

BEACON ROOFING SUPPLY INC

Form 8-K

October 15, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): October 15, 2014**

**Beacon Roofing Supply, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

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

**000-50924 36-4173371  
(Commission (IRS Employer  
File Number) Identification No.)**

**505 Huntmar Park Drive, Suite 300, Herndon, VA 20170  
(Address of principal executive offices) (Zip  
Code)**

**Registrant's telephone number, including area code: (571) 323-3939**

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 15, 2014, the Board of Directors (the “Board”) of Beacon Roofing Supply, Inc. (the “Company”) voted to increase the size of the Board from eight members to nine members. To fill the vacancy created by this increase, the Board, upon the recommendation of its Nominating and Corporate Governance Committee, appointed Douglas L. Young as a new director to serve until the 2015 annual meeting of stockholders of the Company.

It is expected that Mr. Young will be compensated for his services (pro-rated for 2014) in accordance with the Company’s compensation program for non-employee directors set forth on page 37 of the Company’s 2014 proxy statement, including participating in the Company’s 2014 Stock Plan, under which he is expected to receive a pro-rated annual award of restricted stock units.

A copy of the press release announcing the appointment of Mr. Young is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are furnished herewith:

<sup>99.1</sup> Press release dated October 15, 2014, announcing the election of Douglas L. Young as a member of the Board of Directors of Beacon Roofing Supply, Inc.

**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.

BEACON ROOFING SUPPLY, INC.

Date: October 15, 2014 By: /s/ Joseph M. Nowicki  
Joseph M. Nowicki  
Executive Vice President and CFO

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 99.1                   | Press release dated October 15, 2014, announcing the election of Douglas Young as a member of the Board of Directors of Beacon Roofing Supply, Inc. |