be combined and accounted for as a single contract and whether a single or combined contract should be accounted for as a single performance obligation or multiple performance obligations. If a contract is separated into more than one performance obligation, we allocate the transaction price to each performance obligation generally based on observable standalone selling prices of the underlying goods or services. Revenue related to contracts with service elements is generally recognized over time based on the extent of progress towards completion of the performance obligation because of continuous transfer of control to the customer. We consider costs incurred to be indicative of goods and services delivered to the customer. As such, we use a cost based input method to recognize revenue on our contracts with service elements as it best depicts the transfer of assets to our customers. Payment terms related to sales for contracts with service elements are specific to each customer and contract. However, they are considered to be short-term in nature as payments are normally received either throughout the life of the contract or shortly after the contract is complete.

Contract costs include all direct material and labor, equipment costs and those indirect costs related to contract performance. Provisions for estimated losses on uncompleted contracts are recognized in the period in which such losses are determinable. Prepayments for materials or services are deferred until such materials have been delivered or services have been provided. All sales recognized are net of allowances for discounts and estimated returns, based on historical experience. The Company records sales incentives provided to customers as a reduction of revenue. We present all sales tax on a net basis in our consolidated financial statements.

Costs to obtain contracts are expensed as incurred as our contracts are typically completed in one year or less, and where applicable, we generally would incur these costs whether or not we ultimately obtain the contract. We do not disclose the value of our remaining performance obligations on uncompleted contracts as our contracts generally have a duration of one year or less.

#### ***Cash and Cash Equivalents & Checks Outstanding***

Cash and cash equivalents consist of cash on hand and all highly liquid investments with an original maturity date of three months or less. Also included in cash and cash equivalents are proceeds due from credit card transactions that generally settle within two business days. We maintain cash at financial institutions in excess of federally insured limits. Further, we maintain various banking relationships with different financial institutions. Accordingly, when there is a negative net book cash balance resulting from outstanding checks that had not yet been paid by any single financial institution, they are reflected in accounts payable on the accompanying consolidated balance sheets.

#### ***Accounts Receivable***

We extend credit to qualified professional homebuilders and contractors, in many cases on a non-collateralized basis. Accounts receivable potentially expose us to concentrations of credit risk. Because our customers are dispersed among our various markets, our credit risk to any one customer or geographic economy is not significant.

Our customer mix is a balance of large national homebuilders, regional homebuilders, local and custom homebuilders and repair and remodeling contractors as well as multi-family builders. For the year ended December 31, 2018, our top 10 customers accounted for approximately 16.8% of our sales, and no single customer accounted for more than 5% of sales.

The allowance for doubtful accounts is based on management's assessment of the amount which may become uncollectible in the future and is estimated using specific review of problem accounts, overall portfolio quality, current economic conditions that may affect the customer's ability to pay, and historical experience. Accounts receivable are written off when deemed uncollectible. Other receivables consist primarily of vendor rebates receivable.

We also establish reserves for credit memos and customer returns. The reserve balance was \$6.9 million and \$6.8 million at December 31, 2018 and 2017, respectively. The activity in this reserve was not significant for each year presented.

Accounts receivable consisted of the following at December 31:

	<u>2018</u>		<u>2017</u>
	(In thousands)		
Accounts Receivable	\$ 667,224	\$	643,763
Less: allowances for returns and doubtful accounts	13,054		11,771
Accounts receivable, net	<u>\$ 654,170</u>	\$	<u>631,992</u>

The following table shows the changes in our allowance for doubtful accounts:

	<u>2018</u>		<u>2017</u>		<u>2016</u>
	(In thousands)				
Balance at January 1,	\$ 4,973	\$	5,922	\$	4,245
Additions	5,284		197		1,390
Deductions (write-offs, net of recoveries)	(4,062)		(1,146)		287
Balance at December 31,	<u>\$ 6,195</u>	\$	<u>4,973</u>	\$	<u>5,922</u>

### ***Inventories***

Inventories consist principally of materials purchased for resale, including lumber, lumber sheet goods, windows, doors and millwork, as well as certain manufactured products and are stated at the lower of cost and net realizable value. Cost is determined using the weighted average method, the use of which approximates the first-in, first-out method. We accrue for shrink based on the actual historical shrink results of our most recent physical inventories adjusted, if necessary, for current economic conditions. These estimates are compared with actual results as physical inventory counts are taken and reconciled to the general ledger.

During the year, we monitor our inventory levels by market and record provisions for excess inventories based on slower moving inventory. We define potential excess inventory as the amount of inventory on hand in excess of the historical usage, excluding special order items purchased in the last six months. We then apply our judgment as to forecasted demand and other factors, including liquidation value, to determine the required adjustments to net realizable value. Our inventories are generally not susceptible to technological obsolescence.

Our arrangements with vendors provide for rebates of a specified amount of consideration, payable when certain measures, generally related to a stipulated level of purchases, have been achieved. We account for estimated rebates as a reduction of the prices of the vendor's inventory until the product is sold, at which time such rebates reduce cost of sales in the accompanying consolidated statement of operations and comprehensive income. Throughout the year we estimate the amount of the rebates based upon the expected level of purchases. We continually evaluate and revise these estimates as necessary based on actual purchase levels.

We source products from a large number of suppliers. No materials purchased from any single supplier represented more than 8% of our total materials purchased in 2018.

### ***Shipping and Handling Costs***

Handling costs incurred in manufacturing activities are included in cost of sales. All other shipping and handling costs are included in selling, general and administrative expenses in the accompanying consolidated statement of operations and comprehensive income and totaled \$322.9 million, \$296.2 million and \$269.8 million in 2018, 2017 and 2016, respectively.

### ***Income Taxes***

We account for income taxes utilizing the liability method described in the *Income Taxes* topic of the FASB Accounting Standards Codification ("Codification"). Deferred income taxes are recorded to reflect consequences on future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which differences are expected to affect taxable earnings. We record a valuation allowance to reduce deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

### ***Warranty Expense***

We have warranty obligations with respect to most manufactured products; however, the liability for the warranty obligations is not significant as a result of third-party inspection and acceptance processes.

### ***Debt Issuance Costs and Debt Discount***

Loan costs are capitalized upon the issuance of long-term debt and amortized over the life of the related debt. Debt issuance costs associated with term debt are presented as a reduction to long-term debt. Debt issuance costs associated with revolving debt arrangements are presented as a component of other assets. Debt issuance costs incurred in connection with revolving debt arrangements are amortized using the straight-line method. Debt issuance costs incurred in connection with term debt are amortized using the effective interest method. Debt discount is amortized over the life of the related debt using the effective interest method. Amortization of debt issuance costs and the debt discount are included in interest expense. Upon changes to our debt structure, we evaluate debt issuance costs in accordance with the *Debt* topic of the Codification. We adjust debt issuance costs as necessary based on the results of this evaluation, as discussed in Note 8.

### ***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. The estimated lives of the various classes of assets are as follows:

Buildings and improvements	10 to 40 years
Machinery and equipment	3 to 10 years
Furniture and fixtures	3 to 5 years
Leasehold improvements	The shorter of the estimated useful life or the remaining lease term

Major additions and improvements are capitalized, while maintenance and repairs that do not extend the useful life of the property are charged to expense as incurred. Gains or losses from dispositions of property, plant and equipment are recorded in the period incurred. We also capitalize certain costs of computer software developed or obtained for internal use, including interest, provided that those costs are not research and development, and certain other criteria are met. Internal use computer software costs are included in machinery and equipment and generally depreciated using the straight-line method over the estimated useful lives of the assets, generally three years.

We periodically evaluate the commercial and strategic operation of the land, related buildings and improvements of our facilities. In connection with these evaluations, some facilities may be consolidated, and others may be sold or leased. Nonoperating assets primarily related to land and building real estate assets associated with location closures that are actively being marketed for sale within a year are classified as assets held for sale and recorded at fair value, usually the quoted market price obtained from an independent third-party less the cost to sell. Until the assets are sold, an estimate of the fair value is reassessed at each reporting period. Net gains or losses related to the sale of real estate and equipment or impairment adjustments related to assets held for sale are recorded as selling, general and administrative expenses in the accompanying consolidated statement of operations and comprehensive income.

### ***Long-Lived Assets***

We evaluate our long-lived assets, other than goodwill, for impairment when events or changes in circumstances indicate, in our judgment, that the carrying value of such assets may not be recoverable. The determination of whether or not impairment exists is based on our estimate of undiscounted future cash flows before interest attributable to the assets as compared to the net carrying value of the assets. If impairment is indicated, the amount of the impairment recognized is determined by estimating the fair value of the assets based on estimated discounted future cash flows and recording a provision for loss if the carrying value is greater than estimated fair value. The net carrying value of assets identified to be disposed of in the future is compared to their estimated fair value, usually the quoted market price obtained from an independent third-party less the cost to sell, to determine if impairment exists. Until the assets are disposed of, an estimate of the fair value is reassessed when related events or circumstances change.

### ***Insurance***

We have established insurance programs to cover certain insurable risks consisting primarily of physical loss to property, business interruptions resulting from such loss, workers' compensation, employee healthcare, and comprehensive general and auto liability. Third party insurance coverage is obtained for exposures above predetermined deductibles as well as for those risks required to be insured by law or contract. On a quarterly basis, we engage an external actuarial professional to independently assess and estimate the total liability outstanding. Provisions for losses are developed from these valuations which rely upon our past claims experience, which considers both the frequency and settlement of claims. We discount our workers' compensation liability based upon estimated future payment streams at our risk-free rate. Our total insurance reserve balances were \$84.7 million and \$78.0 million as of December 31, 2018 and 2017, respectively. Of these balances \$49.4 million and \$45.6 million were recorded as other long-term liabilities as of December 31, 2018 and 2017, respectively. Included in these reserve balances as of December 31, 2018 and 2017, were approximately \$9.1 million and \$8.9 million, respectively, of claims that exceeded stop-loss limits and are expected to be recovered under insurance policies which are also recorded as other receivables and other assets in the accompanying consolidated balance sheet.

### ***Net Income per Common Share***

Net income per common share, or earnings per share ("EPS"), is calculated in accordance with the *Earnings per Share* topic of the Codification which requires the presentation of basic and diluted EPS. Basic EPS is computed using the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential common shares.

The table below presents a reconciliation of weighted average common shares used in the calculation of basic and diluted EPS for the years ended December 31:

	2018	2017	2016
	(In thousands)		
Weighted average shares for basic EPS	114,586	112,587	110,754
Dilutive effect of options and RSUs	1,968	3,010	2,831
Weighted average shares for diluted EPS	<u>116,554</u>	<u>115,597</u>	<u>113,585</u>

For the purpose of computing diluted EPS, weighted average shares outstanding have been adjusted for common shares underlying 1,332,000 options to purchase common stock and 1,964,000 restricted stock units (“RSUs”) outstanding as of December 31, 2018. Weighted average shares outstanding have been adjusted for common shares underlying 2,104,000 options and 2,249,000 RSUs outstanding as of December 31, 2017 and 3,515,000 options and 2,177,000 RSUs outstanding as of December, 31, 2016.

### **Goodwill and Other Intangible Assets**

#### *Intangibles subject to amortization*

We recognize an acquired intangible asset apart from goodwill whenever the intangible asset arises from contractual or other legal rights, or whenever it can be separated or divided from the acquired entity and sold, transferred, licensed, rented, or exchanged, either individually or in combination with a related contract, asset or liability. Impairment losses are recognized if the carrying value of an intangible asset subject to amortization is not recoverable from expected future cash flows and its carrying amount exceeds its estimated fair value.

#### *Goodwill*

We recognize goodwill as the excess cost of an acquired entity over the net amount assigned to assets acquired and liabilities assumed. Goodwill is tested for impairment on an annual basis and between annual tests whenever impairment is indicated. This annual test takes place as of December 31 each year. Impairment losses are recognized whenever the carrying amount of a reporting unit exceeds its fair value.

### **Stock-based Compensation**

We have four stock-based employee compensation plans, which are described more fully in Note 10. We issue new common stock shares upon exercises of stock options and vesting of RSUs. We recognize the effect of pre-vesting forfeitures in the period they actually occur.

The fair value of RSU awards subject to market conditions is estimated on the date of grant using the Monte Carlo simulation model with the following weighted average assumptions for the year ended December 31:

	2018	2017	2016
Expected volatility (company)	53.9%	73.7%	53.6%
Expected volatility (peer group median)	28.4%	33.8%	17.3%
Correlation between the company and peer group median	0.39	0.33	0.47
Expected dividend yield	0.00%	0.00%	0.00%
Risk-free rate	2.30%	1.50%	1.29%

The expected volatilities and correlation are based on the historical daily returns of our common stock and the common stocks of the constituents of the Company’s peer group over the most recent period equal to the measurement period. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention to not pay regular dividends in the foreseeable future. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant and has a term equal to the measurement period.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions for the year ended December 31:

	2017	2016
Expected life	6.0 years	6.0 years
Expected volatility	59.2%	60.9%
Expected dividend yield	0.00%	0.00%
Risk-free rate	2.20%	1.41%

The expected life represents the period of time the options are expected to be outstanding. Historically, we used the simplified method for determining the expected life assumption due to limited historical exercise experience on our stock options. The expected volatility is based on the historical volatility of our common stock over the most recent period equal to the expected life of the option. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention to not pay regular dividends in the foreseeable future. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant and has a term equal to the expected life of the options. We did not grant any options during the year ended December 31, 2018.

### **Fair Value**

The *Fair Value Measurements and Disclosures* topic of the Codification provides a framework for measuring the fair value of assets and liabilities and establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy can be summarized as follows:

Level 1 — unadjusted quoted prices for identical assets or liabilities in active markets accessible by us

Level 2 — inputs that are observable in the marketplace other than those inputs classified as Level 1

Level 3 — inputs that are unobservable in the marketplace and significant to the valuation

If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation.

As of December 31, 2018 and 2017 the Company does not have any financial instruments which are measured at fair value on a recurring basis. We have elected to report the value of our 5.625% senior secured notes due 2024 (“2024 notes”), \$458.3 million senior secured term loan facility due 2024 (“2024 term loan”) and \$900.0 million revolving credit facility (“2022 facility”) at amortized cost. The fair values of the 2024 notes and the 2024 term loan at December 31, 2018 were approximately \$649.2 million and \$430.8 million, respectively, and were determined using Level 2 inputs based on market prices. The carrying value of the 2022 facility at December 31, 2018 approximates fair value as the rates are comparable to those at which we could currently borrow under similar terms, are variable and incorporate a measure of our credit risk. As such, the fair value of the 2022 facility was also classified as Level 2 in the hierarchy.

### Supplemental Cash Flow Information

Supplemental cash flow information was as follows for the years ended December 31:

	2018	2017	2016
	(In thousands)		
Cash payments for interest (1)	\$ 107,668	\$ 193,429	\$ 197,384
Cash payments for income taxes	3,153	5,643	2,875

- (1) Includes \$0.1 million, \$48.7 million and \$42.9 million in payments of debt extinguishment costs which are classified as financing outflows in the accompanying consolidated statement of cash flows for the years ended December 31 2018, 2017, and 2016, respectively. These payments were recorded to interest expense in the accompanying consolidated statement of operations and comprehensive income for their respective years.

### Comprehensive Income

Comprehensive income is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. It consists of net income and other gains and losses affecting stockholders' equity that, under GAAP, are excluded from net income. We had no items of other comprehensive income for the years ended December 31, 2018, 2017, and 2016.

### Recently Issued Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board ("FASB") issued an update to the existing guidance under the *Intangibles-Goodwill and Other* topic of the Accounting Standards Codification ("Codification") which aligns the requirements for capitalizing implementation costs of a cloud computing arrangement service contract with the requirements for capitalizing implementation costs incurred for an internal-use software license. This update is effective for public companies for annual and interim periods beginning after December 15, 2019, with early adoption permitted. This guidance permits either prospective or retrospective adoption. In the third quarter of 2018, we elected to adopt this guidance on a prospective basis. As such, implementation costs related to cloud computing arrangements will now be capitalized and amortized on a straight-line basis over the term of the associated agreement. The adoption of this guidance did not have a material impact on our financial statements.

In May 2017, the FASB issued an update to the existing guidance under the *Compensation-Stock Compensation* topic of the Codification to clarify when modification accounting would be applied for a change to the terms or conditions of a share-based award. Under this new guidance modification accounting is required only if the fair value, the vesting conditions, or the classification of the award changes as a result of the change in terms or conditions. This guidance was required to be adopted on a prospective basis for annual periods beginning on or after December 15, 2017. As such, the Company adopted this guidance on January 1, 2018. The adoption of this guidance did not have an impact on our financial statements.

In January 2017, the FASB issued an update to the existing guidance under the *Business Combinations* topic of the Codification. This update revises the definition of a business. Under this guidance when substantially all of the assets acquired are concentrated in a single asset (or group of similar assets) the assets acquired would not be considered a business. If this initial screen is met, the need for further assessment is eliminated. If this screen is not met, in order to be considered a business an acquisition would have to include an input and a substantive process that together significantly contribute to the ability to create outputs. This update was required to be adopted by public companies on a prospective basis for annual and interim reporting periods beginning after December 15, 2017. As such, the Company adopted this guidance on January 1, 2018. The adoption of this guidance did not have an impact on our financial statements.

In June 2016, the FASB issued an update to existing guidance under the *Investments* topic of the Codification. This update introduces a new impairment model for financial assets, known as the current expected credit losses ("CECL") model that is based on expected losses rather than incurred losses. The CECL model requires an entity to estimate credit losses on financial assets, including trade accounts receivable, based on historical information, current information and reasonable and supportable forecasts. Under this guidance companies will record an allowance through earnings for expected credit losses upon initial recognition of the financial asset. The aspects of this guidance applicable to us will be required to be adopted on a modified retrospective basis. This update is effective for public companies for annual and interim periods beginning after December 15, 2019, with early adoption permitted for annual and interim periods beginning after December 15, 2018. While we are still evaluating the impact of this guidance on our financial statements we do not currently expect it to have a material impact



In February 2016, the FASB issued an update to the existing guidance under the *Leases* topic of the Codification. Under the new guidance, lessees will be required to recognize the following for all leases, with the exception of short-term leases, at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. This update is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted.

The Company will adopt this guidance on January 1, 2019 by applying the provisions of this guidance on a modified retrospective basis as of the effective date. As such, comparative periods will not be restated and the disclosures required under the new standard will not be provided for periods prior to January 1, 2019. We will elect the package of practical expedients whereby we will not be required to: i) reassess whether any expired or existing contracts are or contain leases, ii) reassess the lease classification of existing leases and iii) reassess initial direct costs for any existing leases. We will not elect to utilize the hindsight practical expedient or the practical expedient related to land easements. Upon adoption of the new standard we will elect to account for non-lease components as a part of the related lease components for all of our leases. We will also elect to not recognize leases with an initial term of 12 months or less on our balance sheet. We have assessed and updated our business processes, systems and controls to ensure compliance with the accounting and disclosure requirements of the new standard upon adoption.

The Company has a significant number of leases, primarily related to real estate and rolling stock, which are primarily accounted for as operating leases under existing guidance. The adoption of this new guidance will result in a material impact to our balance sheet in the range of approximately \$250.0 million to \$300.0 million related to the establishment of operating lease liabilities and the corresponding operating lease right-of-use assets. Further, the adoption of this guidance had no impact to our remaining other finance obligations as they failed to meet the sale-leaseback requirements of the new standard. The adoption of this guidance will not have a significant impact on our consolidated statement of operations and comprehensive income or on our consolidated statement of cash flows as our leases will retain their classifications as determined under current guidance.

Through the issuance of a series of updates, the FASB modified the guidance under the *Revenue Recognition* topic of the Codification which provided for a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under previous guidance, we recognized sales from contracts with service elements on the completed contract method when these contracts were completed within 30 days. The remaining contracts with service elements were recognized under the percentage of completion method.

On January 1, 2018 we adopted this guidance on a modified retrospective basis for contracts which were not completed as of January 1, 2018. Under this updated guidance, revenue related to our contracts with service elements is now recognized over time based on the extent of progress towards completion of the performance obligation because of continuous transfer of control to the customer. We have assessed and updated our business processes, systems and controls to ensure compliance with the recognition and disclosure requirements of the new standard.

Results for periods beginning on or after January 1, 2018 are presented in accordance with this new guidance. Results for prior periods have not been adjusted and continue to be presented under previous guidance. Upon adoption, the Company recognized a \$2.0 million (\$1.5 million net of taxes) impact to the beginning balance of retained earnings through a cumulative effect adjustment related to the unrecognized portion of contracts previously accounted for under the completed contract method of revenue recognition.

### 3. Revenue

The following table disaggregates our sales by product category for the years ended December 31:

	2018	2017	2016
	(In thousands)		
Lumber & lumber sheet goods	\$ 2,902,155	\$ 2,510,945	\$ 2,131,394
Manufactured products	1,392,043	1,208,555	1,097,665
Windows, doors & millwork	1,445,858	1,360,567	1,286,151
Gypsum, roofing & insulation	528,439	538,378	520,007
Siding, metal & concrete products	697,744	655,889	622,344
Other building & product services	758,532	759,875	709,723
Total sales	<u>\$ 7,724,771</u>	<u>\$ 7,034,209</u>	<u>\$ 6,367,284</u>

Information regarding disaggregation of sales by segment is discussed in Note 14 to the condensed consolidated financial statements. Sales related to contracts with service elements represents less than 10% of the Company's net sales for each period presented.

The timing of revenue recognition, billings and cash collections results in accounts receivable, unbilled receivables, contract assets and contract liabilities. Contract asset balances were not significant as of December 31, 2018 or December 31, 2017. Contract liabilities consist of deferred revenue and customer advances and deposits. Contract liability balances are included in accrued liabilities on our consolidated balance sheet and were \$42.1 million and \$37.2 million as of December 31, 2018 and December 31, 2017, respectively.

#### **4. Property, Plant and Equipment**

Property, plant and equipment consisted of the following at December 31:

	2018	2017
	(In thousands)	
Land	\$ 198,304	\$ 188,551
Buildings and improvements	358,411	337,536
Machinery and equipment	403,765	352,529
Furniture and fixtures	78,910	61,310
Construction in progress	20,810	24,228
Property, plant and equipment	1,060,200	964,154
Less: accumulated depreciation	390,125	324,851
Property, plant and equipment, net	<u>\$ 670,075</u>	<u>\$ 639,303</u>

Depreciation expense was \$74.4 million, \$71.1 million and \$87.2 million, of which \$18.6 million, \$9.8 million and \$9.5 million was included in cost of sales, for the years ended December 31, 2018, 2017, and 2016, respectively.

Included in property, plant and equipment are certain assets held under capital leases and other finance obligations. These assets are recorded at the present value of minimum lease payments and include land, buildings and equipment. Amortization charges associated with assets held under capital leases and other finance obligations are included in depreciation expense. The following balances held under capital lease and other finance obligations are included on the accompanying consolidated balance sheet:

	2018	2017
	(In thousands)	
Land	\$ 118,677	\$ 114,010
Buildings and improvements	142,345	142,941
Machinery and equipment	27,188	21,875
Assets held under capital leases and other finance obligations	288,210	278,826
Less: accumulated amortization	21,786	15,367
Assets held under capital leases and other finance obligations, net	<u>\$ 266,424</u>	<u>\$ 263,459</u>

## 5. Goodwill

The following table sets forth the changes in the carrying amount of goodwill by reportable segment for the years ended December 31, 2018 and 2017 (in thousands):

	Northeast	Southeast	South	West	Total
Balance as of December 31, 2017					
Goodwill	\$ 97,102	\$ 60,691	\$ 329,662	\$ 297,592	\$ 785,047
Accumulated impairment losses	(494)	(615)	(43,527)	—	(44,636)
	96,608	60,076	286,135	297,592	740,411
Balance as of December 31, 2018					
Goodwill	\$ 97,102	\$ 60,691	\$ 329,662	\$ 297,592	\$ 785,047
Accumulated impairment losses	(494)	(615)	(43,527)	—	(44,636)
	\$ 96,608	\$ 60,076	\$ 286,135	\$ 297,592	\$ 740,411

We closely monitor trends in economic factors and their effects on operating results to determine if an impairment trigger was present that would warrant a reassessment of the recoverability of the carrying amount of goodwill prior to the required annual impairment test in accordance with the *Intangibles – Goodwill and Other* topic of the Codification.

The process of evaluating goodwill for impairment involves the determination of fair value of our reporting units. Inherent in such fair value determinations are certain judgments and estimates relating to future cash flows, including our interpretation of current economic indicators and market valuations and assumptions about our strategic plans with regard to our operations. Due to the uncertainties associated with such estimates, actual results could differ from such estimates resulting in further impairment of goodwill.

In performing our impairment analysis, we developed a range of fair values for our reporting units using a discounted cash flow methodology. The discounted cash flow methodology establishes fair value by estimating the present value of the projected future cash flows to be generated from the reporting unit. The discount rate applied to the projected future cash flows to arrive at the present value is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected future cash flows. The discounted cash flow methodology uses our projections of financial performance for a five-year period. The most significant assumptions used in the discounted cash flow methodology are the discount rate, the terminal value and the expected future revenues, gross margins and operating expenses, which vary among reporting units. Significant assumptions used in our financial projections include housing starts and lumber commodity prices.

We recorded no goodwill impairment charges in 2018, 2017, and 2016.

## 6. Intangible Assets

The following table presents intangible assets as of December 31:

	2018		2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Customer relationships	\$ 149,045	\$ (63,187)	\$ 149,045	\$ (48,925)
Trade names	51,361	(34,065)	51,361	(22,554)
Non-compete agreements	1,379	(1,379)	1,379	(1,081)
Favorable lease intangibles	6,409	(6,409)	6,409	(3,067)
Total intangible assets	\$ 208,194	\$ (105,040)	\$ 208,194	\$ (75,627)
Unfavorable lease obligations (included in Accrued liabilities and Other long-term liabilities)	\$ (19,597)	\$ 19,597	\$ (19,597)	\$ 13,666

During the years ended December 31, 2018, 2017, and 2016, we recorded amortization expense in relation to the above-listed intangible assets of \$23.5 million, \$21.9 million, and \$22.6 million, respectively. We did not record any significant impairment charges related to our intangible assets for the years ended December 31, 2018, 2017 or 2016.

The following table presents the estimated amortization expense for these intangible assets for the years ending December 31 (in thousands):

2019	\$	14,784
2020		13,164
2021		11,903
2022		10,923
2023		10,034
Thereafter		42,346
Total future net intangible amortization expense	\$	<u>103,154</u>

#### 7. Accrued Liabilities

Accrued liabilities consisted of the following (in thousands):

	December 31, 2018	December 31, 2017
Accrued payroll and other employee related expenses	\$ 145,313	\$ 127,745
Contract liabilities	42,054	37,237
Customer obligations	11,762	9,657
Self-insurance reserves	35,304	32,424
Accrued business taxes	28,954	28,460
Accrued interest	13,164	14,403
Other	15,975	21,671
Total accrued liabilities	<u>\$ 292,526</u>	<u>\$ 271,597</u>

#### 8. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	December 31, 2018	December 31, 2017
2022 facility (1)	\$ 179,000	\$ 350,000
2024 notes	696,361	750,000
2024 term loan (2)	458,250	462,950
Other finance obligations (Note 9)	227,071	225,070
Capital lease obligations (Note 9)	16,445	15,431
	<u>1,577,127</u>	<u>1,803,451</u>
Unamortized debt discount and debt issuance costs	<u>(15,833)</u>	<u>(19,031)</u>
	1,561,294	1,784,420
Less: current maturities of long-term debt and lease obligations	<u>15,565</u>	<u>12,475</u>
Long-term debt, net of current maturities	<u>\$ 1,545,729</u>	<u>\$ 1,771,945</u>

(1) The weighted average interest rate was 3.9% and 2.9% as of December 31, 2018 and 2017, respectively.

(2) The weighted average interest rate was 5.2% and 4.3% as of December 31, 2018 and 2017, respectively.

#### 2016 Debt Transactions

During the year ended December 31, 2016, the Company executed several debt transactions which are described in more detail below. These transactions include two debt exchanges, complete extinguishment of our 7.625% senior secured notes due 2021 (the "2021 notes"), repricing and partially repaying our previous term loan and a cash tender offer in which we reduced the aggregate principal amount of our previously outstanding 10.75% senior unsecured notes due 2023 ("2023 notes").

### *Note Exchange Transactions*

On February 12, 2016, we completed separate privately negotiated note exchange transactions in which \$218.6 million in aggregate principal amount of our 2023 notes was exchanged for \$207.6 million in aggregate principal amount of our previously outstanding 2021 notes. On February 29, 2016, we completed additional separate privately negotiated note exchange transactions in which \$63.8 million in aggregate principal amount of our 2023 notes was exchanged for \$60.0 million in aggregate principal amount of our previously outstanding 2021 notes.

The note exchange transactions were considered to be debt extinguishments. As such, we recognized a net gain of \$7.8 million which was recorded as an offset to interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2016. Of this \$7.8 million gain, \$14.8 million was attributable to the reduction in outstanding principal which was partially offset by the write-off of \$7.0 million of unamortized debt issuance costs associated with the 2023 notes which were extinguished in the exchange transactions.

In connection with issuance of the 2021 notes in the exchange transactions, we incurred \$4.9 million of various third-party fees and expenses. These costs were previously recorded as a reduction to long-term debt and were subsequently written off to interest expense in the third quarter of 2016 in connection with the extinguishment of the 2021 notes as described in the “2016 Refinancing Transactions” section below.

### *Note Redemption Transaction*

In May 2016, the Company exercised its contractual right to redeem \$35.0 million in aggregate principal amount of 2021 notes at a price of 103.0%, plus accrued and unpaid interest. The redemption transaction was considered to be a debt extinguishment. As such, we recognized a loss of \$1.7 million which was recorded as a component of interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2016. Of this \$1.7 million loss, \$1.1 million was attributable to the payment of the redemption premium and \$0.6 million was attributable to the write-off of unamortized debt issuance costs associated with the redeemed notes.

### *2016 Refinancing Transactions*

In August 2016, we completed a private offering of \$750.0 million in aggregate principal amount of 5.625% senior secured notes due 2024 (“2024 notes”) at an issue price equal to 100% of their face value. At the same time the Company also repriced its previous term loan. This repricing lowered the applicable margin to 3.75% in the case of Eurodollar loans and 2.75% in the case of base rate loans. This reduction represented a 1.25% decrease in the applicable margin for both Eurodollar and base rate loans. In connection with the repricing, the mandatory quarterly principal repayments were reduced from \$1.375 million to \$1.175 million.

The proceeds from the issuance of the 2024 notes were used, together with cash on hand and borrowings under our previous revolving credit facility, to fully redeem the \$582.6 million in aggregate outstanding principal amount of 2021 notes, to pay down \$125.9 million of our previous term loan and to pay related transaction fees and expenses.

The redemption of the 2021 notes was considered to be a debt extinguishment. As such, we recognized a loss of \$43.9 million which was recorded as a component of interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2016. Of this \$43.9 million loss, \$33.3 million was attributable to the payment of the redemption premium and \$10.6 million was attributable to the write-off of unamortized debt issuance costs associated with the redeemed notes. In addition, in connection with the repricing and pay down of our previous term loan we recognized \$8.2 million in interest expense in the third quarter of 2016 related to the write-off of unamortized debt discount and debt issuance costs.

In connection with the issuance of the 2024 notes and the repricing of our previous term loan, we incurred approximately \$12.0 million of various third-party fees and expenses. Of these costs \$10.5 million were allocated to the 2024 notes and have been recorded as a reduction to long-term debt. These costs are being amortized over the contractual life of the 2024 notes using the effective interest method. The remaining \$1.5 million in costs incurred were allocated to our previous term loan. Of this \$1.5 million, \$1.2 million was recorded to interest expense in the third quarter of 2016. The remaining \$0.3 million of new third-party costs together with \$10.9 million in remaining unamortized debt discount and debt issuance costs have been recorded as a reduction of long-term debt and are being amortized over the remaining contractual life of the term loan using the effective interest method.

### *Tender Offer*

In October 2016, we purchased \$50.0 million in aggregate principal amount of our 2023 notes pursuant to the terms of a cash tender offer at a price of 117.0% of par value plus accrued and unpaid interest. The purchase of the 2023 notes was funded with cash on hand and borrowings under our previous revolving credit facility.

The tender offer transaction was considered to be a debt extinguishment. As such, we recognized a loss on extinguishment of \$9.7 million which was recorded as a component of interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2016. Of this loss, approximately \$8.5 million was attributable to the purchase premium paid to the lenders and \$1.2 million was attributable to the write-off of unamortized debt issuance costs associated with the redeemed notes. In addition to the loss described above, we incurred approximately \$0.1 million in third party costs which were recorded to selling, general, and administrative expense in the fourth quarter of 2016.

### **2017 Debt Transactions**

During the year ended December 31, 2017, the Company executed several debt transactions which are described in more detail below. These transactions included a repricing and extension of our previous term loan as well as increasing the borrowing capacity and extending the maturity of our previous revolving facility and the complete extinguishment of our 2023 notes. Our 2017 and 2016 debt transactions extended our debt maturity profile and reduced our annual cash interest on a go forward basis.

#### *Term Loan Amendment*

On February 23, 2017, we repriced our previous term loan through an amendment and extension of the term loan credit agreement providing for a \$467.7 million senior secured term loan facility due 2024 ("2024 term loan"). This repricing reduced the interest rate by 0.75% and extended the maturity by 19 months to February 29, 2024. Deutsche Bank AG New York Branch continues to serve as administrative agent and collateral agent under the 2024 term loan agreement.

In connection with the 2024 term loan amendment we recognized \$0.4 million in interest expense for the year ended December 31, 2017 related to the write-off of unamortized debt discount and debt issuance costs. We incurred \$1.2 million in lender fees which, together with \$10.0 million in remaining unamortized debt discount and debt issuance costs, have been recorded as a reduction of long-term debt and are being amortized over the remaining contractual life of the 2024 term loan using the effective interest method. In addition, we also incurred \$1.4 million in various third-party fees and expenses related to the 2024 term loan amendment which were recorded to interest expense for the year ended December 31, 2017.

#### *Revolving Credit Facility Amendment*

On March 22, 2017, the Company extended the maturity date and increased the revolving commitments under its previous revolving credit facility. This transaction resulted in an amended and restated \$900.0 million revolving credit facility ("2022 facility") and extended the maturity by 20 months to March 22, 2022. SunTrust Bank continues to serve as administrative agent and collateral agent under the 2022 facility agreement. All other material terms of the 2022 facility remain unchanged from those of the previous agreement.

In connection with the 2022 facility amendment, we recognized \$0.6 million in interest expense for the year ended December 31, 2017 related to the write-off of unamortized debt issuance costs. We incurred \$1.6 million in lender and third-party fees which, together with \$8.5 million in remaining unamortized debt issuance costs, have been recorded as other assets and are being amortized over the remaining contractual life of the 2022 facility on a straight-line basis.

#### *2023 Notes Redemption*

In December 2017, the Company exercised its contractual right to redeem \$367.6 million in aggregate principal amount of 2023 Notes at a total redemption price of 113.249%, plus accrued and unpaid interest. The redemption of the 2023 Notes was funded with a combination of borrowings under the 2022 facility and cash on hand.

The redemption of the 2023 notes was considered to be a debt extinguishment. As such, we recognized a loss on extinguishment of \$56.3 million which was recorded as a component of interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2017. Of this \$56.3 million loss, \$48.7 million was attributable to the payment of the redemption premium and \$7.6 million was attributable to the write-off of unamortized debt issuance costs associated with the redeemed notes.

### **2018 Debt Transactions**

In the fourth quarter of 2018, the Company executed a series of open market purchases of its 2024 notes. These transactions resulted in \$53.6 million in aggregate principal amount of the 2024 notes being repurchased at prices ranging from 91.5% to 94.25% of par value. Following these transactions, there was \$696.4 million of 2024 notes which remain outstanding.

These repurchases of the 2024 notes were considered to be debt extinguishments. As such, we recognized a gain on debt extinguishment of \$3.2 million which was recorded as a component of interest expense in the accompanying consolidated statement of operations and comprehensive income for the year ended December 31, 2018. Of this gain, approximately \$3.7 million was attributable to the repurchase of the notes at a discount to par value which was partially offset by a \$0.5 million write-off of unamortized debt issuance costs associated with the 2024 Notes repurchased.

In February 2019, we repurchased an additional \$20.4 million in aggregate principal amount of the 2024 notes at prices ranging from 94.9% to 95.9% of par value. Following these repurchases we have \$675.9 million of 2024 notes which remain outstanding.

#### ***2024 Term Loan Credit Agreement***

As of December 31, 2018, we have \$458.3 million outstanding under the 2024 term loan, which matures on February 29, 2024. The 2024 term loan bears interest based on either a eurodollar or base rate (a rate equal to the highest of an agreed commercially available benchmark rate, the federal funds effective rate plus 0.50% or the eurodollar rate plus 1.0%, as selected by the Company) plus, in each case, an applicable margin. The applicable margin in the 2024 term loan is (x) 3% in the case of Eurodollar rate loans and (y) 2% in the case of base rate loans. The 2024 term loan has mandatory quarterly principal repayments of \$1.175 million payable in March, June, September, and December of each year, provided that each such payment is subject to reduction as a result of certain prepayments of the loans in accordance with the loan documentation.

#### ***2022 Revolving Credit Facility***

The 2022 facility provides for a \$900.0 million revolving credit line to be used for working capital, general corporate purposes and funding capital expenditures and growth opportunities. In addition, we may use the 2022 facility to facilitate debt repayment and consolidation. The available borrowing capacity, or borrowing base, is derived from a percentage of the Company's eligible receivables and inventory, as defined by the agreement, subject to certain reserves. As of December 31, 2018, we had \$179.0 million in outstanding borrowings under our 2022 facility and our net excess borrowing availability was \$585.4 million after being reduced by outstanding letters of credit of approximately \$82.2 million.

Borrowings under the 2022 facility bear interest, at our option, at either a eurodollar rate or a base rate, plus, in each case an applicable margin. The applicable margin ranges from 1.25% to 1.75% per annum in the case of eurodollar rate loans and 0.25% to 0.75% per annum in the case of base rate loans. The margin in either case is based on a measure of availability under the 2022 facility. A variable commitment fee, currently 0.25% per annum, is charged on the unused amount of the revolver based on quarterly average loan utilization. Letters of credit under the 2022 facility are assessed at a rate equal to the applicable eurodollar margin, currently 1.25%, as well as a fronting fee at a rate of 0.125% per annum. These fees are payable quarterly in arrears at the end of March, June, September, and December.

All obligations under the 2024 term loan and 2022 facility will be guaranteed jointly and severally by the Company and all other subsidiaries that guarantee the 2024 notes. All obligations and the guarantees of those obligations will be secured by substantially all of the assets of the Company and the guarantors subject to certain exceptions and permitted liens, including (i) with respect to the 2024 term loan, a first-priority security interest in such assets that constitute Notes Collateral (as defined below) and a second priority security interest in such assets that constitute ABL Collateral (as defined below), and (ii) with respect to the 2022 facility, a first-priority security interest in such assets that constitute ABL Collateral and a second-priority security interest in such assets that constitute Notes Collateral.

"ABL Collateral" includes substantially all presently owned and after-acquired accounts receivable, inventory, rights of unpaid vendors with respect to inventory, deposit accounts, commodity accounts, securities accounts and lock boxes, investment property, cash and cash equivalents, and general intangibles, books and records, supporting obligations and documents and related letters of credit, commercial tort claims or other claims related to and proceeds of each of the foregoing. "Notes Collateral" includes all collateral which is not ABL collateral.

The 2024 term loan and the 2022 facility contain restrictive covenants which, among other things, limit the Company's ability to incur additional indebtedness, incur liens, engage in mergers or other fundamental changes, sell certain assets, pay dividends, make acquisitions or investments, prepay certain indebtedness, change the nature of our business, and engage in certain transactions with affiliates. In addition, the 2022 facility also contains a financial covenant requiring the satisfaction of a minimum fixed charge ratio of 1.00 to 1.00 if our excess availability falls below the greater of \$80.0 million or 10% of the maximum borrowing amount, which was \$84.7 million as of December 31, 2018.

### Senior Secured Notes due 2024

As of December 31, 2018 we have \$696.4 million outstanding in aggregate principal amount of the 2024 notes which mature on September 1, 2024. Interest accrues on the 2024 notes at a rate of 5.625% per annum and is payable semi-annually on March 1 and September 1 of each year.

The terms of the 2024 notes are governed by the indenture, dated as of August 22, 2016 (the "Indenture"), among the Company, the guarantors named therein (the "Guarantors") and Wilmington Trust, National Association, as trustee (the "Trustee") and notes collateral agent (the "Notes Collateral Agent"). The 2024 notes, subject to certain exceptions, are guaranteed, jointly and severally, on a senior secured basis, by certain of our direct and indirect wholly owned subsidiaries. All obligations under the 2024 notes, and the guarantees of those obligations, are secured by substantially all of the assets of the Company and the Guarantors subject to certain exceptions and permitted liens, including a first-priority security interest in such assets that constitute Notes Collateral (as defined above) and a second-priority security interest in such assets that constitute ABL Collateral (as defined above).

The Notes Collateral Agent became a party to the ABL/Bond Intercreditor Agreement, dated as of May 29, 2013, among SunTrust Bank, as agent under the Company's 2022 facility, the Wilmington Trust, National Association, the Company and the Guarantors, and the Pari Passu Intercreditor Agreement, dated as of July 31, 2015, among Deutsche Bank AG New York Branch, as term collateral agent under the Company's 2024 term loan, Wilmington Trust, National Association, the Company and the Guarantors. These documents govern all arrangements in respect of the priority of the security interests in the ABL Collateral and the Notes Collateral among the parties to the Indenture, the 2022 facility and the 2024 term loan. The 2024 notes constitute senior secured obligations of the Company and Guarantors, rank senior in right of payment to all future debt of the Company and Guarantors that is expressly subordinated in right of payment to the 2024 notes, and rank equally in right of payment with all existing and future liabilities of the Company and Guarantors that are not so subordinated, including the 2022 facility.

The Indenture contains restrictive covenants that limit the ability of the Company and its restricted subsidiaries to, among other things, incur additional debt or issue preferred stock; create liens; create restrictions on the Company's subsidiaries' ability to make payments to the Company; pay dividends and make other distributions in respect of the Company's and its subsidiaries' capital stock; make certain investments or certain other restricted payments; guarantee indebtedness; designate unrestricted subsidiaries; sell certain kinds of assets; enter into certain types of transactions with affiliates; and effect mergers and consolidations.

At any time prior to September 1, 2019, the Company may redeem the 2024 notes in whole or in part at a redemption price equal to 100% of the principal amount of the 2024 notes plus the "applicable premium" set forth in the Indenture. At any time on or after September 1, 2019, the Company may redeem the 2024 notes at the redemption prices set forth in the Indenture, plus accrued and unpaid interest, if any, to the redemption date. At any time and from time to time during the 36-month period following August 22, 2016 ("the Closing Date"), the Company may redeem up to 10% of the aggregate principal amount of the 2024 notes during each twelve-month period commencing on the Closing Date at a redemption price of 103% of the aggregate principal amount thereof plus accrued and unpaid interest to the redemption date. In addition, at any time prior to September 1, 2019, the Company may redeem up to 40% of the aggregate principal amount of the 2024 notes with the net cash proceeds of one or more equity offerings, as described in the Indenture, at a price equal to 105.625% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. If the Company experiences certain change of control events, holders of the 2024 notes may require it to repurchase all or part of their 2024 notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

As of December 31, 2018 we were not in violation of any covenants or restrictions imposed by any of our debt agreements.

Future maturities of long-term debt as of December 31, 2018 were as follows (in thousands):

Year ending December 31,	
2019	\$ 4,700
2020	4,700
2021	4,700
2022	4,700
2023	183,700
Thereafter	<u>1,131,111</u>
Total long-term debt (including current maturities)	<u>\$ 1,333,611</u>



## 9. Leases and Other Finance Obligations

### Operating Lease Obligations

We lease certain land, buildings and equipment used in operations. These leases are generally accounted for as operating leases with initial terms ranging from one to 15 years and they generally contain renewal options. Certain operating leases are subject to contingent rentals based on various measures, primarily consumer price index increases. We also lease certain properties from related parties, including current employees and non-affiliate stockholders. Total rent expense under operating leases was approximately \$83.9 million, \$77.9 million and \$68.7 million for the years ended December 31, 2018, 2017, and 2016, respectively.

In addition, we have residual value guarantees on certain equipment leases. Under these leases we have the option of (a) purchasing the equipment at the end of the lease term, (b) arranging for the sale of the equipment to a third party, or (c) returning the equipment to the lessor to sell the equipment. If the sales proceeds in any case are less than the residual value, we are required to reimburse the lessor for the deficiency up to a specified level as stated in each lease agreement. If the sales proceeds exceed the residual value, we are entitled to all of such excess amounts. The guarantees under these leases for the residual values of equipment at the end of the respective operating lease periods approximated \$5.7 million as of December 31, 2018. Based upon the expectation that none of these leased assets will have a residual value at the end of the lease term that is materially less than the value specified in the related operating lease agreement or that we will purchase the equipment at the end of the lease term, we do not believe it is probable that we will be required to fund any amounts under the terms of these guarantee arrangements. Accordingly, no accruals have been recognized for these guarantees.

Future minimum commitments for noncancelable operating leases with initial or remaining lease terms in excess of one year are as follows:

	<u>Related Party</u>	<u>Total*</u>
	<u>(In thousands)</u>	
Year ending December 31,		
2019	\$ 1,061	\$ 77,297
2020	1,053	63,633
2021	712	51,804
2022	580	37,054
2023	60	23,327
Thereafter	261	57,000
	<u>\$ 3,727</u>	<u>\$ 310,115</u>

\* Includes related party future minimum commitments for noncancelable operating leases.

### Capital Lease Obligations

The Company leases certain property and equipment under capital leases expiring through 2021. These leases require monthly payments of principal and interest, imputed at various interest rates. Future minimum lease payments as of December 31, 2018 are as follows (in thousands):

Years ending December 31,		
2019	\$	10,784
2020		5,392
2021		1,242
Thereafter		—
Total minimum lease payments		17,418
Less: amount representing interest		(973)
Present value of net minimum payments		16,445
Less: current portion		(10,039)
Long-term capital lease obligations, net of current portion	\$	<u>6,406</u>

### **Other Finance Obligations**

The Company is party to 140 individual property lease agreements with a single lessor as of December 31, 2018. These lease agreements have initial terms ranging from nine to fifteen years (expiring through 2021) and renewal options in five-year increments providing for up to approximately 30-year remaining total lease terms. A related agreement between the lessor and the Company gives the Company the right to acquire a limited number of the leased facilities at fair market value. These purchase rights represent a form of continuing involvement with these properties which precluded sale-leaseback accounting. As a result, the Company treats all of the properties that it leases from this lessor as a financing arrangement. The Company is also party to certain additional agreements with the same lessor which commit the Company to perform certain repair and maintenance obligations under the leases in a specified manner and timeframe.

We were deemed the owner of certain of our facilities during their construction period based on an evaluation made in accordance with the *Leases* topic of the Codification. Effectively, a sale and leaseback of these facilities occurred when construction was completed and the lease term began. These transactions did not qualify for sale-leaseback accounting. As a result, the Company treats the lease of these facilities as a financing arrangement.

As of December 31, 2018, other finance obligations consist of \$227.1 million, with cash payments of \$21.7 million for the year ended December 31, 2018. These other finance obligations are included on the consolidated balance sheet as a component of long-term debt and lease obligations. The related assets are recorded as components of property, plant, and equipment on the consolidated balance sheet.

Future minimum commitments for other finance obligations as of December 31, 2018 were as follows (in thousands):

Year ending December 31,		
2019	\$	18,715
2020		18,632
2021		17,960
2022		17,849
2023		17,860
Thereafter		222,821
Total	\$	<u>313,837</u>

### **10. Employee Stock-Based Compensation**

#### **2014 Incentive Plan**

Under our 2014 Incentive Plan ("2014 Plan"), the Company is authorized to grant awards in the form of incentive stock options, non-qualified stock options, restricted stock shares, restricted stock units, other common stock-based awards and cash-based awards. In May 2016, our shareholders approved an amendment to our 2014 Plan that increased the number of shares of common stock reserved for the grant of awards under the 2014 Plan from 5.0 million shares to 8.5 million shares, subject to adjustment as provided by the 2014 Plan. All 8.5 million shares under the Plan may be made subject to options, stock appreciation rights ("SARs"), or stock-based awards. Stock options and SARs granted under the 2014 Plan may not have a term exceeding 10 years from the date of grant. The 2014 Plan also provides that all awards will become fully vested and/or exercisable upon a change in control (as defined in the 2014 Plan) if those awards (i) are not assumed or equitably substituted by the surviving entity or (ii) have been assumed or equitably substituted by the surviving entity, and the grantee's employment is terminated under certain circumstances. Other specific terms for awards granted under the 2014 Plan shall be determined by our Compensation Committee (or the board of directors if so determined by the board of directors). Awards granted under the 2014 Plan generally vest ratably over a three to four year period. As of December 31, 2018, 4.9 million shares were available for issuance under the 2014 Plan.

#### **2007 Incentive Plan**

Under our 2007 Incentive Plan ("2007 Plan"), the Company was authorized to grant awards in the form of incentive stock options, non-qualified stock options, restricted stock, other common stock-based awards and cash-based awards. Stock options and SARs granted under the 2007 Plan may not have a term exceeding 10 years from the date of grant. The 2007 Plan also provided that all awards will become fully vested and/or exercisable upon a change in control (as defined in the 2007 Plan). Historically, awards granted under the 2007 Plan generally vested ratably over a three to four-year period. As of May 24, 2017, no further grants will be made under the 2007 plan.

### 2005 Equity Incentive Plan

Under our 2005 Equity Incentive Plan (“2005 Plan”), we were authorized to grant stock-based awards in the form of incentive stock options, non-qualified stock options, restricted stock and other common stock-based awards. Stock options and SARs granted under the 2005 Plan could not have a term exceeding 10 years from the date of grant. The 2005 Plan also provided that all awards become fully vested and/or exercisable upon a change in control (as defined in the 2005 Plan). Historically, awards granted under the 2005 Plan generally vested ratably over a three-year period. As of June 27, 2015, no further grants will be made under the 2005 Plan.

### 1998 Stock Incentive Plan

Under the Builders FirstSource, Inc. 1998 Stock Incentive Plan (“1998 Plan”), we were authorized to issue shares of common stock pursuant to awards granted in various forms, including incentive stock options, non-qualified stock options and other stock-based awards. The 1998 Plan also authorized the sale of common stock on terms determined by our board of directors. Historically, stock options granted under the 1998 Plan generally cliff vested after a period of seven to nine years with certain option grants subject to acceleration if certain financial targets were met. As of January 1, 2005, no further grants will be made under the 1998 Plan.

### Stock Options

The following table summarizes our stock option activity:

	Options (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Years	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2017	2,104	\$ 5.66		
Granted	—	\$ —		
Exercised	(770)	\$ 5.13		
Forfeited	(2)	\$ 9.72		
Outstanding at December 31, 2018	<u>1,332</u>	\$ 5.97	4.4	\$ 6,581
Exercisable at December 31, 2018	<u>1,229</u>	\$ 5.71	4.1	\$ 6,386

The outstanding options at December 31, 2018 include 199,000 options under the 2014 plan, 696,000 options under the 2007 Plan, 247,000 options under the 2005 Plan and 190,000 options under the 1998 Plan. As of December 31, 2018, 96,000 options under the 2014 Plan, 696,000 options under the 2007 Plan, 247,000 options under the 2005 Plan and 190,000 options under the 1998 Plan were exercisable. The weighted average grant date fair value of options granted during the years ended December 31, 2017 and 2016 were \$7.26 and \$3.71, respectively. There were no options granted during the year ended December 31, 2018. The total intrinsic value of options exercised during the years ended December 31, 2018, 2017 and 2016 were \$10.9 million, \$16.4 million and \$11.6 million, respectively. Vesting of all of our stock options is contingent solely on continuous employment over the requisite service period.

Outstanding and exercisable stock options at December 31, 2018 were as follows (shares in thousands):

Range of Exercise Prices	Outstanding			Exercisable	
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Years	Shares	Weighted Average Exercise Price
\$3.15	190	\$ 3.15	5.0	190	\$ 3.15
\$3.19	336	\$ 3.19	1.1	336	\$ 3.19
\$6.35 - \$6.59	146	\$ 6.44	6.5	84	\$ 6.42
\$7.67- \$12.94	660	\$ 8.09	5.4	619	\$ 7.77
\$3.15 - \$12.94	<u>1,332</u>	\$ 5.97	4.4	<u>1,229</u>	\$ 5.71

### Restricted Stock Units

The outstanding restricted stock units (“RSUs”) at December 31, 2018 include 1,857,000 units granted under the 2014 Plan and 107,000 units granted under the 2007 Plan.

The following table summarizes activity for RSUs subject solely to service conditions for the year ended December 31, 2018 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2017	1,331	\$ 10.77
Granted	504	\$ 20.23
Vested	(889)	\$ 10.37
Forfeited	(38)	\$ 14.27
Nonvested at December 31, 2018	908	\$ 16.25

The weighted average grant date fair value of RSUs for which vesting is subject solely to service conditions granted during the years ended December 31, 2018, 2017 and 2016 were \$20.23, \$14.60, and \$10.68, respectively.

The following table summarizes activity for RSUs subject to both performance and service conditions for the year ended December 31, 2018 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2017	487	\$ 13.04
Granted	159	\$ 21.15
Vested	(43)	\$ 14.49
Forfeited	(47)	\$ 14.21
Nonvested at December 31, 2018	556	\$ 15.16

The weighted average grant date fair value of RSUs for which vesting is subject to both performance and service conditions granted during the years ended December 31, 2018, 2017 and 2016 were \$21.15, \$15.38 and \$10.96, respectively.

The following table summarizes activity for RSUs subject to both market and service conditions for the year ended December 31, 2018 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2017	431	\$ 9.16
Granted	159	\$ 21.96
Vested	(43)	\$ 12.30
Forfeited	(47)	\$ 11.22
Nonvested at December 31, 2018	500	\$ 12.78

The weighted average grant date fair value of RSUs for which vesting is subject to both market and service conditions granted during the years ended December 31, 2018, 2017 and 2016 were \$21.96, \$11.49, and \$7.58, respectively.

Our results of operations include stock compensation expense of \$14.4 million (\$10.7 million net of taxes), \$13.5 million (\$8.2 million net of taxes) and \$10.5 million (\$6.3 million net of taxes) for the years ended December 31, 2018, 2017 and 2016, respectively. We recognized excess tax benefits for stock options exercised and RSUs vested of \$4.2 million and \$5.1 million for the years ended December 31, 2018 and 2017, respectively. We recognized no excess tax benefits for stock options exercised or RSUs vested during the year ended December 31, 2016. The total fair value of options vested during the years ended December 31, 2018, 2017, and 2016 were \$2.7 million, \$2.7 million and \$2.8 million, respectively. The total fair value of RSUs vested during the years ended December 31, 2018, 2017 and 2016 were \$10.4 million, \$6.9 million and \$3.9 million, respectively.

As of December 31, 2018, there was \$14.9 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plans. That cost is expected to be recognized over a weighted-average period of 2.0 years.

## 11. Income Taxes

The components of income tax expense (benefit) included in continuing operations were as follows for the years ended December 31:

	2018	2017	2016
	(In thousands)		
<b>Current:</b>			
Federal	\$ (1,831)	\$ 1,831	\$ —
State	5,572	2,213	2,115
	<u>3,741</u>	<u>4,044</u>	<u>2,115</u>
<b>Deferred:</b>			
Federal	45,934	49,710	(110,720)
State	5,889	(606)	(14,067)
	<u>51,823</u>	<u>49,104</u>	<u>(124,787)</u>
Income tax expense (benefit)	<u>\$ 55,564</u>	<u>\$ 53,148</u>	<u>\$ (122,672)</u>

Temporary differences, which give rise to deferred tax assets and liabilities, were as follows as of December 31:

	2018	2017
	(In thousands)	
<b>Deferred tax assets related to:</b>		
Accrued expenses	\$ 10,019	\$ 9,615
Insurance reserves	13,245	11,299
Stock-based compensation expense	4,770	4,702
Accounts receivable	3,892	3,355
Inventories	13,348	11,370
Operating loss and credit carryforwards	38,813	68,066
	<u>84,087</u>	<u>108,407</u>
Valuation allowance	(2,409)	(2,409)
Total deferred tax assets	<u>81,678</u>	<u>105,998</u>
<b>Deferred tax liabilities related to:</b>		
Prepaid expenses	(2,845)	(2,706)
Goodwill and other intangible assets	(28,055)	(19,431)
Property, plant and equipment	(26,670)	(8,593)
Other	(1,342)	(163)
Total deferred tax liabilities	<u>(58,912)</u>	<u>(30,893)</u>
Net deferred tax asset	<u>\$ 22,766</u>	<u>\$ 75,105</u>

A reconciliation of the statutory federal income tax rate to our effective rate for continuing operations is provided below for the years ended December 31:

	2018	2017	2016
Statutory federal income tax rate	21.0%	35.0%	35.0%
State income taxes, net of federal income tax	4.3	7.7	6.1
Valuation allowance	—	(3.1)	(607.9)
Stock compensation windfall benefit	(1.6)	(5.5)	—
Enactment of federal income tax rate change	—	31.5	—
Permanent difference – 162(m) limitation	0.6	0.8	0.6
Permanent difference – credits	(4.6)	(9.6)	(1.2)
Permanent difference – other	1.4	0.9	0.4
Other	0.2	0.1	0.9
	<u>21.3%</u>	<u>57.8%</u>	<u>(566.1)%</u>

On December 22, 2017, the President signed into law the 2017 Tax Act. The 2017 Tax Act reduced the statutory federal corporate tax rate from 35% to 21% for periods beginning after December 31, 2017. The *Income Taxes* topic of the Codification requires that the effect of a tax rate change on deferred tax assets and liabilities be recognized in the period the rate change was enacted. As such, we recorded income tax expense of \$29.0 million for the year ended December 31, 2017 related to the revaluation of our net deferred tax assets. There were no other material impacts recognized as a result of the enactment of the 2017 Tax Act.

At December 31, 2018 and 2017, the Company had deferred tax assets, net of deferred tax liabilities, of \$25.2 million and \$77.5 million, respectively, offset by valuation allowances of \$2.4 million and \$2.4 million, respectively. We have \$302.8 million of state net operating loss carryforwards and \$3.0 million of state tax credit carryforwards expiring at various dates through 2038. We also have \$15.6 million of federal net operating loss carryforwards and \$20.4 million of federal tax credit carryforwards expiring at various dates through 2038. As of December 31, 2018, the Company needed to generate approximately \$63.5 million of pre-tax income in future periods to realize its federal deferred tax assets.

We evaluate our deferred tax assets on a quarterly basis to determine whether a valuation allowance is required. In accordance with the *Income Taxes* topic of the Codification we assess whether it is more likely than not that some or all of our deferred tax assets will not be realized. Significant judgment is required in estimating valuation allowances for deferred tax assets and in making this determination, we consider all available positive and negative evidence and make certain assumptions. The realization of a deferred tax asset ultimately depends on the existence of sufficient taxable income in the applicable carryback or carryforward periods. We consider nature, frequency, and severity of current and cumulative losses, as well as historical and forecasted financial results, the overall business environment, our industry's historic cyclicity, the reversal of existing deferred tax liabilities, and tax planning strategies in our assessment. Changes in our estimates of future taxable income and tax planning strategies will affect our estimate of the realization of the tax benefits of these tax carryforwards.

We recorded a full valuation allowance in 2008 due to our cumulative three-year loss position at that time, compounded by the negative industry-wide business trends and outlook. We remained in a cumulative three-year loss position until the second quarter of 2016. In the third quarter of 2016, management determined that there was sufficient positive evidence to conclude that it was more likely than not that the valuation allowance should be released against our net federal and some state deferred tax assets. As a result, for the year ended December 31, 2016 we recorded a cumulative reduction to the valuation allowance against our net deferred tax assets of \$131.7 million. During 2017, as a result of various activities and tax initiatives that impacted our assessment of the future utilization and realizability of our state net operating losses ("NOLs") we recorded a reduction to the associated valuation allowance of \$2.8 million for the year ended December 31, 2017.

Section 382 of the Internal Revenue Code imposes annual limitations on the utilization of NOL carryforwards, other tax carryforwards, and certain built-in losses upon an ownership change as defined under that section. In general terms, an ownership change may result from transactions that increase the aggregate ownership of certain stockholders in the Company's stock by more than 50 percentage points over a three year testing period ("Section 382 Ownership Change"). In 2017, affiliates of a significant shareholder sold their investment in the Company, which triggered a Section 382 Ownership Change. As a result of triggering a Section 382 Ownership Change, an annual limitation is now imposed on the Company's tax attributes, including its NOLs and other credits. The Company has evaluated the impact of this limitation on its NOLs and other credits and does not expect it to have a material impact on their future utilization or realizability.

We base our estimate of deferred tax assets and liabilities on current tax laws and rates. In certain cases, we also base our estimate on business plan forecasts and other expectations about future outcomes. Changes in existing tax laws or rates could affect our actual tax results, and future business results may affect the amount of our deferred tax liabilities or the valuation of our deferred tax assets over time. Due to uncertainties in the estimation process, particularly with respect to changes in facts and circumstances in future reporting periods, as well as the residential homebuilding industry's cyclicity and sensitivity to changes in economic conditions, it is possible that actual results could differ from the estimates used in previous analyses.

The following table shows the changes in our valuation allowance:

	2018	2017	2016
	(In thousands)		
Balance at January 1,	\$ 2,409	\$ 4,821	\$ 136,548
Additions charged to expense	—	—	—
Reductions credited to expense	—	(2,839)	(131,727)
Enactment of federal income tax rate change	—	427	—
Deductions	—	—	—
Balance at December 31,	<u>\$ 2,409</u>	<u>\$ 2,409</u>	<u>\$ 4,821</u>

The balance for uncertain tax positions, excluding penalties and interest, was \$0.3 million, \$0.3 million and \$0.2 million as of December 31, 2018, 2017 and 2016, respectively with no significant impact recorded in the Company's consolidated statement of operations and comprehensive income for the years ended December 31, 2018, 2017 or 2016. We accrue interest and penalties on our uncertain tax positions as a component of our provision for income taxes. We accrued no significant interest and penalties in 2018, 2017 or 2016.

We are subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. Based on completed examinations and the expiration of statutes of limitations, we have concluded all U.S. federal income tax matters for years through 2014. We report in 41 states with various years open to examination.

## **12. Employee Benefit Plans**

We maintain one active defined contribution 401(k) plan. Our employees are eligible to participate in the plans subject to certain employment eligibility provisions. Participants can contribute up to 75% of their annual compensation, subject to federally mandated maximums. Participants are immediately vested in their own contributions. We match a certain percentage of the contributions made by participating employees, subject to IRS limitations. Our matching contributions are subject to a pro-rata five-year vesting schedule. We recognized expense of \$6.8 million, \$4.6 million and \$4.6 million in 2018, 2017 and 2016, respectively, for contributions to the plan.

The Company contributes to multiple collectively bargained union retirement plans including multiemployer plans. The Company does not administer the multiemployer plans, and contributions are determined in accordance with the provisions of negotiated labor contracts. The risks of participating in multiemployer plans are different from single-employer plans. Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to a multiemployer plan, the unfunded obligations of that multiemployer plan may be borne by the remaining participating employers. If the Company chooses to stop participating in a multiemployer plan, the Company may be required to pay that plan an amount ("withdrawal liability") based on the plan's formula and the underfunded status of the plan attributable to the Company. Contributions to the plans for the years ended December 31, 2018, 2017 and 2016 were not significant.

## **13. Commitments and Contingencies**

As of December 31, 2018, we had outstanding letters of credit totaling \$82.2 million under our 2022 facility that principally support our self-insurance programs.

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the complex nature of the claims. Although the Company cannot estimate a reasonable range of loss based on currently available information, the resolution of these matters could have a material adverse effect on the Company's financial position, results of operations or cash flows.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of such claims and lawsuits. Although the ultimate disposition of these other proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are pending or threatened, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

## **14. Segment and Product Information**

We offer an integrated solution to our customers providing manufacturing, supply, and installation of a full range of structural and related building products. We provide a wide variety of building products and services directly to homebuilder customers. We manufacture floor trusses, roof trusses, wall panels, stairs, millwork, windows, and doors. We also provide a full range of construction services. These product and service offerings are distributed across 401 locations operating in 39 states across the United States, which have been organized into nine geographical regions. Centralized financial and operational oversight, including resource allocation and assessment of performance on an income from continuing operations before income taxes basis, is performed by our CEO, whom we have determined to be our chief operating decision maker ("CODM").

The Company has nine operating segments aligned with its nine geographical regions (Regions 1 through 9). While all of our operating segments have similar nature of products, distribution methods and customers, certain of our operating segments have been aggregated due to also containing similar economic characteristics, resulting in the following composition of reportable segments:

- Regions 1 and 2 have been aggregated to form the “Northeast” reportable segment
- Regions 3 and 5 have been aggregated to form the “Southeast” reportable segment
- Regions 4 and 6 have been aggregated to form the “South” reportable segment
- Region 7, 8 and 9 have been aggregated to form the “West” reportable segment

In addition to our reportable segments, our consolidated results include corporate overhead, other various operating activities that are not internally allocated to a geographical region nor separately reported to the CODM, and certain reconciling items primarily related to allocations of corporate overhead and rent expense, which have collectively been presented as “All Other”. The accounting policies of the segments are consistent with those described in Note 2, except for noted reconciling items.

The following tables present Net sales, Income before income taxes and certain other measures for the reportable segments, reconciled to consolidated total operations, for the years ended December 31, (in thousands):

2018				
Reportable segments	Net Sales	Depreciation & Amortization	Interest	Income before income taxes
Northeast	\$ 1,340,637	\$ 13,582	\$ 23,786	\$ 33,496
Southeast	1,704,313	11,746	25,733	66,191
South	2,050,961	21,422	26,367	110,613
West	2,461,585	27,405	40,223	105,906
<b>Total reportable segments</b>	<b>7,557,496</b>	<b>74,155</b>	<b>116,109</b>	<b>316,206</b>
All other	167,275	23,751	(7,896)	(55,451)
<b>Total consolidated</b>	<b>\$ 7,724,771</b>	<b>\$ 97,906</b>	<b>\$ 108,213</b>	<b>\$ 260,755</b>

2017				
Reportable segments	Net Sales	Depreciation & Amortization	Interest	Income before income taxes
Northeast	\$ 1,285,286	\$ 13,255	\$ 20,893	\$ 40,358
Southeast	1,542,330	10,457	22,939	49,738
South	1,855,425	19,724	23,320	90,230
West	2,188,696	26,901	32,058	85,629
<b>Total reportable segments</b>	<b>6,871,737</b>	<b>70,337</b>	<b>99,210</b>	<b>265,955</b>
All other	162,472	22,656	93,964	(174,026)
<b>Total consolidated</b>	<b>\$ 7,034,209</b>	<b>\$ 92,993</b>	<b>\$ 193,174</b>	<b>\$ 91,929</b>

2016				
Reportable segments	Net Sales	Depreciation & Amortization	Interest	Income before income taxes
Northeast	\$ 1,204,100	\$ 18,220	\$ 18,660	\$ 35,347
Southeast	1,362,259	11,242	19,768	40,256
South	1,699,371	21,822	22,303	71,806
West	1,939,206	33,764	27,130	72,810
<b>Total reportable segments</b>	<b>6,204,936</b>	<b>85,048</b>	<b>87,861</b>	<b>220,219</b>
All other	162,348	24,745	126,806	(198,550)
<b>Total consolidated</b>	<b>\$ 6,367,284</b>	<b>\$ 109,793</b>	<b>\$ 214,667</b>	<b>\$ 21,669</b>

Asset information by segment is not reported internally or otherwise reviewed by the CODM nor does the company earn revenues or have long-lived assets located in foreign countries.



## 15. Related Party Transactions

Transactions between the Company and related parties occur in the ordinary course of business. Certain members of the Company's board of directors serve on the board of directors for one of our suppliers, PGT, Inc. Further, the Company has entered into certain leases of land and buildings with certain employees or non-affiliate stockholders. However, the Company carefully monitors and assesses related party relationships. Management does not believe that any of its transactions with related parties had a material impact on the Company's results for the years ended December 31, 2018, 2017 or 2016.

## 16. Unaudited Quarterly Financial Data

The following tables summarize the consolidated quarterly results of operations for 2018 and 2017 (in thousands, except per share amounts):

	2018			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	\$ 1,700,436	\$ 2,089,888	\$ 2,118,467	\$ 1,815,980
Gross margin	411,052	496,328	522,781	492,779
Net income	23,220	56,622	73,328	52,021 (1)
Net income per share				
Basic	\$ 0.20	\$ 0.49	\$ 0.64	\$ 0.45 (1)
Diluted	\$ 0.20	\$ 0.49	\$ 0.63	\$ 0.45 (1)
	2017			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	\$ 1,533,064	\$ 1,843,297	\$ 1,878,909	\$ 1,778,939
Gross margin	376,052	460,797	459,322	431,220
Net income (loss)	3,822 (2)	37,910 (3)	39,750 (4)	(42,701)(5)
Net income (loss) per share				
Basic	\$ 0.03 (2)	\$ 0.34 (3)	\$ 0.35 (4)	\$ (0.38)(5)
Diluted	\$ 0.03 (2)	\$ 0.33 (3)	\$ 0.34 (4)	\$ (0.38)(5)

(1) Includes a gain on debt extinguishment of \$3.2 million as discussed in Note 8.

(2) Includes the write-off of debt discount and debt issuance costs of \$1.0 million and financing costs of \$1.4 million as discussed in Note 8.

(3) Includes a valuation allowance of \$(3.7) million as discussed in Note 11.

(4) Includes a valuation allowance of \$(0.1) million as discussed in Note 11.

(5) Includes a loss on debt extinguishment of \$56.3 million as discussed in Note 8, income tax expense of \$29.0 million due to the enactment of a federal income tax rate change in December 2017, and a valuation allowance of \$1.0 million as discussed in Note 11.

Earnings per share is computed independently for each of the quarters presented; therefore, the sum of the quarterly earnings per share may not equal the annual earnings per share.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

*Disclosure Controls Evaluation and Related CEO and CFO Certifications.* Our management, with the participation of our principal executive officer (“CEO”) and principal financial officer (“CFO”) conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this annual report.

Certifications of our CEO and our CFO, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), are attached as exhibits to this annual report. This “Controls and Procedures” section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

*Limitations on the Effectiveness of Controls.* We do not expect that our disclosure controls and procedures will prevent all errors and all fraud. A system of controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Because of the limitations in all such systems, no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Furthermore, the design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how unlikely. Because of these inherent limitations in a cost-effective system of controls and procedures, misstatements or omissions due to error or fraud may occur and not be detected.

*Scope of the Controls Evaluation.* The evaluation of our disclosure controls and procedures included a review of their objectives and design, the Company’s implementation of the controls and procedures and the effect of the controls and procedures on the information generated for use in this annual report. In the course of the evaluation, we sought to identify whether we had any data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken if needed. This type of evaluation is performed on a quarterly basis so that conclusions concerning the effectiveness of our disclosure controls and procedures can be reported in our quarterly reports on Form 10-Q. Many of the components of our disclosure controls and procedures are also evaluated by our internal audit department, our legal department and by personnel in our finance organization. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures on an ongoing basis, and to maintain them as dynamic systems that change as conditions warrant.

*Conclusions regarding Disclosure Controls.* Based on the required evaluation of our disclosure controls and procedures, our CEO and CFO have concluded that, as of December 31, 2018, we maintained disclosure controls and procedures that were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

*Management’s Report on Internal Control over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles (“GAAP”). Internal control over financial reporting includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with existing policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework set forth in *Internal Control — Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2018, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

*Changes in Internal Control over Financial Reporting.* During the quarter ended December 31, 2018, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders to be held May 22, 2019 under the captions “Proposal 1 — Election of Directors,” “Continuing Directors,” “Information Regarding the Board and Its Committees,” “Corporate Governance,” “Section 16(a) Beneficial Ownership Reporting Compliance,” and “Executive Officers of the Registrant,” which information is incorporated herein by reference.

#### **Code of Business Conduct and Ethics**

Builders FirstSource, Inc. and its subsidiaries endeavor to do business according to the highest ethical and legal standards, complying with both the letter and spirit of the law. Our board of directors approved a Code of Business Conduct and Ethics that applies to our directors, officers (including our principal executive officer, principal financial officer and principal accounting officer) and employees. Our Code of Business Conduct and Ethics is administered by a compliance committee made up of representatives from our legal, human resources, finance and internal audit departments.

Our employees are encouraged to report any suspected violations of laws, regulations and the Code of Business Conduct and Ethics, and all unethical business practices. We provide continuously monitored hotlines for anonymous reporting by employees.

Our board of directors has also approved a Supplemental Code of Ethics for the Chief Executive Officer, President, and Senior Financial Officers of Builders FirstSource, Inc., which is administered by our general counsel.

Both of these policies are listed as exhibits to this annual report on Form 10-K and can be found in the “Investors” section of our corporate Web site at: [www.blldr.com](http://www.blldr.com).

Stockholders may request a free copy of these policies by contacting the Corporate Secretary, Builders FirstSource, Inc., 2001 Bryan Street, Suite 1600, Dallas, Texas 75201, United States of America.

In addition, within four business days of:

- Any amendment to a provision of our Code of Business Conduct and Ethics or our Supplemental Code of Ethics for Chief Executive Officer, President and Senior Financial Officers of Builders FirstSource, Inc. that applies to our chief executive officer, chief financial officer or chief accounting officer as it relates to one or more of the items set forth in Item 406(b) of Regulation S-K; or
- The grant of any waiver, including an implicit waiver, from a provision of one of these policies to one of these officers that relates to one or more of the items set forth in Item 406(b) of Regulation S-K.

We will provide information regarding any such amendment or waiver (including the nature of any waiver, the name of the person to whom the waiver was granted and the date of the waiver) on our Web site at the Internet address above, and such information will be available on our Web site for at least a 12-month period. In addition, we will disclose any amendments and waivers to our Code of Business Conduct and Ethics or our Supplemental Code of Ethics for Chief Executive Officer, President and Senior Financial Officers of Builders FirstSource, Inc. as required by the listing standards of the NASDAQ Stock Market LLC.

### **Item 11. Executive Compensation**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders to be held May 22, 2019 under the captions “Executive Compensation and Other Information,” “Information Regarding the Board and its Committees — Compensation of Directors,” and “Compensation Committee Interlocks and Insider Participation,” which information is incorporated herein by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders to be held on May 22, 2019 under the caption “Ownership of Securities” and “Equity Compensation Plan Information,” which information is incorporated herein by reference.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders to be held May 22, 2019 under the caption “Election of Directors and Management Information,” “Information Regarding the Board and its Committees,” and “Certain Relationships and Related Party Transactions,” which information is incorporated herein by reference.

**Item 14. *Principal Accountant Fees and Services***

The information required by this item appears in our definitive proxy statement for our annual meeting of stockholders to be held May 22, 2019 under the caption “Proposal 3 — Ratification of Selection of Independent Registered Public Accounting Firm — Fees Paid to PricewaterhouseCoopers LLP,” which information is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

- (a) (1) See the index to consolidated financial statements provided in Item 8 for a list of the financial statements filed as part of this report.
- (2) Financial statement schedules are omitted because they are either not applicable or not material.
- (3) The following documents are filed, furnished or incorporated by reference as exhibits to this report as required by Item 601 of Regulation S-K.

Exhibit Number	Description
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 4 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 6, 2005, File Number 333-122788)</u></a>
3.2	<a href="#"><u>Amended and Restated By-Laws of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 6, 2017, File Number 0-51357)</u></a>
4.1	<a href="#"><u>Indenture, dated as of August 22, 2016, among Builders FirstSource, Inc., the guarantors party thereto, and Wilmington Trust, National Association, as trustee and notes collateral agent (form of Note included therein) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 23, 2016, File Number 0-51357)</u></a>
10.1	<a href="#"><u>Term Loan Credit Agreement, dated as of July 31, 2015, among Builders FirstSource, Inc., Deutsche Bank AG, New York Branch, as administrative agent, and the lenders and financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>
10.2	<a href="#"><u>First Amendment to Credit Agreement, dated as of August 22, 2016, by and among Builders FirstSource, Inc., Deutsche Bank AG, New York Branch, as administrative agent, and the lenders and financial institutions party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 23, 2016, File Number 0-51357)</u></a>
10.3	<a href="#"><u>Second Amendment to Credit Agreement, dated as of February 23, 2017, by and among Builders FirstSource, Inc., Deutsche Bank AG, New York Branch, as administrative agent, and the lenders and financial institutions party thereto (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 10-K for the year ended December 31, 2016, filed with the Securities Exchange Commission on March 1, 2017, File Number 0-51357)</u></a>
10.4	<a href="#"><u>Amended and Restated Senior Secured Revolving Credit Facility, dated as of July 31, 2015, among Builders FirstSource, Inc., SunTrust Bank, as administrative agent and collateral agent, and the lenders and financial institutions party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>
10.5	<a href="#"><u>Amendment No. 1 to Credit Agreement, dated as of March 22, 2017, among Builders FirstSource, Inc., SunTrust Bank, as administrative agent and collateral agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 28, 2017, File Number 0-51357)</u></a>
10.6	<a href="#"><u>ABL/Bond Intercreditor Agreement, dated as of May 29, 2013, among Builders FirstSource, Inc. and certain of its subsidiaries, as grantors, SunTrust Bank, as ABL agent, and Wilmington Trust, National Association, as notes collateral agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on June 3, 2013, File Number 0-51357)</u></a>
10.7	<a href="#"><u>Collateral Agreement, dated as of July 31, 2015, among the Company, certain of its subsidiaries, and Deutsche Bank AG, New York Branch (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>

Exhibit Number	Description
10.8	<a href="#"><u>Amended and Restated ABL Collateral Agreement, dated as of July 31, 2015, among the Company, certain of its subsidiaries, and SunTrust Bank (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>
10.9	<a href="#"><u>Notes Collateral Agreement, dated as of August 22, 2016, among Builders FirstSource, Inc., certain of its subsidiaries, and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 23, 2016, File Number 0-51357)</u></a>
10.10	<a href="#"><u>Guarantee Agreement, dated as of July 31, 2015, among the guarantors party thereto and Deutsche Bank AG, New York Branch (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>
10.11	<a href="#"><u>Amended and Restated ABL Guarantee Agreement, dated as of July 31, 2015, among the Guarantors (as defined therein) and SunTrust Bank (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K, filed with the Securities Exchange Commission on August 6, 2015, File Number 0-51357)</u></a>
10.12	<a href="#"><u>Lease and Master Agreement Guaranty, dated as of July 31, 2015, by the Company in favor of LN Real Estate LLC (incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 9, 2015, File Number 0-51357)</u></a>
10.13+	<a href="#"><u>Builders FirstSource, Inc. 1998 Stock Incentive Plan, as amended, effective March 1, 2004 (incorporated by reference to Exhibit 10.4 to Amendment No. 1 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on April 27, 2005, File Number 333-122788)</u></a>
10.14+	<a href="#"><u>Amendment No. 7 to the Builders FirstSource, Inc. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, filed with the Securities and Exchange Commission on March 12, 2007, File Number 0-51357)</u></a>
10.15+	<a href="#"><u>2004 Form of Builders FirstSource, Inc. 1998 Stock Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.5 to Amendment No. 1 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on April 27, 2005, File Number 333-122788)</u></a>
10.16+	<a href="#"><u>Builders FirstSource, Inc. 2005 Equity Incentive Plan (incorporated by reference to Exhibit 10.14 to Amendment No. 4 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 6, 2005, File Number 333-122788)</u></a>
10.17+	<a href="#"><u>2006 Form of Builders FirstSource, Inc. 2005 Equity Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 17, 2006, File Number 0-51357)</u></a>
10.18+	<a href="#"><u>Builders FirstSource, Inc. 2007 Incentive Plan (incorporated by reference to Annex D of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on December 15, 2009, File Number 0-51357)</u></a>
10.19+	<a href="#"><u>2008 Form of Builders FirstSource, Inc. 2007 Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed with the Securities and Exchange Commission on May 1, 2008, File Number 0-51357)</u></a>
10.20+	<a href="#"><u>2014 Form of Builders FirstSource, Inc. 2007 Incentive Plan Restricted Stock Unit Award Certificate (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the Securities and Exchange Commission on August 1, 2014, File Number 0-51357)</u></a>
10.21+	<a href="#"><u>Builders FirstSource, Inc. 2014 Incentive Plan (incorporated herein by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 11, 2014, File Number 0-51357)</u></a>
10.22+	<a href="#"><u>Amendment to the Builders FirstSource, Inc. 2014 Incentive Plan (incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 14, 2016, File Number 0-51357)</u></a>

Exhibit Number	Description
10.23+	<a href="#">2014 Form of Builders FirstSource, Inc. 2014 Incentive Plan Restricted Stock Unit Award Certificate (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the Securities and Exchange Commission on August 1, 2014, File Number 0-51357)</a>
10.24+	<a href="#">2015 Form of Builders FirstSource, Inc. 2014 Incentive Plan Non-Statutory Stock Option Award Certificate (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on March 3, 2015, File Number 0-51357)</a>
10.25+	<a href="#">2016 Form of Builders FirstSource, Inc. 2014 Incentive Plan Restricted Stock Unit Award Certificate (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the Securities and Exchange Commission on May 6, 2016, File Number 0-51357)</a>
10.26+	<a href="#">2017 Form of Builders FirstSource, Inc. 2014 Incentive Plan Director Restricted Stock Unit Award Certificate (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Securities and Exchange Commission on November 9, 2017, File Number 0-51357)</a>
10.27+	<a href="#">2017 Form of Builders FirstSource, Inc. 2014 Incentive Plan Restricted Stock Unit Award Certificate (incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 1, 2018, File Number 0-51357)</a>
10.28*+	<a href="#">Builders FirstSource, Inc. Director Compensation Policy</a>
10.29+	<a href="#">Builders FirstSource, Inc. Form of Director Indemnification Agreement (incorporated by reference to Exhibit 10.13 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on May 26, 2005, File Number 333-122788)</a>
10.30+	<a href="#">Amended and Restated Employment Agreement, dated December 29, 2017, between Builders FirstSource, Inc. and M. Chad Crow (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 1, 2018, File Number 0-51357)</a>
10.31+	<a href="#">Employment Agreement, dated January 15, 2004, between Builders FirstSource, Inc. and Donald F. McAleenan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed with the Securities Exchange Commission on November 2, 2005, File Number 0-51357)</a>
10.32+	<a href="#">Amendment to Employment Agreement, dated October 29, 2008, between Builders FirstSource, Inc. and Donald F. McAleenan (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission on March 2, 2009, File Number 0-51357)</a>
10.33+	<a href="#">Second Amendment to Employment Agreement, dated as of May 19, 2017, between Builders FirstSource, Inc. and Donald F. McAleenan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the Securities Exchange Commission on August 4, 2017, File Number 0-51357)</a>
10.34+	<a href="#">Employment Agreement, dated November 14, 2016, between Builders FirstSource, Inc. and Peter M. Jackson (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on March 1, 2017, File Number 0-51357)</a>
10.35+	<a href="#">First Amendment to Employment Agreement, dated as of May 19, 2017, between Builders FirstSource, Inc. and Peter M. Jackson (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the Securities Exchange Commission on August 4, 2017, File Number 0-51357)</a>
10.36+	<a href="#">Employment Agreement between Builders FirstSource, Inc. and Scott L. Robins dated effective as of February 20, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, filed with the Securities and Exchange Commission on November 2, 2018, File Number 0-51357)</a>
10.37*+	<a href="#">Employment Agreement between Builders FirstSource, Inc. and David E. Rush dated effective as of November 29, 2018</a>
10.38+	<a href="#">Amended and Restated Employment Agreement, dated January 1, 2018, between Builders FirstSource, Inc. and Floyd Sherman (incorporated by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 1, 2018, File Number 0-51357)</a>
14.1*	<a href="#">Builders FirstSource, Inc. Code of Business Conduct and Ethics</a>



Exhibit Number	Description
14.2	<a href="#">Builders FirstSource, Inc. Supplemental Code of Ethics (incorporated by reference to Exhibit 14.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on March 13, 2006, File Number 0-51357)</a>
21.1	<a href="#">Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on March 1, 2018, File Number 0-51357)</a>
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</a>
24.1*	<a href="#">Power of Attorney (included as part of signature page)</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by M. Chad Crow as Chief Executive Officer</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by Peter M. Jackson as Chief Financial Officer</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by M. Chad Crow as Chief Executive Officer and Peter M. Jackson as Chief Financial Officer</a>
101*	The following financial information from Builders FirstSource, Inc.'s Form 10-K filed on March 1, 2019, formatted in eXtensible Business Reporting Language ("XBRL"): (i) Consolidated Statement of Operations and Comprehensive Income for the years ended December 31, 2018, 2017, and 2016, (ii) Consolidated Balance Sheet at December 31, 2018 and 2017, (iii) Consolidated Statement of Cash Flows for the years ended December 31, 2018, 2017, and 2016, (iv) Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017, and 2016, and (v) the Notes to Consolidated Financial Statements.

\* Filed herewith

\*\* Builders FirstSource, Inc. is furnishing, but not filing, the written statement pursuant to Title 18 United States Code 1350, as added by Section 906 of the Sarbanes-Oxley Act of 2002, of M. Chad Crow, our Chief Executive Officer, and Peter M. Jackson, our Chief Financial Officer.

+ Indicates a management contract or compensatory plan or arrangement

(b) A list of exhibits filed, furnished or incorporated by reference with this Form 10-K is provided above under Item 15(a)(3) of this report. **Builders FirstSource, Inc. will furnish a copy of any exhibit listed above to any stockholder without charge upon written request to Donald F. McAleenan, Senior Vice President and General Counsel, 2001 Bryan Street, Suite 1600, Dallas, Texas 75201.**

(c) Not applicable

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

March 1, 2019

### BUILDERS FIRSTSOURCE, INC.

/s/ M. CHAD CROW

M. Chad Crow  
President and Chief Executive Officer

The undersigned hereby constitute and appoint Donald F. McAleenan and his substitutes our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments to this report and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorney-in-fact or his substitutes shall lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ M. CHAD CROW</u> M. Chad Crow	President, Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2019
<u>/s/ PETER M. JACKSON</u> Peter M. Jackson	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 1, 2019
<u>/s/ JAMI COULTER</u> Jami Coulter	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 1, 2019
<u>/s/ PAUL S. LEVY</u> Paul S. Levy	Chairman and Director	March 1, 2019
<u>/s/ FLOYD F. SHERMAN</u> Floyd F. Sherman	Director	March 1, 2019
<u>/s/ CLEVELAND A. CHRISTOPHE</u> Cleveland A. Christophe	Director	March 1, 2019
<u>/s/ DANIEL AGROSKIN</u> Daniel Agroskin	Director	March 1, 2019
<u>/s/ ROBERT C. GRIFFIN</u> Robert C. Griffin	Director	March 1, 2019
<u>/s/ KEVIN J. KRUSE</u> Kevin J. Kruse	Director	March 1, 2019
<u>/s/ BRETT N. MILGRIM</u> Brett N. Milgrim	Director	March 1, 2019
<u>/s/ CRAIG A. STEINKE</u> Craig A. Steinke	Director	March 1, 2019
<u>/s/ DAVID A. BARR</u> David A. Barr	Director	March 1, 2019

## BUILDERS FIRSTSOURCE, INC.

## DIRECTOR COMPENSATION POLICY

(as amended effective January 1, 2019)

The Board of Directors (the "Board") of Builders FirstSource, Inc. (the "Company") has adopted the following compensation policy for purposes of compensating those directors of the Company who meet the eligibility requirements described herein (the "Eligible Directors"). This compensation policy has been developed to compensate the Eligible Directors of the Company for their time, commitment and contributions to the Board. In order to qualify as an Eligible Director for purposes of receiving compensation under this policy, the director cannot concurrently be employed in any capacity by the Company or any of its subsidiaries, unless otherwise determined by the Nominating Committee.

**CASH COMPENSATION (WITH ELECTION TO RECEIVE STOCK IN LIEU OF CASH)****Retainers for Serving on the Board**

Eligible Directors shall be paid an annual retainer of \$85,000, payable in quarterly installments, for each year of his or her service on the Board (each a "Service Year"). In addition to the regular retainer for serving as a member of the Board, an Eligible Director who serves as Chairman of the Board shall be paid an annual cash retainer of \$100,000 for service in such role for each Service Year, payable in quarterly installments. Service Years will commence on August 1<sup>st</sup> and end on July 31<sup>st</sup> of each calendar year; provided, however, that the Nominating Committee may change the Service Year to a term that more closely coincides with the Company's annual meeting of stockholders.

**Retainers for Serving as Chairpersons or Members of a Board Committee**

An Eligible Director who serves as a chairperson or as a member of the Audit Committee, the Compensation Committee or the Nominating Committee of the Board shall be paid additional annual retainers for service in such roles for each Service Year, payable in quarterly installments, in the following amounts:

<u>Name of Committee</u>	<u>Chairman</u>	<u>Member</u>
Audit Committee	\$30,000	\$5,000
Compensation Committee	\$20,000	\$5,000
Nominating Committee	\$10,000	\$5,000

A chairperson of a committee shall not be paid an additional retainer for also serving as a member of that committee. Eligible Directors shall not be paid any additional retainers for attendance at meetings of the Board or its committees.

**Election to Receive Stock in Lieu of Cash Compensation**

In lieu of receiving annual cash retainer(s) and/or retainers for serving as a chairperson or as a member of the Audit Committee, the Compensation Committee or the Nominating Committee of the Board, an Eligible Director may elect to receive fully vested shares of the Company's common stock having a value on the first day of the service quarter for which they are issued approximately equal to the amount of the cash retainer payment he or she would otherwise receive. Such stock grants in lieu of cash retainer payments will be awarded on a quarterly basis at the same time cash

retainer payments would be made.

#### **Pro Rata Cash Retainer Payment for New Eligible Director**

Following (i) the initial appointment or election of an Eligible Director to the Board or (ii) a change in status which causes an ineligible director to qualify as an Eligible Director under this policy, a pro rata payment of the quarterly cash retainers (regular retainer(s) and retainers for committee service, as applicable) will be made to such Eligible Director, prorated to reflect that portion of the quarter for which such director will serve on the Board and qualify as an Eligible Director. Such pro rata retainer payment will be made as of (i) the date of commencement of Board service for a new Eligible Director, or (ii) the date a serving director becomes an Eligible Director, or (iii) such other date as the Board shall determine.

### **EQUITY-BASED COMPENSATION**

#### **Annual Restricted Stock Unit Awards**

At the start of each Service Year, Eligible Directors ("Grantees") shall receive equity-based compensation awards with a value at the time of issuance of approximately \$130,000 (such amount to be effective as of the start of the Service Year in 2019). Such awards shall be made in the form of restricted stock units related to the Company's common stock and shall be granted by the Board pursuant to a form of restricted stock unit award agreement under the Company's 2014 Incentive Plan (or any successor plans), as amended from time to time. The restricted stock units shall vest and convert to shares on the first anniversary of the grant date.

#### **Pro Rata Restricted Stock Unit Award for New Eligible Director**

Following (i) the initial appointment or election of an Eligible Director to the Board or (ii) a change in status which causes an ineligible director to qualify as an Eligible Director under this policy, a pro rata grant of restricted stock units related to the Company's common stock will be made to such Eligible Director with a value at the time of issuance based on the approximately \$130,000 in value for regular annual restricted stock unit awards to Eligible Directors, but prorated for that portion of the Service Year in which such director will serve on the Board and qualify as an Eligible Director. Such grants shall be made as of (i) the date of commencement of Board service for a new Eligible Director, or (ii) the date a serving director becomes an Eligible Director, or (iii) such other date as the Board shall determine. The restricted stock units will vest and convert to shares on the first anniversary of the grant date.

#### **Vesting Upon Departure of a Director**

If a Grantee shall cease to be a Director of the Company due to death, disability or retirement during the one-year vesting period applicable to any restricted stock units granted hereunder, all restricted stock units shall immediately vest and convert to shares. If the Grantee shall cease to be a Director of the Company for any other reason during such one-year vesting period, any unvested restricted stock units shall be forfeited by the Grantee and such restricted stock units shall be cancelled.

### **TRAVEL EXPENSE REIMBURSEMENT**

Eligible Directors shall be entitled to receive reimbursement for reasonable travel expenses which they properly incur in connection with their functions and duties as directors.

### **AMENDMENTS, REVISION AND TERMINATION**

This policy may be amended, revised or terminated by the Board of Directors at any time and from time-to-time.

## EMPLOYMENT AGREEMENT

This Employment Agreement (the “Agreement”) is made effective as of November 29, 2018, by and between Builders FirstSource, Inc., a Delaware corporation (the “Company”), and David E. Rush (“Executive”).

WHEREAS, Executive was appointed by the Board of Directors of the Company (the “Board”) to serve as Senior Vice President – Chief Operating Officer – East on November 29, 2018; and

WHEREAS, the Board has approved and authorized the Company to enter into this Agreement with Executive.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and intending to be legally bound hereby, the parties agree as follows:

1. Employment. The Company hereby employs Executive, and Executive hereby accepts employment with the Company, upon the terms and subject to the conditions set forth herein.

2. Term.

(a) Subject to Section 2(b) hereof, the term of employment by the Company of Executive pursuant to this Agreement (as the same may be extended, the “Term”) shall commence on November 29, 2018 (the “Effective Date”), and terminate on the first anniversary thereof.

(b) Commencing on the first anniversary of the Effective Date and on each subsequent anniversary thereof, the Term shall automatically be extended for one (1) additional year unless, not later than ninety days (90) prior to any such anniversary date, either party hereto shall have notified the other party hereto in writing that such extension shall not take effect.

3. Position. During the Term, Executive shall serve as the Senior Vice President – Chief Operating Officer – East of the Company, supervising the operations and affairs of the Company in the eastern half of the United States and performing such other duties as the Company Board shall determine.

4. Duties. During the Term, Executive shall devote his full time and attention during normal business hours to the business and affairs of the Company, except vacations in accordance with the Company’s policies and for illness or incapacity, in accordance with Section 6 hereof.

5. Salary and Bonus.

---

(a) During the Term, the Company shall pay to Executive a base salary at the rate of \$450,000 per year (the “Base Salary”), subject to adjustments pursuant to the terms of Section 5(b) hereof.

(b) The Company Board or the Compensation Committee of the Company Board (the “Compensation Committee”) shall annually review the Base Salary and may, in its sole discretion, increase the Base Salary based upon performance and merit. Executive’s Base Salary shall not be decreased below the amount set forth in Section 5(a) hereof. The Base Salary shall be payable to Executive in substantially equal installments in accordance with the Company’s normal payroll practices, but in no event less often than semi-monthly.

(c) For each fiscal year during the Term hereof, Executive shall be eligible to receive an annual cash bonus equal to the amount provided for in the Company’s annual cash incentive plan (“Annual Incentive Plan”) (which currently provides for a target bonus percentage of 100% of Executive’s Base Salary), which Annual Incentive Plan is approved by the Company Board or the Compensation Committee thereof. Executive’s target bonus percentage under the Annual Incentive Plan shall not be reduced below 100% of his Base Salary (notwithstanding the foregoing, Executive’s 2018 bonus shall be prorated based on his 2018 salary rate prior to the date hereof and his 2018 salary rate after the date hereof and the time period for which he received each, and not solely on his base salary as set forth in Subsection (a) above). Annual cash bonuses shall be paid in the calendar year following the year to which the bonus relates, and not later than March 15 of such year.

6. Vacation, Holidays and Sick Leave. During the Term, Executive shall be entitled to paid vacation, paid holidays and sick leave in accordance with the Company’s standard policies for its senior executive officers.

7. Business Expenses. During the Term, Executive shall be reimbursed for all reasonable and necessary business expenses incurred by him in connection with his employment, including, without limitation, expenses for travel and entertainment incurred in conducting or promoting business for the Company upon timely submission by Executive of receipts and other documentation as required by the Internal Revenue Code of 1986, as amended (the “Code”), and in accordance with the Company’s normal expense reimbursement policies. With respect to Executive’s rights under this Section 7, (i) the amount reimbursable in any one calendar year shall not affect the amount reimbursable in any other calendar year, (ii) the reimbursement of an eligible business expense must be made no later than December 31 of the year after the year in which the business expense was incurred, and (iii) such rights shall not be subject to liquidation or exchange for another benefit.

8. Health, Welfare and Related Benefits. During the Term, Executive and eligible members of his family shall be eligible to participate fully in all (a) health and dental benefits and insurance programs; (b) life and short- and long-term disability benefits and insurance programs; and (c) defined contribution and equity compensation programs, all as available to senior executive officers of the Company generally.

9. Confidentiality, Non-Competition, Non-Solicitation.

(a) Executive acknowledges that: (i) the Executive has, and his employment hereunder will require that Executive continue to have, access to and knowledge of Confidential Information (as hereinafter defined); (ii) the direct and indirect disclosure of any such Confidential Information to existing or potential competitors of the Company or its subsidiaries would place the Company at a competitive disadvantage and would do damage, monetary or otherwise, to the Company's businesses; and (iii) the engaging by Executive in any of the activities prohibited by this Section 9 may constitute improper appropriation and/or use of such Confidential Information. Executive expressly acknowledges that the Confidential Information constitutes a protectable business interest of the Company.

As used herein, the term "Confidential Information" shall mean information of any kind, nature or description which is disclosed to or otherwise known to the Executive as a direct or indirect consequence of his association with the Company and its subsidiaries, which information is not generally known to the public or in the businesses in which such entities are engaged or which information relates to specific investment opportunities within the scope of their business which were considered by the Company or its subsidiaries during the Term. Assuming the foregoing criteria are met, Confidential Information includes, but is not limited to, information (including without limitation compilations) concerning the Company's and its subsidiaries' financial plans and performance, potential acquisitions, business plans and strategies, personnel information, information technology processes, research, development, and manufacturing of Company or its subsidiaries' products, existing or prospective customers, proposals made to existing or prospective customers or other information contained in bids or offers to such customers, the terms of any arrangements or agreements with customers, including the amounts paid for services or how pricing was developed by the Company or its subsidiaries, the layout, design and implementation of customer specific projects, the identity of suppliers or subcontractors, information regarding supplier or subcontractor pricing or contract terms, the composition or description of future services that are or may be provided by the Company or any of its subsidiaries, the Company's or any of its subsidiaries' financial, marketing and sales information, and technical expertise, formulas, source codes and know how developed by the Company or any of its subsidiaries, including the unique manner in which the Company or any of its subsidiaries conducts its business. Confidential Information also includes information disclosed to the Company or any of its subsidiaries by a third party that the Company or such subsidiary is required to treat as confidential. Notwithstanding the foregoing, "Confidential Information" shall not be deemed to include information which (i) is or becomes generally available to the public other than as a result of a disclosure by the Executive, (ii) becomes available to the Executive on a non-confidential basis from a source other than the Company or any of its subsidiaries, provided that such source is not bound by any contractual, legal or fiduciary obligation with respect to such information or (iii) was in the Executive's possession prior to being furnished by the Company or any of its subsidiaries.

(b) During the Term of this Agreement and for a period of one year after the termination of Executive's employment hereunder (upon expiration of the Term or otherwise), Executive shall not, directly or indirectly, whether individually, as a director, stockholder, owner, manager, member, partner, employee, consultant, principal or agent of any business, or in any other capacity, use for his own account, utilize or make known, disclose, furnish or make available to any person, firm or corporation any of the Confidential Information, other than to authorized officers, directors and employees of the Company or its subsidiaries in the proper

performance of the duties contemplated herein, or as required by a court of competent jurisdiction or other administrative or legislative body; provided that, prior to disclosing any of the Confidential Information to a court or other administrative or legislative body, Executive shall promptly notify the Company so that the Company may seek a protective order or other appropriate remedy. Executive agrees to return all Confidential Information, including all photocopies, extracts and summaries thereof, and any such information stored electronically on tapes, computer disks or in any other manner to the Company at any time upon request by the Company and upon the termination of his employment for any reason. Notwithstanding the foregoing, nothing in this Agreement is intended to limit Executive's right to: (i) make disclosures to, or participate in communications with, the Securities and Exchange Commission or any other government agency regarding possible violations of law, without prior notice to the Company; (ii) disclose a trade secret (as defined by 18 U.S.C. § 1839) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, in either event solely for the purpose of reporting or investigating a suspected violation of law; or (iii) disclose a trade secret (as defined by 18 U.S.C. § 1839) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

(c) During the Term of this Agreement and for a period of one year after termination of Executive's employment hereunder (upon expiration of the Term or otherwise), Executive shall not engage in competition (or assist any other Person in engaging in competition) with the Company or any of its subsidiaries, directly or indirectly (either individually, by any form of ownership, or as a director, manager, member, officer, principal, agent, employee, employer, advisor, consultant, lender, member, shareholder, partner, or other representative in a Competing Business), in the Business of the Company in a Prohibited Location by either (i) performing services that are the same as or substantially similar to those services Executive performed for the Company or its subsidiaries at any time during the last two years of Executive's employment with the Company or its subsidiaries or (ii) serving as the chief executive officer, president, chief operating officer, chief financial officer, or regional vice president (or similar role) in charge of any operational region of any entity engaged in competition in the Business of the Company in a Prohibited Location. "Person" means any individual, corporation, limited liability company, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or other entity. "Competing Business" means any business, regardless of form, that is directly engaged, in whole or in relevant part, in any business or enterprise that is the same as, or substantially the same as, the Business of the Company. The "Business of the Company" means the business of supplying, manufacturing, designing, constructing or installing structural and related building products, including without limitation roof and floor trusses, wall panels, stairs, windows, doors, engineered wood products, lumber and lumber sheet goods, millwork, kitchen cabinets, gypsum, siding, roofing, insulation, hardware and other building products. A "Prohibited Location" means any location within fifty (50) miles of any of the Company's or any of its subsidiaries' physical locations over which Executive had management responsibility or about which Executive had access to Confidential Information. For the purposes of this Agreement, the parties agree that homebuilders and any vendors supplying building products or services to the Company shall be deemed to be Competing Businesses.

(d) During the Term of this Agreement and for a period of two years after termination of Executive's employment hereunder (upon expiration of the Term or otherwise),



Executive shall not directly or indirectly solicit or divert, or attempt to solicit or divert, (either on behalf of the Executive or any other Person) any person employed by the Company or any of its subsidiaries with whom Executive had contact in the course of his employment with the Company or its subsidiaries (each, a "Company Employee") to leave or reduce their employment with the Company or any of its subsidiaries or to work for Executive or any other Person, including, without limitation, a Competing Business. During the Term of this Agreement and for a period of two years after termination of Executive's employment hereunder (upon expiration of the Term or otherwise), Executive shall not directly or indirectly (either on behalf of the Executive or any other Person) hire any Company Employee or respond to inquiries seeking employment from any Company Employee. This paragraph only applies to persons who are actively employed as Company Employees or were Company Employees within one (1) year of the time of any such actual or attempted solicitation, hiring or inquiry.

(e) Executive acknowledges that (A) in connection with rendering the services to be rendered by Executive hereunder, Executive will have access to and knowledge of Confidential Information, the disclosure of which would place the Company or its subsidiaries at a competitive disadvantage, causing irreparable injury, and (B) the services to be rendered by Executive hereunder are of a special and unique character, which gives this Agreement a peculiar value to the Company, the loss of which may not be reasonably or adequately compensated for by damages in an action at law, and that a material breach or threatened breach by Executive of any of the provisions contained in this Section 9 will cause the Company irreparable injury. Executive, therefore, agrees that the Company shall be entitled, in addition to any other right or remedy, to a temporary, preliminary and permanent injunction, without the necessity of proving the inadequacy of monetary damages or the posting of any bond or security, enjoining or restraining Executive from any such violation or threatened violations.

(f) Executive further acknowledges and agrees that due to the uniqueness of his services and confidential nature of the information he will possess, the covenants set forth herein are reasonable and necessary for the protection of the business and goodwill of the Company; and it is the intent of the parties hereto that if, in the opinion of any court of competent jurisdiction, any provision set forth in this Section 9 is not reasonable in any respect, such court shall have the right, power and authority to modify any and all such provisions in such a manner as to such court shall appear not unreasonable and to enforce the remainder of this Section 9 as so modified.

10. Termination of Agreement. The employment by the Company of Executive pursuant to this Agreement shall not be terminated prior to the end of the Term, except as set forth in this Section 10.

(a) By Mutual Consent.

(i) The employment by the Company of Executive pursuant to this Agreement may be terminated at any time by the mutual written agreement of the Company and Executive.

(ii) In the event that (i) Executive's employment is terminated by mutual consent pursuant to this Section 10(a), and (ii) Executive and the Company determine at

that time that it is in their mutual best interest for Executive to continue to be bound after his termination by the provisions of Section 9 of this Agreement for the periods set forth therein, then the parties may enter into an agreement to that effect, in exchange for which Executive would be entitled to the compensation provided for in Section 10(e) hereof.

(b) Death. The employment by the Company of Executive pursuant to this Agreement shall be terminated upon the death of Executive, in which event Executive's spouse or heirs shall receive the following, subject to Section 24 hereof: (i) Executive's Base Salary and benefits to be paid or provided to Executive under this Agreement through the Date of Termination ("Accrued Obligations"), payable no later than thirty (30) days after the Date of Termination, (ii) continuation of Executive's Base Salary for a period of one (1) year after the Date of Termination, and (iii) continuation of the health benefits provided for pursuant to Section 8(a) hereof at active employee rates ("Health Benefits") and welfare benefits provided for pursuant to Section 8(b) hereof ("Welfare Benefits") for a period of one (1) year after the Date of Termination.

(c) Disability. The employment by the Company of Executive pursuant to this Agreement may be terminated by written notice to Executive at the option of the Company in the event that as a result of the Executive's incapacity due to physical or mental illness (which physical or mental illness shall be confirmed in writing by a physician or other medical expert acceptable to both parties), the Executive is unable to perform his duties, services and responsibilities hereunder or shall have been absent from his duties hereunder on a full-time basis for ninety (90) consecutive days or for an aggregate of ninety (90) days or more in any six (6) month period, and within thirty (30) days after notice is given by the Company (which notice may be delivered no earlier than thirty days prior to the expiration of such ninety (90) consecutive days or six month period, as the case may be), the Executive shall not have returned to the performance of his duties hereunder on a full-time basis. In the event the employment by the Company of Executive is terminated pursuant to this Section 10(c), Executive shall be entitled to receive the following, subject to Section 24 hereof, but only if, with respect to the payments and benefits described in clauses (ii) through (iv), within 45 days after the Date of Termination, Executive shall have executed and not revoked a full release of claims in a form satisfactory to the Company (the "Release"): (i) the Accrued Obligations, payable no later than thirty (30) days after the Date of Termination, (ii) continuation of his Base Salary for a period of one (1) year after the Date of Termination, (iii) continuation of Health Benefits for a period of one (1) year after the Date of Termination, and (iv) continuation of Welfare Benefits for a period of one (1) year after the Date of Termination; provided, however, that amounts payable to Executive under this Section 10(c) shall be reduced by the proceeds of any short- and/or long-term disability payments under the Company plans referred to in Section 8 hereof to which Executive may be entitled during such period.

(d) By the Company for Cause. The employment of Executive pursuant to this Agreement may be terminated by the Company by written notice to Executive ("Notice of Termination") for Cause (as hereafter defined). In the event the employment by the Company of Executive is terminated pursuant to this Section 10(d), Executive shall be entitled to receive the Accrued Obligations through the Date of Termination, payable no later than thirty (30) days after the Date of Termination, and no more.

(e) By the Company Without Cause. The employment by the Company of Executive pursuant to this Agreement may be terminated by the Company at any time without Cause by delivery of a Notice of Termination to Executive. In the event the employment by the Company of Executive is terminated pursuant to this Section 10(e), Executive shall be entitled to receive the following, subject to Section 24 hereof, but only if, with respect to the payments and benefits described in clauses (ii) through (v), within 45 days after the Date of Termination, Executive shall have executed and not revoked the Release: (i) the Accrued Obligations, payable no later than thirty (30) days after the Date of Termination, (ii) continuation of his Base Salary for a period of one (1) year after the Date of Termination, (iii) continuation of Health Benefits for a period of one (1) year after the Date of Termination, (iv) continuation of Welfare Benefits for a period of one (1) year after the Date of Termination, and (v) an amount equal to his Average Bonus Compensation (as hereafter defined), payable in accordance with Section 10(j).

(f) By Executive. The employment of Executive by the Company pursuant to this Agreement may be terminated by Executive by written notice to the Company of his resignation (a "Notice of Resignation") at any time. In the event the employment by the Company of Executive is terminated pursuant to this Section 10(f), Executive shall be entitled to receive the Accrued Obligations, payable no later than thirty (30) days after the Date of Termination, and no more; provided, however, that if Executive terminates his employment due to (i) a material adverse diminution of Executive's job title or responsibilities from those currently in effect; or (ii) a relocation of Executive's principal place of employment more than 100 miles from its current location without his consent, then Executive shall instead be entitled to the compensation provided for in Section 10(e) hereof, subject to the requirement set forth therein to execute and not revoke the Release.

(g) Non-Renewal. In the event that at any time during the Term (as it may be extended) the Company notifies Executive of its intent not to renew this Agreement pursuant to Section 2(b) hereof, and Executive then delivers a Notice of Resignation to the Company within ninety (90) days of receipt of such notice of non-renewal, Executive shall be entitled to receive the following, subject to Section 24 hereof, but only if, with respect to the payments and benefits described in clauses (ii) through (v), within 45 days after the Date of Termination, Executive shall have executed the Release and not revoked the Release within the time specified therein: (i) the Accrued Obligations, payable no later than thirty (30) days after the Date of Termination, (ii) continuation of his Base Salary for a period of one (1) year after the Date of Termination, (iii) continuation of Health Benefits for a period of one (1) year after the Date of Termination, (iv) continuation of Welfare Benefits for a period of one (1) year after the Date of Termination, and (v) an amount equal to his Average Bonus Compensation (as hereafter defined), payable in accordance with Section 10(j).

(h) Previously Earned Bonus. Notwithstanding any other provision of this Section 10, in the event that Executive's employment pursuant to this Agreement is terminated at a time when Executive shall have earned a bonus under the Annual Incentive Plan for performance during the prior fiscal year which has not yet been paid, Executive shall be paid such bonus in addition to the amounts otherwise provided for in this Section 10. Such bonus shall be paid in the fiscal year following the fiscal year for which it is earned, and not later than March 15 of such year, in accordance with the Company's normal practices. For the sake of clarity, any bonus of Executive under the Company's Annual Incentive Plan shall deemed to

have been earned on December 31 of the year upon whose performance such bonus is based if Executive has been continuously employed by the Company through December 31 of such year.

(i) Date of Termination. Executive's Date of Termination shall be: (i) if the parties hereto mutually agree to terminate this Agreement pursuant to Section 10(a) hereof, the date designated by the parties in such agreement; (ii) if Executive's employment by the Company is terminated pursuant to Section 10(b), the date of Executive's death; (iii) if Executive's employment by the Company is terminated pursuant to Section 10(c), the last day of the applicable period referred to in Section 10(c) hereof; (iv) if Executive's employment by the Company is terminated pursuant to Section 10(d), the date on which a Notice of Termination is given; and (v) if Executive's employment by the Company is terminated pursuant to Sections 10(e), 10(f) or 10(g), the date the Notice of Termination or Notice of Resignation, as the case may be, is given.

(j) Payment of Post-Termination Compensation. After Executive's Date of Termination, all payments of Base Salary and Average Bonus Compensation to Executive pursuant to this Section 10 shall be paid in accordance with the Company's normal payroll practices, but in no event less often than semi-monthly. In the event of a breach by Executive of Section 9 of this Agreement during the applicable period following his Date of Termination, Executive agrees (i) that the Company shall have no further obligation to make any payments to Executive under Section 10 of the Agreement and (ii) that any payments of Base Salary or Average Bonus Compensation previously made to Executive after his Date of Termination shall be returned to the Company.

(k) Continuation of Welfare Benefits. With respect to Executive's rights to continuation of Welfare Benefits provided for in Sections 10(b), (c), (e) and (g), (i) the benefits provided in any one calendar year shall not affect the benefits provided in any other calendar year, (ii) the reimbursement of an eligible expense must be made no later than December 31 of the year after the year in which the business expense was incurred, and (iii) such rights shall not be subject to liquidation or exchange for another benefit. Notwithstanding any other provision of this Agreement to the contrary, in lieu of providing continuation of any Welfare Benefit to Executive following his Date of Termination, the Company may elect to pay directly to Executive cash payments in an aggregate amount equal to the cost of providing such Welfare Benefit, payable in equal installments for a period of one (1) year after the Date of Termination.

11. Representations.

(a) The Company represents and warrants that this Agreement has been authorized by all necessary corporate action of the Company and is a valid and binding agreement of the Company enforceable against the Company in accordance with its terms.

(b) Executive represents and warrants that he is not a party to any agreement or instrument which would prevent him from entering into or performing his duties in any way under this Agreement and that this Agreement is a valid and binding agreement of Executive enforceable against Executive in accordance with its terms.

12. Successors. This Agreement is a personal contract and the rights and interests

of Executive hereunder may not be sold, transferred, assigned, pledged, encumbered, or hypothecated by him, except as otherwise expressly permitted by the provisions of this Agreement. This Agreement shall inure to the benefit of and be enforceable by Executive and his personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. If Executive should die while any amount would still be payable to him hereunder had Executive continued to live, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of this Agreement to his devisee, legatee or other designee or, if there is no such designee, to his estate.

13. Entire Agreement. This Agreement contains all the understandings between the parties hereto pertaining to the matters referred to herein, and supersedes any other undertakings and agreements (other than any written stock option or restricted stock agreements between Executive and the Company), whether oral or in writing, previously entered into by them with respect thereto. Notwithstanding the foregoing, any non-competition, non-solicitation, and/or confidentiality obligations that Executive has previously entered into with the Company or its subsidiaries or predecessors shall continue in full force and effect in accordance with their terms and the Company and its subsidiaries shall be entitled to enforce, at the Company's election, such provisions in this Agreement and/or any such prior agreement so that it is afforded the maximum level of protection. Executive represents that, in executing this Agreement, he does not rely and has not relied upon any representation or statement made by the Company not set forth herein with regard to the subject matter or effect of this Agreement or otherwise.

14. Termination; Amendment or Modification; Waiver.

(a) This Agreement may be terminated at any time by mutual written consent of the Company and Executive.

(b) No provision of this Agreement may be amended or waived unless such amendment or waiver is agreed to in writing, signed by Executive and by a duly authorized officer of the Company. No waiver by any party hereto of any breach by another party hereto of any condition or provision of this Agreement to be performed by such other party shall be deemed a waiver of a similar or dissimilar condition or provision at the same time, any prior time or any subsequent time.

15. Notices. All notices and other communications required or permitted to be given hereunder shall be in writing and shall be (i) delivered by hand, (ii) delivered by a nationally recognized commercial overnight delivery service, (iii) mailed postage prepaid by certified first class mail, return receipt requested, or (iv) transmitted by facsimile transmitted to the party concerned at the address or telecopier number set forth below:

To Executive at:

7200 Seton House Ln  
Charlotte, NC 28277

To the Company at:

Builders FirstSource, Inc.

2001 Bryan Street, Suite 1600  
Dallas, Texas 75201  
Attention: General Counsel

Such notices shall be effective: (i) in the case of hand deliveries when received; (ii) in the case of an overnight delivery service, on the next business day after being placed in the possession of such delivery service, with delivery charges prepaid; (iii) in the case of mail, seven (7) days after deposit in the postal system, certified first class mail, postage prepaid, return receipt requested; and (iv) in the case of facsimile notices, when electronic confirmation of receipt is received by the sender. Any party may change its address and telecopy number by written notice to the other given in accordance with this Section 15; provided, however, that such change shall be effective when received.

16. Severability. If any provision or clause of this Agreement or the application of any such provision or clause to any party or circumstances shall be determined by any court of competent jurisdiction to be invalid and unenforceable to any extent, the remainder of this Agreement or the application of such provision or clause to such person or circumstances other than those to which it is so determined to be invalid and unenforceable, shall not be affected thereby, and each provision or clause hereof shall be validated and shall be enforced to the fullest extent permitted by law.

17. Survivorship. The respective rights and obligations of the parties hereunder shall survive any termination of this Agreement to the extent necessary to the intended preservation of such rights and obligations.

18. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflicts of law principles.

19. Headings. All descriptive headings of sections and paragraphs in this Agreement are intended solely for convenience, and no provision of this Agreement is to be construed by reference to the heading of any section or paragraph.

20. Withholding. All payments to Executive under this Agreement shall be reduced by all applicable withholding required by federal, state or local law.

21. Specific Performance. Each party hereto acknowledges that money damages would be both incalculable and an insufficient remedy for any breach of this Agreement by such party and that any such breach would cause the other parties, irreparable harm. Accordingly, each party hereto also agrees that, in the event of any breach or threatened breach of the provisions of this Agreement by such party, the other parties shall be entitled to equitable relief without the requirement of posting a bond or other security, including in the form of injunctions and orders for specific performance, in addition to all other remedies available to such other parties at law or in equity.

22. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

23. Definitions.

(a) “Cause” means the determination, in good faith, by the Company Board, after notice to Executive, that one or more of the following events has occurred: (i) any act of gross negligence, fraud, willful misconduct or moral turpitude by Executive materially injuring the interest, business or reputation of the Company, or any of its parents, subsidiaries or affiliates; (ii) Executive’s commission or conviction of any felony; (iii) Executive’s violation of the Company’s drug policy or material violation of its Code of Conduct; (iv) any misappropriation or embezzlement of the property of the Company, or any of its parents, subsidiaries or affiliates; or (v) any material breach by Executive of this Agreement, including, without limitation, a material breach of Section 9 hereof, which breach, to the extent it is capable of being cured, remains uncorrected for a period of thirty (30) days after receipt by Executive of written notice from the Company setting forth such breach.

(b) “Average Bonus Compensation” shall mean an amount equal to the average of the annual bonus amounts earned by Executive under the Company’s Annual Incentive Plan during the two most recent fiscal years ended prior to Executive’s Date of Termination.

24. Code Section 409A.

(a) Notwithstanding anything in this Agreement to the contrary, to the extent that any amount or benefit that would constitute non-exempt “deferred compensation” for purposes of Section 409A of the Code would otherwise be payable or distributable hereunder by reason of the occurrence of Executive’s separation from service, such amount or benefit will not be payable or distributable to Executive by reason of such separation from service unless (i) the circumstances giving rise to such separation from service meet any description or definition of “separation from service” in Section 409A of the Code and applicable regulations (without giving effect to any elective provisions that may be available under such definition), or (ii) the payment or distribution of such amount or benefit would be exempt from the application of Section 409A of the Code by reason of the short-term deferral exemption or otherwise. This provision does not prohibit the vesting of any amount upon a separation from service, however defined. If this provision prevents the payment or distribution of any amount or benefit, such payment or distribution shall be made on the date, if any, on which an event occurs that constitutes a Section 409A-compliant “separation from service.”

(b) Notwithstanding anything in this Agreement to the contrary, if any amount or benefit specified herein as “subject to Section 24 hereof,” or any other amount or benefit that would otherwise constitute non-exempt “deferred compensation” for purposes of Section 409A of the Code would otherwise be payable or distributable under this Agreement by reason of the Executive’s separation from service during a period in which he is a Specified Employee (as defined below), then, subject to any permissible acceleration of payment by the Company under Treas. Reg. Section 1.409A-3(j)(4)(ii) (domestic relations order), (j)(4)(iii) (conflicts of interest), or (j)(4)(vi) (payment of employment taxes):

(i) if the payment or distribution is payable in a lump sum, Executive’s right to receive payment or distribution of such non-exempt deferred compensation will be

delayed until the earlier of Executive's death or the first day of the seventh month following Executive's separation from service (the "Delay Period"); and

(ii) if the payment or distribution is payable over time, the amount of such non-exempt deferred compensation that would otherwise be payable during the six-month period immediately following Executive's separation from service will be accumulated and Executive's right to receive payment or distribution of such accumulated amount will be delayed until the earlier of Executive's death or the end of the Delay Period, whereupon the accumulated amount will be paid or distributed to Executive and the normal payment or distribution schedule for any remaining payments or distributions will resume; and

(iii) to the extent that this Section 24(b) applies to the provision of Welfare Benefits, Executive shall be entitled to pay the full cost of premiums to maintain the Welfare Benefits during the Delay Period, and the Company shall pay to Executive an amount equal to the amount of such premiums promptly following the end of the Delay Period.

For purposes of this Agreement, the term "Specified Employee" has the meaning given such term in Code Section 409A and the final regulations thereunder.

25. Forum Selection; Consent to Jurisdiction. The exclusive forum for any action to enforce this Agreement, as well as any action relating to or arising out of this Agreement, shall be the state or federal courts of the State of Texas. With respect to any such court action, Executive and the Company hereby (a) irrevocably submit to the personal jurisdiction of such courts; (b) consent to service of process; (c) consent to venue; and (d) waive any other requirement (whether imposed by statute, rule of court, or otherwise) with respect to personal jurisdiction, service of process, or venue. Executive and the Company further agree that the state and federal courts of the State of Texas are convenient forums for any dispute that may arise from this Agreement and that neither party shall raise as a defense that such courts are not convenient forums

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the parties hereto have executed and delivered this Employment Agreement as of the date first above written.

**BUILDERS FIRSTSOURCE, INC.**

By: /s/ Donald F. McAleenan  
Name: Donald F. McAleenan  
Its: Senior Vice President and General Counsel

**EXECUTIVE**

/s/ David E. Rush \_\_\_\_\_  
David E. Rush



# DE OF BUSINESS CONDUCT AND ETHICS

Revised 8/21/18

All of our employees must be ethical and honest in our relationships with each other and our customers, suppliers, stockholders and others we deal with in our business. This means we conduct our business by following both the letter and spirit of all applicable laws and regulations. This Code provides clear policies and procedures to follow as we run our business each day.

This Code does not constitute an employment contract. Nothing in this Code creates an agreement, promise or representation of continued employment.

We hire our employees at will, which means your employment and compensation are for no definite period of time and may be ended at any time by either you or the Company with or without notice and with or without cause. Only the Chief Executive Officer, President, Chief Financial Officer, General Counsel, or a Chief Operating Officer may make an agreement that varies from these policies. Such an agreement must be in writing and signed by the Chief Executive Officer, President, Chief Financial Officer, General Counsel, or a Chief Operating Officer.

This Code supersedes old versions. We may withdraw or change our policies and procedures at any time with or without notice. To the extent any prior employee or manager handbooks, policies, practices or procedures, whether written or oral, are inconsistent with this Code, the Code supersedes such handbooks, policies, practices and procedures.

The Company reserves the right to amend, alter or make exceptions to this Code. The Company may, at any time, modify, revoke or change the information, policies and procedures in this Code.

### **Compliance with Laws**

We intend all of the policies in this Code to comply with all applicable Federal, state and local laws and regulations. If any policies do not comply with such laws and regulations, you must follow the law and may consider the policies in this Code to be revised to comply with the law.

### **Meeting Our Shared Obligations**

Each of us needs to know and understand the policies and guidelines in this Code. If you have questions, ask them. If you have ethical concerns, raise them. The Compliance Committee, which is responsible for overseeing and monitoring compliance with this Code, and the other resources set forth in this Code are available to answer your questions, provide guidance and receive reports of any suspected violations of this Code. The contact information for the members of the Compliance Committee is listed below. The conduct of each employee, officer and director of Builders FirstSource must reflect the Company's values, demonstrate ethical leadership and promote a work environment that fosters integrity, ethical conduct and trust.

## **YOUR RESPONSIBILITY TO OUR ORGANIZATION**

We expect Builders FirstSource employees, officers and directors to use their best efforts to advance the Company's interests and to base decisions affecting the Company solely on the Company's best interests, independent of any outside influences.

### **Conflicts of Interest/Related Party Transactions**

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. A conflict situation can arise when you take actions or have interests that make it difficult, or even appear to make it difficult, for you to perform your Company work objectively and effectively. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest, such as the examples mentioned below.

Special rules apply to the directors, executive officers, and senior financial officers of the Company who engage in conduct that creates an actual, apparent, or potential conflict of interest. The Supplemental Code of Ethics for Chief Executive Officer, President, and Senior Financial Officers (the "Senior Officer Code") applies to the Chief Executive Officer, President, and senior financial officers of the Company. The Related Party Transaction Policy (the "Related Party Policy") applies to the directors and executive officers. Before engaging in conduct

Revised 8/21/18

that may create an actual, apparent, or potential conflict of interest, any such officer or director must make full disclosure of all facts and circumstances to the Chairman of the Audit Committee of the Board (the "Audit Committee") in accordance with the applicable policy and obtain the required approval of the Audit Committee. The General Counsel of the Company will review any situation that involves a potential conflict between the Code and such other policy. If the General Counsel determines that policies are in conflict, the issue will be resolved in accordance with the guidelines set forth in the Senior Officer Code or the Related Party Policy, as applicable. Any situation that has either specific or standing approval under either the Related Party Policy or the Senior Officer Code will be deemed to be in compliance with the Code unless the Audit Committee of the Board determines otherwise.

Although we cannot list every possible conflict, what follows are some common examples of actual, apparent and potential conflicts of interest and to whom employees must report such incidents (other than directors, executive officers, and senior financial officers, who are discussed in the paragraph above). If you know of or are involved in a conflict situation that is not described below, you need to discuss your particular situation with the Compliance Committee.

#### **Improper Personal Benefits from the Company**

It is a conflict of interest for an employee, officer or director, or a member of their family, to receive an improper personal benefit as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved according to Company practices, including any Company loans or guarantees of your personal obligations. The Company cannot make any personal loan to, nor guarantee any personal obligation of, any director or executive officer.

#### **Financial Interests in Other Businesses**

You may not own or possess an interest in any company that competes with Builders FirstSource. You may not own or possess an interest in any company that does business, whether as a supplier, customer or otherwise, with Builders FirstSource without the prior written approval of the Compliance Committee. However, you are permitted to own (a) up to 5% of any class of capital stock of a company registered under the Securities Exchange Act of 1934, as amended, if you do not actively participate in the business of such entity or (b) any mutual fund holding such registered capital stock.

#### **Business Arrangements with the Company**

Without prior written approval from the Compliance Committee, you may not participate in a joint venture, partnership or other business arrangement with the Company.

#### **Outside Employment or Activities with a Competitor**

You may not work for or serve as an employee, advisor, agent, consultant or director (or similar position) for a competitor while you work for Builders FirstSource. You may not engage in any activity you intend to or reasonably expect to advance a competitor's interests. You may not market products or services in competition with Builders FirstSource's current, planned or potential business activities. You must consult with the Compliance Committee to determine whether a planned activity will compete with any of the Company's current, planned or potential business activities before you pursue the activity.

#### **Outside Employment with a Vendor or Supplier**

Without prior written approval from the Compliance Committee, you may not sell goods or services to the Company or be a representative, employee, advisor, agent, consultant or director (or similar position) of any person or company that sells goods or services to Builders FirstSource. You may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a vendor, supplier or anyone else in connection with its business with Builders FirstSource.

#### **Family Members Working with a Vendor, Supplier or Competitor**

You cannot enter into a business transaction with any vendor, supplier or competitor of Builders FirstSource if a member of your family may directly or indirectly benefit from the transaction. If such a situation arises, you must immediately inform the Compliance Committee so that you will not be involved in decisions on behalf of Builders FirstSource that involve the other company.

While you may not enter into business transactions with the other company if a family member may benefit, there may be other situations that simply call for extra sensitivity to security, confidentiality and conflicts of interest. We will decide based on the relationship between Builders FirstSource and the other company, the nature of your responsibilities as a Builders FirstSource employee and those of the other person and the access each of you has to your respective employer's confidential information. Although a situation may appear harmless to you, it could raise suspicions among other employees that affect your working relationships. The mere appearance of a conflict of

interest can create as many problems as an actual conflict.

In this case, you'll need to disclose your specific situation to the Compliance Committee, who will help you assess the nature and extent of any concern and how we can resolve it. Sometimes, the risk of a conflict of interest is so remote that we may simply remind you to guard against disclosing Builders FirstSource's confidential information and not to be involved in decisions on behalf of Builders FirstSource that involve the other company.

#### **Corporate Opportunities**

Employees and directors owe a duty to the Company to advance its legitimate interests whenever possible. If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor, supplier or business associate of Builders FirstSource, you may not participate in the opportunity or make the investment without the prior written approval from the Compliance Committee. Directors must obtain prior written approval of the Board. You must consider such an opportunity as an investment opportunity for the Company. You may not use corporate property or information or your position at the Company for improper personal gain or compete with the Company.

## **ENTERTAINMENT, GIFTS AND GRATUITIES**

### **Receipt of Gifts and Entertainment**

When you make business decisions on behalf of Builders FirstSource, you must base your decisions on uncompromised, objective judgment. When you interact with any person who has business dealings with the Company (including vendors, suppliers, competitors, contractors and consultants) you must conduct such activities solely in the best interest of the Company. No employee may accept gifts or other benefits if the gift or benefit could affect their business judgment or decisions.

You may receive gifts and business courtesies, including meals and entertainment, if they are of the type and amount customarily and commonly accepted in accordance with standard industry practice and are given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift or that the gift is a reward or inducement for any particular business decision already made or about to be made. You may not accept gifts of cash, bonds, options, stocks, below-market loans or similar items in any amount. If you receive any such items, you must promptly return them to the donor and report the incident to the Compliance Committee.

### **Offering Gifts and Entertainment**

When you are providing a gift, entertainment or other accommodation in connection with Company business, you must do so in a manner that is in good taste. You may not give or offer to give any gift that is not of the type or amount customarily and commonly accepted in accordance with standard industry practice or that is an inducement or reward for entering into a business transaction. Our suppliers and customers frequently have their own gift and entertainment policies. You must be careful never knowingly to provide a gift or entertainment that violates the other company's gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. For more information, see the section of this Code entitled "Interacting with Government."

We absolutely prohibit giving or receiving any payment or gift in the nature of a bribe or kickback.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

We each have a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. You must use your best efforts to prevent damage to and theft or misuse of Company property. When you leave the Company, you must return all Company property to the Company. Except as specifically authorized, you must use Builders FirstSource's assets, including Company time, equipment, materials, resources and proprietary information, for business purposes only.

## **COMPANY BOOKS AND RECORDS**

You must make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Builders FirstSource files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

You must complete all Company documents accurately, truthfully and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. You must record the Company's financial activities in compliance with all applicable laws, regulations and accounting practices. We strictly prohibit making false or misleading entries, records or documentation. You must never create a false or misleading report or make a payment or establish an account on behalf of Builders FirstSource with the understanding that anyone will use part or all of the payment or account for a purpose other than as described by the supporting documents.

#### **Record Retention**

Numerous laws and regulations require retention of certain Company records for various periods of time. The Company will comply with all applicable laws and regulations relating to the preservation of records. Under no circumstances may any employee selectively destroy Company records or maintain them outside Company premises or designated storage facilities.

If you learn of a subpoena or a pending or contemplated lawsuit or government investigation, you must contact the Compliance Committee immediately. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or the government investigation until the Compliance Committee advises you how to proceed. You must also affirmatively preserve from destruction all relevant records that, without intervention, would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company. If you have any questions regarding whether a particular record pertains to a pending or contemplated government investigation or lawsuit or may be responsive to a subpoena or regarding how to preserve particular types of records, you must preserve the records in question and ask the Compliance Committee for advice.

#### **CONFIDENTIAL INFORMATION**

All employees may learn facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Customer data and marketing or strategic plans are examples of Builders FirstSource's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or the customers we serve, if disclosed. During the course of performing your responsibilities, you may obtain confidential information concerning possible transactions with other companies or concerning other companies which Builders FirstSource may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by the Company or the customers we serve, except when disclosure is appropriately authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use confidential information for their own benefit or the benefit of persons inside or outside of the Company;
- Carefully guard against disclosure of confidential information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants; and
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to Builders FirstSource, including all documents and other materials containing Company and customer confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a Builders FirstSource employee. You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment. Nothing herein is intended to limit your right to make disclosures to, or participate in communications with, the Securities and Exchange Commission or any other government agency regarding possible violations of law, without prior notice to the Company.

#### **INSIDER TRADING**

Company policy and the law prohibit you from buying or selling securities of Builders FirstSource at a time when you possess "material non-public information." Passing "material non-public information" to someone who may buy or sell securities - known as "tipping" - is also illegal. The prohibition applies to Builders FirstSource securities and to securities of other companies if you learn material non-public information about other companies in the course of your duties for Builders FirstSource. All trading in Builders FirstSource stock by

Company employees is subject to the requirements set forth in the Company's Policy on Insider Trading.

Information is "material" if

- there is a substantial likelihood that a reasonable investor would find the information "important" in determining whether to trade in a security; or
- if the information is made public, it would likely affect the market price of a company's securities.

Material information includes, but is not limited to, unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, important litigation developments and important regulatory, judicial or legislative actions.

Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when you consider it in combination with publicly available information. Information is non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed and adequate time must have passed for the securities markets to digest the information.

Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases and may also include meetings with members of the press and the public. Although there is no fixed period for how long it takes the market to absorb information, an employee who is aware of material, non-public information needs to refrain from any trading activity for approximately two full trading days following its official release. Shorter or longer waiting periods may be warranted based on the liquidity of the security and the nature of the information.

Do not disclose material non-public information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out Builders FirstSource's business or is a representative of a government agency with a right to receive the information. If you leave the Company, you must maintain the confidentiality of such information until Builders FirstSource adequately discloses it to the public. If you have any question about the adequacy of disclosure of information, contact the Compliance Committee.

For more detailed information regarding the Company's policies and procedures with respect to insider trading, see the Company's Policy on Insider Trading, which is available from the Compliance Committee and on the Company's intranet.

## **TRADEMARKS, COPYRIGHTS AND OTHER INTELLECTUAL PROPERTY**

### **Trademarks**

Our logo and the name Builders FirstSource are examples of Company trademarks. Always use our trademarks properly and advise the Compliance Committee of infringements by others. Always use the trademarks of third parties according to applicable laws and regulations.

### **Copyright Compliance**

Copyright laws may cover works of authorship such as books, articles, drawings, computer software and other such materials. It is a violation of those laws and of the Company's policies to make unauthorized copies of, or derivative works based upon, copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

The Company licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software. Direct any questions concerning copyright laws to the Compliance Committee.

### **Intellectual Property Rights of Others**

It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Company's website, you must do so properly and in accordance with applicable law.

## **SECURITY OF COMPUTER, E-MAIL AND COMMUNICATION RESOURCES**

Revised 8/21/18

Substantial benefits are delivered by Builders FirstSource's computer and communication resources, including computers, phones, cell phones, PDAs, voicemail and e-mail. They also present significant security and liability risks to you and the Company.

It is extremely important that you take all necessary measures to secure your computer and all computer and voicemail passwords. Protect all sensitive, confidential or restricted electronic information with confidential passwords. If you send sensitive, confidential or restricted information across the internet, it must be protected by Company-approved encryption software. If you believe your password has been taken, you must change your password immediately. If someone has compromised the security of a Company computer or communication resource, you must report the incident to the Help Desk in Dallas, Texas. The Help Desk can be contacted by email at [helpdesk@bldr.com](mailto:helpdesk@bldr.com) or call 214-231-8200.

When you use Company resources to send e-mail, voicemail or access the internet, you are acting as a representative of the Company. Any improper usage of these resources may reflect poorly and damage the reputation of Builders FirstSource and expose you and/or the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of Builders FirstSource and are intended for use by its employees to conduct Company business. All email, voicemail and personal files stored on Company electronic devices are Company property and can be accessed by authorized Builders FirstSource employees. Employees should have no expectation of privacy in connection with these resources. From time to time, at its sole discretion, the Company may review any files stored or transmitted on its computer and other communication resources, including e-mail, phone and text messages, for compliance with Company policy.

You must not use Company resources in a way that may be disruptive or offensive to others or unlawful. When you send e-mail or transmit any other message or file, you should not transmit comments, language, images or other files that are illegal, clearly offensive or violates any policy of Builders FirstSource. Private e-mail messages are easily forwarded to a wide audience, both within and outside of the Company and may be viewed as using the resources in a wasteful manner. Use of computer and communication resources must be consistent with all other Company policies, including its harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Please review the complete Computer and Communication Resources Usage Policy (available on the Intranet or from your local Human Resources representative) for a more detailed listing of your rights and the Company's policies and expectations when using Builders FirstSource's computer and/or communication resources.

## RESPONDING TO INQUIRIES FROM THE PRESS AND OTHERS

Company employees who are not official Company spokespersons may not speak with the press, securities analysts, other members of the financial community, stockholders or other investors, groups or organizations as a Company representative or about Company business unless specifically authorized to do so by the Compliance Committee. Refer requests for financial or other information about the Company from the press, securities analysts, other members of the financial community, stockholders or other investors, groups or organizations to the Compliance Committee. Refer requests for information directed to the Company from regulators or the government to the Compliance Committee.

## FAIR DEALING

Builders FirstSource depends on its reputation for quality, service and integrity. The way we deal with customers, suppliers, employees and competitors molds our reputation, builds long-term trust and ultimately determines our success. Deal fairly with the Company's customers, suppliers, employees and competitors. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### Antitrust Laws

While Builders FirstSource competes vigorously in all of its business activities, we must conduct our efforts in the marketplace in accordance with all applicable laws and regulations, including antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, this Code will give you an overview of some types of conduct that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in this Code, you should immediately consult the Compliance Committee for further guidance.

### **Conspiracies and Collaborations Among Competitors**

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide a market for customers. Don't agree with any competitor on any of these topics, as these agreements are almost always unlawful, regardless of your motive or intent. (In other words, no excuse will absolve you or Builders FirstSource of liability if you engage in these acts.)

Unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can -- and do -- infer agreements based on "loose talk," informal discussions or the mere exchange between competitors of information that could lead to pricing or other collusion. Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in situations from which anyone might infer an unlawful agreement. If you become involved in such a situation, you should remove yourself from the situation immediately and promptly report the incident to the Compliance Committee.

### **Penalties**

Failure to comply with the antitrust laws can result in jail terms for individuals and large criminal fines and other monetary penalties for both the Company and individuals. In addition, private parties may bring civil suits to recover three times their actual damages, plus attorney's fees and court costs.

The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company did not violate the antitrust laws and is cleared in the end, it is important to consult with the Compliance Committee before engaging in any conduct that might even appear to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, always consult the Compliance Committee with your concerns.

### **Gathering Information About the Company's Competitors**

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that you can acquire and use information, especially information about competitors. In gathering competitive information, you must comply with the following guidelines:

- We may gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants and conversations with customers, as long as those conversations in no way suggest that we are attempting to (a) conspire with our competitors using the customer as a messenger or (b) gather information through other wrongful means. You should be able to identify the source of any information about competitors; and
- If there is any indication that information that you obtain was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and must contact the Compliance Committee immediately.

The improper gathering or use of competitive information can subject you and Builders FirstSource to both criminal and civil liability. If you are in doubt as to whether a source of information is proper, contact the Compliance Committee.

## **RESPONSIBILITY TO OUR PEOPLE**

### **Respecting One Another**

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where people respect and appreciate them. Everyone who works for the Company must contribute to the creation and maintenance of such an environment. Supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

### **Employee Privacy**

We respect the privacy and dignity of all individuals. The Company collects and maintains personal information that relates to your employment, including medical and benefit information. We take special care to limit access to personal information to Company personnel with a legitimate need to know such information. Employees who are responsible for maintaining personal information and



those who have access to such information must not disclose private information in violation of applicable laws or regulations or in violation of Builders FirstSource's policies.

Employees may not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you may not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at the Company.

Do not keep personal items, messages or information that you consider to be private in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas or file cabinets. The Company reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

**Equal Employment Opportunity and Nondiscrimination**

We have a policy of Equal Employment Opportunity. We will seek qualified applicants for positions throughout the Company without regard to race, color, religion, national origin, gender, age, pregnancy, veteran/military status or disability (where the applicant or employee is qualified to perform the essential functions of a job with or without reasonable accommodation) or any other protected class in accordance with all applicable Federal and state laws. This policy fully embraces equality of opportunity with respect to all employment matters. We will administer all personnel actions such as compensation, benefits, transfers, layoffs and return from layoffs, Company-sponsored training, education, assistance and social recreational programs without regard to race, color, religion, gender, national origin, age, pregnancy, disability (where the applicant or employee is qualified to perform the essential functions of a job with or without reasonable accommodation) or veteran/military status.

You must treat all Company personnel, customers, suppliers and others with respect and dignity and in accordance with these policies.

**Sexual and Other Forms of Harassment**

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy. For more information, see the Harassment section of our Employee Handbook.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is an explicit or implicit term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct unreasonably interferes with an individual's work performance or creates an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking someone's path to force contact; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

**Other Forms of Harassment**

Company policy also prohibits harassment on the basis of other characteristics. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, color, religion, national origin, citizenship, gender, pregnancy, age veteran/military status, disability (where applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other protected classes in accordance with all applicable Federal and state laws and regulations, which:

- has the purpose or effect of creating an intimidating, hostile or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or,
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on Builders

FirstSource premises or circulated in the workplace.

### **Reporting Responsibilities and Procedures**

If you believe you have been subjected to harassment, abuse or discrimination of any kind, if you feel comfortable doing so, ask the offender in a firm, professional manner to stop such behavior. This will put a stop to it most of the time. If the behavior doesn't stop, or if, for any reason, you are not comfortable communicating directly with the individual engaging in the offending conduct, you must promptly report the incident to your immediate supervisor, any member of your facility or department management team, your Regional Human Resources representative, the corporate Vice President of Human Resources and/or the Employee Hotline at (888) 811-BLDR (2537) or online at <https://bfs.alertline.com>. The Employee Hotline is described in more detail below.

The Company considers harassment, abuse and discrimination to be very serious and will investigate any such complaints promptly and thoroughly. Any complaint will be kept confidential to the extent reasonably possible. The Company will not retaliate against any employee for making a good faith complaint or report of suspected harassment or participating in the investigation of such a complaint or report. Also use this complaint procedure if you believe that a non-employee with whom you are working has engaged in prohibited conduct. Supervisors and managers must promptly report all complaints of harassment, as well as conduct or incidents they see, hear or otherwise become aware of that are potentially harassing to their Regional Human Resources representative or the corporate Vice President of Human Resources.

Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a good faith claim of suspected harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including termination of their employment. For more information, see the Sexual Harassment Reporting Procedure section in the Employee Handbook.

### **Safety in the Workplace**

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all Builders FirstSource safety rules. Maintain all work areas in a clean and orderly state to encourage efficient operations and promote good safety practices. For more information, see the Safety section of the Employee Handbook.

### **Weapons and Workplace Violence**

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace or any work-related setting, regardless of whether or not employees are licensed to carry such weapons. However, we will allow police officers, security guards and other individuals who have been given consent by Builders FirstSource to carry a weapon on Company property. The Company will not tolerate any level of violence in the workplace or in any work-related setting. You should report violations of this policy to your supervisor and your Regional Human Resources representative immediately. Call the police at 911 if there are threats or assaults that require immediate attention. For more information, see the Workplace Violence of the Employee Handbook.

## **INTERACTING WITH GOVERNMENT**

### **Prohibition on Gifts to Government Officials and Employees**

The various branches and levels of government have different laws and regulations restricting gifts, including meals, entertainment, transportation and lodging, that may be provided to government officials and government employees. You must be aware of and strictly follow these restrictions.

### **Political Contributions and Activities**

Laws and regulations of certain jurisdictions prohibit the use of Company funds, assets, services or facilities on behalf of a political party or candidate. Do not make payments of corporate funds to any political party, candidate or campaign unless they are permitted under applicable law and approved by the Compliance Committee.

We consider your work time the equivalent of a contribution by the Company. Therefore, we will not pay for any time spent running for public office, serving as an elected official or campaigning for a political candidate. The Company will also not compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

### **Lobbying Activities**

Laws and regulations of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally,

lobbying includes:

- communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation;
- communicating with certain government officials for the purpose of influencing government action; or
- engaging in research or other activities to support or prepare for such communication.

So that the Company may comply with lobbying laws and regulations, you must notify the Compliance Committee before engaging in any activity on behalf of the Company that might be considered "lobbying" as described above.

## ACCOUNTING MATTERS AND FRAUD

The Company will comply with applicable securities laws and regulations, accounting standards and internal accounting controls. You must report any complaints or concerns regarding securities laws and regulations, accounting practices, internal accounting controls and auditing matters ("Accounting Matters") immediately to the Compliance Committee. You must also report any complaints or concerns regarding fraud immediately. Fraud means an intentional deception, misappropriation of resources, manipulation of data to the advantage or disadvantage of a person or the Company or other similar inappropriate conduct based on reasonable expectations of ethical conduct.

### Categories of Financial Fraud

- Fraudulent financial reporting – inappropriate earnings management or "cooking the books" (e.g. intentional overstatement of assets or understatement of liabilities, etc.);
- Misappropriation of assets – embezzlement, payroll fraud and theft;
- Expenditures and liabilities for improper or illegal purposes – bribery or other improper payment schemes that can result in reputation loss; and
- Fraudulently obtaining revenue and assets and/or avoiding costs and expenses – schemes against employees or third parties, or schemes to avoid expenses, such as tax fraud.

### Examples of Fraud

- Forgery or alteration of any account, record, check or other document;
- Failure to account for monies collected;
- Misappropriation of funds, securities, supplies or other assets;
- Impropriety in the handling or reporting of money or financial transactions;
- Profiteering as a result of insider knowledge of Company activities; and,
- Knowingly providing false information.

You can make reports regarding Accounting Matters or fraud to the Audit Committee by submitting them to the Compliance Committee in person, by telephone, or in writing (either through interoffice or regular mail). You can also make reports to the Chairman of the Audit Committee via the Employee Hotline by requesting the report to be directly sent to the Chairman of the Audit Committee. The Employee Hotline can be reached by phone at (888) 811-BLDR (2537) or online at <https://bfs.alertline.com>. You can report to the Employee Hotline anonymously. No one will be subject to retaliation because of a good faith report of a complaint or concern regarding Accounting Matters or fraud.

## PAYMENT CARD INFORMATION

The Company will comply with the Payment Card Industry Data Security Standard (PCI-DSS) in its entirety. Under no circumstances should cardholder information be electronically stored. If credit card information is received from a customer through email, it should be deleted immediately. PIN information or security codes from the back or front of the debit/credit card must never be stored in any form. If a credit card number is maintained at the request of a customer, it must be in hard copy form. Credit card authorization forms must be kept in a secured place under lock and key when not in use.

You can make reports regarding improper handling of payment card information to the Compliance Committee in person, by telephone or in writing. You can also make a report to the Chairman of the Audit Committee via the Employee Hotline by requesting the report to be directly sent to the Chairman of the Audit Committee. The Employee Hotline can be reached by phone at (888) 811-BLDR (2537) or online at <https://bfs.alertline.com>.

## IMPLEMENTATION OF THE CODE

### Responsibilities

While each of us is individually responsible for putting this Code to work, the Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Employee Handbook are available from your Regional Human Resources representative or the Compliance Committee. The Employee Handbook is also posted on the Company's intranet and website ([www.blldr.com](http://www.blldr.com)). All management level employees and directors must sign a statement of compliance with the Code each year.

### Seeking Guidance

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code, or if you are in doubt about the best course of action in a particular situation, please seek guidance from the Compliance Committee or the other resources identified in this Code.

### Reporting Violations

If you know of or suspect a violation of applicable laws or regulations, this Code or Builders FirstSource's other policies or if you have any concerns about accounting practices, internal accounting controls or audit matters, you must immediately report that information in person, by telephone or in writing to the appropriate source, as described below. This includes the obligation to report any known or suspected fraud.

For equal employment opportunity, discrimination, sexual and other forms of harassment and safety in the workplace issues, you may report to your supervisors or Human Resources (as set forth in this Code and in the Employee Handbook) or the Employee Hotline. For all other matters, you may report to the Employee Hotline or the Compliance Committee. For Accounting Matters (as defined below) and fraud, you may request the Employee Hotline to report the matter directly to the Chairman of the Audit Committee.

No one will be subject to retaliation because of a good faith report regarding any actual or suspected violation of applicable laws or regulations, this Code or Builders FirstSource's other policies or regarding Accounting Matters or fraud.

### The Compliance Committee

The members of the Compliance Committee are:

- Don McAleenan, Senior Vice President and General Counsel
- Peter Jackson, Senior Vice President and Chief Financial Officer
- John Foley, Vice President – Human Resources
- Jeff Wier, Vice President and Associate General Counsel
- Tom Keils, Vice President – Internal Audit

To the extent possible, please address your issues to the Compliance Committee as follows.

- Human resources and employment issues – John Foley
- Accounting and financial issues – Tom Keils or Peter Jackson
- Legal and other issues – Jeff Wier

However, you may contact any member of the Compliance Committee (by phone, e-mail or interoffice, regular or overnight mail) with regard to any matter.

### Contact the Compliance Committee at Company Headquarters:

Builders FirstSource, Inc.  
2001 Bryan Street, Suite 1600  
Dallas, Texas 75201  
Telephone: (214) 880-3500 Fax: (214) 231-7544

### THE EMPLOYEE HOTLINE: (888) 811-2537

The Company has a confidential Hotline administered by Navex Global, an independent third party. The Hotline can be reached by calling

(888) 811-2537 or by going to <https://bfs.alertline.com>. Both are available 24 hours a day, seven days a week.

You can use the Hotline to report violations of applicable laws or regulations, accounting standards, internal accounting controls, the Company Code of Business Conduct and Ethics, or the Company's other policies. You may report suspected violations to the Hotline anonymously, or you can use your name. However, providing your name may expedite the investigation process and allows the Company to contact you, if necessary, during any investigation. Either way, you must treat the information that you provide as confidential.

Use the following items as a guide to what should appropriately be addressed to the Hotline:

- Fraud, including, but not limited to, fraudulent financial reporting, misappropriation of assets, inappropriate expenditures, fraudulently obtaining revenues or avoiding costs, complaints or concerns about accounting practices, securities laws, and auditing matters
- Sexual or other types of harassment
- Discrimination
- Serious safety problems that could injure employees
- Retaliation for reporting issues or policy violations
- Other violations of state or federal laws or regulations
- Significant violations of Company policies or procedures
- Other violations of our Code of Business Conduct and Ethics

We will document all reports received by the Employee Hotline. The Vice President – Internal Audit will forward reports regarding Accounting Matters to the Audit Committee in an appropriate manner depending on the magnitude and severity of the situation.

#### **Investigations of Suspected Violations**

Builders FirstSource will investigate all reported violations. It is essential that reporting persons not conduct their own preliminary investigations since such investigations may involve complex legal issues. Acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

#### **Discipline for Violations**

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law, regulations, and agreements, Builders FirstSource employees who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination of their employment.

#### **Waivers of the Code**

Builders FirstSource may waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Only the Audit Committee may waive any violation of this Code by directors or executive officers. Any such waivers must promptly be disclosed as required by applicable laws and regulations.

#### **Annual Monitoring of the Code**

The adequacy of this Code will be reviewed at least annually by the Company's management.

#### **No Rights Created**

This Code is a statement of the basic principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and it does not, create any obligations to, or rights in, any employee, director, client, supplier, competitor, stockholder, or any other person or entity.

#### **REMEMBER. . .**

Ultimate responsibility to ensure that we as a Company comply with the many laws, regulations, and ethical standards affecting our business rests with each of us. You must become familiar with, and conduct yourself in compliance with, these laws, regulations, and standards, as well as Builders FirstSource's policies and procedures pertaining to them.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-216400, 333-128430, 333-147107, 333-169001 and 333-196363) of Builders FirstSource, Inc. of our report dated March 1, 2019, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas  
March 1, 2019

**Certification of Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, M. Chad Crow, certify that:

1. I have reviewed this report on Form 10-K of Builders FirstSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ M. CHAD CROW

M. Chad Crow

President and Chief Executive Officer

Date: March 1, 2019

**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter M. Jackson, certify that:

1. I have reviewed this report on Form 10-K of Builders FirstSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PETER M. JACKSON

Peter M. Jackson

Senior Vice President and Chief Financial Officer

Date: March 1, 2019



**Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350  
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the annual report of Builders FirstSource, Inc. (the "Company") on Form 10-K for the period ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, M. Chad Crow, as President and Chief Executive Officer of the Company, and Peter M. Jackson, as Senior Vice President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ M. CHAD CROW

M. Chad Crow  
President and Chief Executive Officer

/s/ PETER M. JACKSON

Peter M. Jackson  
Senior Vice President and Chief Financial Officer

Dated: March 1, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.