

PGT Innovations, Inc.
Form 8-K
September 18, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): September 13, 2018

PGT Innovations, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction

of incorporation)

1070 Technology Drive

001-37971
(Commission

File Number)

20-0634715
(IRS Employer

Identification No.)

34275

North Venice, Florida
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code (941) 480-1600
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01. Other Events

On September 13, 2018, PGT Innovations, Inc. (the Company) entered into an Underwriting Agreement with SunTrust Robinson Humphrey Inc. and J.P. Morgan Securities LLC, acting as representatives of the several underwriters named therein (the Underwriters), in connection with the public offering and sale (the Offering) of 7,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock), at a price to the public of \$23.00 per share. As a component of the Offering, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,050,000 shares of Common Stock. A copy of the press release announcing pricing of the Offering is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The Company issued a total of 7,000,000 shares of common stock in the Offering, which was completed on September 18, 2018.

The Company is filing herewith the following exhibits to its Registration Statement on Form S-3 (File No. 333-227281), in connection with the Offering:

Underwriting Agreement, dated September 13, 2018, between the Company and SunTrust Robinson Humphrey Inc. and J.P. Morgan Securities LLC, acting as representatives of the Underwriters.

Opinion of Jones Day.

Consent of Jones Day (included in Exhibit 5.1).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Number | Exhibit |
|---------------|---|
| 1.1 | <u>Underwriting Agreement, dated September 13, 2018, between the Company and SunTrust Robinson Humphrey Inc. and J.P. Morgan Securities LLC, acting as representatives of the Underwriters.</u> |
| 5.1 | <u>Opinion of Jones Day.</u> |
| 23.1 | <u>Consent of Jones Day (included in Exhibit 5.1).</u> |
| 99.1 | <u>Press release, dated September 13, 2018.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 18, 2018

PGT Innovations, Inc.

By: /s/ Brad West

Name: Brad West

Title: Sr. Vice President and Chief Financial Officer