

GIBRALTAR INDUSTRIES, INC.

Form S-4

June 12, 2013

Table of Contents

As filed with the Securities and Exchange Commission on June 12, 2013

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

3310
(Primary Standard Industrial

13-1445150
(I.R.S. Employer

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Incorporation or Organization)	Classification Code Number) See Table of Co-Registrants	Identification Number)
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Kenneth W. Smith	<i>Copies to:</i>
Senior Vice President and	Michael E. Storck, Esq.
Chief Financial Officer	Lippes Mathias Wexler Friedman LLP
3556 Lake Shore Road	665 Main Street, Suite 300
Buffalo, New York 14219	Buffalo, New York 14203
Tel: (716) 826-6500	Tel: (716) 853-5100
Fax: (716) 826-1589	Fax: (716) 853-5199

(Name, Address, Including Zip Code, and Telephone

Number Including Area Code, of Agent For Service)

Approximate Date of Commencement of Proposed Offer to the Public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering.

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount	Proposed	Proposed	Amount of
Securities to be Registered	to be	Maximum	Registration Fee	Registration Fee

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	Registered	Offering Price Per Security	Maximum Aggregate Offering Price (1)	
6.25% Senior Subordinated Notes, due 2021	\$210,000,000	100%	\$210,000,000	\$28,644(2)
Guarantees related to the 6.25% Senior Subordinated Notes, due 2021 (3)	N/A	N/A	N/A	N/A(4)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to rule 457 of the Securities Act.
- (2) Calculated pursuant to rule 457(f) under the Securities Act.
- (3) Certain of the Company's wholly-owned subsidiaries listed in the table on the following page as additional registrants have, jointly and severally, guaranteed on a senior subordinated basis the payment of the principal of, premium, if any, and interest on the notes being registered hereby. These guarantors are registering the guarantees.
- (4) Pursuant to Rule 457(n) under the Securities Act, no additional fee is required.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Table of Co-Registrants

Exact Name of Co-Registrant as Specified in its Charter*	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
AIR VENT INC.	Delaware	3444	37-1016691
ALABAMA METAL INDUSTRIES CORPORATION	Delaware	3469	63-0003325
AMICO HOLDING COMPANY, INC.	Delaware	3469	27-5247345
APPLETON SUPPLY COMPANY, INC.	Delaware	3444	16-1546329
CONSTRUCTION METALS, LLC.	California	3444	33-0467847
DIAMOND PERFORATED METALS, INC.	California	3469	95-2909372
D.S.B. HOLDING CORP.	Delaware	3061	26-3051524
FLORENCE CORPORATION	Illinois	3469	36-1085808
FLORENCE CORPORATION OF KANSAS	Kansas	3469	37-1461281
GSC FLIGHT SERVICES CORP.	New York	3316	16-1520608
GIBRALTAR STEEL CORPORATION OF NEW YORK	New York	3316	16-0991536
NOLL/NORWESCO, LLC.	Delaware	3444	20-8637600
PACIFIC AWARD METALS, INC.	California	3444	33-0963324
SEA SAFE, INC.	Louisiana	3469	72-0849427
SEISMIC ENERGY PRODUCTS, INC.	Delaware	3061	45-4762751
SOLAR GROUP, INC.	Delaware	3444	16-1544663
SOUTHEASTERN METALS MANUFACTURING COMPANY, INC.	Florida	3444	59-1025796
THE D.S. BROWN COMPANY	Ohio	3061	26-2823744

* The address and telephone number of the principal executive offices of each of the co-registrants is c/o Gibraltar Industries, Inc., 3556 Lake Shore Road, P.O. Box 2028, Buffalo, New York 14219, (716) 826-6500.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 12, 2013

PRELIMINARY PROSPECTUS

\$210,000,000

Gibraltar Industries, Inc.

Offer to exchange all outstanding 6.25% Senior Subordinated Notes due 2021 for a like principal amount of 6.25% Senior Subordinated Notes due 2021, which have been registered under the Securities Act of 1933.

The Exchange Offer:

We will exchange all original notes that are validly tendered and not validly withdrawn for an equal principal amount of new notes. In this prospectus, we refer to the currently outstanding notes as original notes and the newly issued, registered notes as the new notes. Collectively, we refer to the original notes and the new notes as the notes.

We are relying on the position of the Staff of the Securities and Exchange Commission stated in certain interpretive letters to third parties that the new notes will be freely tradable, except in certain limited circumstances described below with respect to broker-dealers. See Plan of Distribution.

You may withdraw any tender of the original notes at any time prior to the expiration of the exchange offer.

The exchange offer will expire at 5:00 p.m., New York time, on [], 2013, which is 30 days after the commencement of the exchange offer, unless we extend the exchange offer.

The New Notes:

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The new notes will bear interest at 6.25% per annum, will mature on February 1, 2021 and will have other terms substantially identical to the terms of the original notes, which were issued in a private placement on January 31, 2013, except that the new notes will not contain terms with respect to restrictions on transfer and will not be entitled to certain registration rights applicable to the original notes.

We do not intend to apply for listing of the new notes on any securities exchange or inclusion of the new notes in any automated quotation system. An active trading market for the new notes may not exist following the completion of the exchange offer.

The Guarantees:

Upon issuance, our obligations under the new notes will be fully and unconditionally guaranteed, jointly and severally, by certain of our subsidiaries on an unsecured senior subordinated basis.

Dealers:

Each broker-dealer that receives new notes for its own account in the exchange offer must acknowledge that it will deliver to any prospective purchaser a prospectus in connection with any resale of those new notes.

We have agreed that, for a period of 180 days after the consummation of this exchange offer, we will make this prospectus, as it may be amended or supplemented from time to time, available to any broker-dealer for use in connection with the resale of new notes. See Plan of Distribution.

See Risk Factors, beginning on page 10, for a discussion of some factors that should be considered by holders in connection with a decision to tender original notes in the exchange offer.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is [], 2013

Table of Contents

TABLE OF CONTENTS

	Page
<u>SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS</u>	ii
<u>INDUSTRY DATA</u>	ii
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	10
<u>USE OF PROCEEDS</u>	19
<u>SELECTED HISTORICAL FINANCIAL DATA OF OUR COMPANY</u>	21
<u>THE EXCHANGE OFFER</u>	23
<u>DESCRIPTION OF THE NEW NOTES</u>	35
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	93
<u>PLAN OF DISTRIBUTION</u>	95
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	97
<u>LEGAL MATTERS</u>	101
<u>EXPERTS</u>	101
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	102
<u>INCORPORATION BY REFERENCE</u>	103

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus and this information is available without charge to each person to whom a copy of this prospectus has been delivered, upon written or oral request, to Gibraltar Industries, Inc., Chief Financial Officer, 3556 Lake Shore Road, P.O. Box 2028, Buffalo, New York 14219 or (716) 826-6500.

To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than [], 2013, which is five business days before the expiration date of the exchange offer.

Table of Contents

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS OR IN THE LETTER OF TRANSMITTAL WE ARE SUPPLYING IN CONNECTION WITH THE EXCHANGE OFFER. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION OTHER THAN THIS PROSPECTUS. IF ANYONE PROVIDES YOU WITH DIFFERENT OR INCONSISTENT INFORMATION, YOU SHOULD NOT RELY ON IT. YOU SHOULD ASSUME THAT THE INFORMATION APPEARING IN THIS PROSPECTUS IS ACCURATE ONLY AS OF THE DATE ON THE FRONT COVER OF THIS PROSPECTUS. OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS AND PROSPECTS MAY HAVE CHANGED SINCE THAT DATE. THIS PROSPECTUS IS NOT AN OFFER TO EXCHANGE THE ORIGINAL NOTES FOR THE NEW NOTES, AND IT IS NOT SOLICITING AN OFFER TO EXCHANGE THE ORIGINAL NOTES FOR THE NEW NOTES, IN ANY JURISDICTION IN WHICH THE EXCHANGE OFFER IS NOT PERMITTED.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements throughout this prospectus. Whenever you read a statement that is not solely a statement of historical fact (such as when we state that we believe, expect, anticipate or plan that an event will occur, and other similar statements), you should understand that our expectations may not be correct, although we believe they are reasonable, and that our plans may change. We do not assure that the events described in this prospectus will happen as described or that any positive trends noted in the prospectus will occur or will continue. The forward-looking information contained in this prospectus is generally located under the section headings Summary and Risk Factors, but may be found in other locations as well such as our filings with the SEC, including Management's Discussion and Analysis of Financial Condition and Results of Operations and other items contained in our Annual Report on Form 10-K for the 2012 fiscal year and our Quarterly Report on Form 10-Q for the three months ended March 31, 2013, which we have incorporated herein by reference. These forward-looking statements generally relate to our strategies, plans, objectives and expectations for future operations and are based upon our current plans and beliefs or estimates of future results or trends.

Forward-looking statements regarding our present plans, beliefs or expectations for new product and service offerings, capital expenditures, sales, cost-saving strategies, growth, and business strategies involve risks and uncertainties relative to return expectations and related allocation of resources, and changing economic or competitive conditions, as well as the negotiation of agreements with third parties, which could cause actual results to differ from present plans or expectations, and such differences could be material. Similarly, forward-looking statements regarding our present plans, expectations and beliefs for operating results and cash flow involve risks and uncertainties relative to these and other factors, such as the ability to increase revenue, to diversify the revenue stream and/or to achieve cost reductions (and other factors discussed under the section entitled Risk Factors or elsewhere in this prospectus), which also would cause actual results to differ from present plans materially. You should read this prospectus in its entirety and with the understanding that actual results in the future may be materially different from what we presently expect. We will not update these forward-looking statements, even if our situation or expectations change in the future.

INDUSTRY DATA

In this prospectus we refer to industry data obtained from third party sources. While we cannot always confirm data from independent sources, we believe that the industry data contained in this prospectus comes from reliable sources.

Table of Contents

SUMMARY

This summary highlights information that we believe is especially important concerning our business, this exchange offer and the new notes. It does not contain all of the information that may be important to you and to your investment decision to tender your original notes. The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this prospectus (including the documents incorporated by reference in this prospectus). You should carefully read this entire prospectus and should consider, among other things, the matters described in the sections entitled Risk Factors, and in our Management's Discussion and Analysis of Financial Condition and Results of Operations and consolidated financial statements and the related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2013 and in our Management's Discussion and Analysis of Financial Condition and Results of Operations and unaudited financial statements and related notes contained in our Quarterly Report on Form 10-Q for the three months ended March 31, 2013, each of which we incorporate in this prospectus by reference, before making any decision to tender your original notes. In this prospectus, unless indicated otherwise, the Company, Gibraltar, we, us and our refer to Gibraltar Industries, Inc., the issuer of the new notes, and its subsidiaries.

Our Company

Gibraltar is a leading manufacturer and distributor of products for the building and industrial markets. Our products provide structural and architectural enhancements for residential homes, low-rise retail, other commercial and professional buildings, industrial plants, bridges and a wide-variety of other structures. These products include ventilation products, mail storage solutions including mailboxes and package delivery products, rain dispersion products and accessories, bar grating, expanded metal, metal lath and expansion joints and structural bearings. We believe Gibraltar has strong brand recognition in these product categories which provides us with product leadership positions. We serve customers throughout North America and Europe, including major home improvement retailers, distributors and contractors. As of March 31, 2013, we operated 44 facilities in 21 states, Canada, England and Germany, giving us a broad platform for just-in-time delivery and support to our customers. Our common stock is trading on the NASDAQ under the ticker symbol ROCK. We had consolidated net sales and consolidated net income for the twelve months ended March 31, 2013 of \$794.7 million and \$7.4 million, respectively.

Our customers are located throughout the United States, Canada, Europe and Central America, principally in the home improvement; residential, commercial and industrial construction; highway construction; building materials; and architectural industries. Major customers include The Home Depot, other big box retailers, national building products wholesalers, industrial equipment manufacturers and contractors.

We sell our products both domestically and internationally, with 12% of our sales originating outside the United States during the first three months of 2013. Through acquisitions and strong organic growth we have created a building products business that now offers more than 32,000 products, many of which are market leaders.

Gibraltar Industries, Inc. is a Delaware corporation. Our principal executive offices are located at 3556 Lake Shore Road, P.O. Box 2028, Buffalo, New York 14219 and our telephone number at that address is (716) 826-6500. Our website is located at <http://www.gibraltar1.com>. Our website and the information contained on our website is not part of this prospectus, and you should rely only on the information contained or incorporated by reference in this prospectus when making a decision as to whether to tender your original notes.

Table of Contents

The Exchange Offer

On January 31, 2013, we completed a private offering of our 6.25% Senior Subordinated Notes due 2021. In connection with the issuance of the original notes, we entered into a registration rights agreement, dated as of January 31, 2013, among the Company, the Guarantors (as defined in Description of New Notes Certain Definitions) and J.P. Morgan Securities LLC (J.P. Morgan), KeyBanc Capital Markets Inc., HSBC Securities(USA) Inc. and RBS Securities Inc., in their capacity as the initial purchasers, in which we agreed to deliver to you this prospectus and complete the exchange offer. Until the registration statement of which this prospectus is a part is declared effective by the SEC or if the exchange offer is not consummated by July 30, 2013, then additional interest will be payable on the original notes until such effectiveness and confirmation is complete. In the exchange offer, you are entitled to exchange your original notes for new notes which are identical in all material respects to the original notes except that:

the new notes have been registered under the Securities Act,

the new notes are not entitled to registration rights under the registration rights agreement, and

the contingent interest rate provisions of the registration rights agreement that depend on the consummation of the exchange offer and/or effectiveness of the registration statement will no longer be applicable following consummation of the exchange offer.

General

We are offering to exchange up to \$210.0 million aggregate principal amount of new 6.25% Senior Subordinated Notes due 2021 for a like principal amount up to \$210.0 million aggregate principal amount of outstanding 6.25% Senior Subordinated Notes due 2021 that were issued January 31, 2013 in a private placement.

Outstanding original notes may be exchanged only in denominations of \$2,000 and in integral multiples of \$2,000.

Expiration Date

5:00 p.m., New York time, on [], 2013, which is 30 days after the commencement of the exchange offer, unless we extend the exchange offer. We do not currently intend to extend the expiration date, although we reserve the right to do so. If extended, the term expiration date will mean the latest date and time to which the exchange offer is extended.

Conditions to the Exchange Offer

The exchange offer is conditioned upon some customary conditions that we may waive and upon compliance with applicable securities laws. See The Exchange Offer-Conditions to the Exchange Offer.

Procedures for Participating in the Exchange Offer If you wish to participate in the exchange offer, you must complete, sign and date an original or facsimile of the accompanying letter of transmittal in accordance with the instructions contained in this prospectus and the letter of transmittal, and send the letter of transmittal or a facsimile of the letter of transmittal and the original notes you wish to exchange and any other required documentation to the exchange agent at the address set forth on the cover page of the letter of transmittal. These materials must be received by the exchange agent prior to the expiration of the exchange offer.

Table of Contents

By executing or agreeing to be bound by the letter of transmittal, you will represent to us and agree that, among other things:

the new notes to be issued to you in the exchange offer are being acquired in the ordinary course of your business;

you have no arrangement or understanding with any person to participate, or any intention to participate, in the distribution (within the meaning of the Securities Act) of the new notes to be issued to you in the exchange;

you are not an affiliate (as defined in Rule 405 promulgated under the Securities Act) of Gibraltar Industries, Inc. or a guarantor;

if you are a broker-dealer, you did not purchase your original notes directly from us for resale pursuant to Rule 144A under the Securities Act or any other available exemption from registration;

if you are a broker-dealer that will receive new notes for your own account in exchange for original notes that were acquired as a result of market-making or other trading activities, you will deliver a prospectus in connection with any resale of the new notes; and

you are not acting on behalf of any persons or entities that could not truthfully make the foregoing representations.

See The Exchange Offer Procedures for Tendering and Resale of the New Notes.

If you hold original notes through The Depository Trust Company, or DTC, in the form of book-entry interests, and wish to participate in the exchange offer, you must cause the book-entry transfer of the original notes to the exchange agent's account at DTC, and the exchange agent must receive a confirmation of book-entry transfer and either:

a completed letter of transmittal; or

an agent's message transmitted pursuant to DTC's Automated Tender Offer Program, by which each tendering holder will agree to be bound by the letter of transmittal.

See The Exchange Offer Book-Entry Transfers; Tender of Notes Using DTC's Automated Tender Offer Program.

Resale of the New Notes

Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties unrelated to us, we believe that the new notes may be offered for sale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, provided that you can make the representations that appear above under The Exchange Offer Procedures for Participating in the Exchange Offer. Any holder of original notes who cannot make these representations may not rely on the staff's interpretations discussed above or participate in the exchange offer and must comply with the registration and prospectus delivery requirements of the Securities Act in order to resell the original notes.

Table of Contents

If you are a broker-dealer that has received new notes for your own account in exchange for original notes that were acquired as a result of market-making or other trading activities, you must represent and agree in the letter of transmittal that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. Such a broker-dealer may use this prospectus to resell the new notes. We have agreed that for a period of up to 180 days after the date on which the exchange offer is consummated, we will make this prospectus, as amended or supplemented, available to any such broker-dealer that requests copies of this prospectus in the letter of transmittal for use in connection with any such resale.

The SEC has not considered this exchange offer in the context of a no-action letter, and we cannot be sure that the staff of the SEC would make a similar determination with respect to this exchange offer as it did in the no-action letters to the unrelated persons upon which we are relying. See [The Exchange Offer](#) [Resale of the New Notes](#).

Special Procedures for Beneficial Owners

If you are a beneficial owner of original notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those original notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those original notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your original notes, either make appropriate arrangements to register ownership of the original notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration of the exchange offer. See [The Exchange Offer](#) [Procedures for Tendering](#).

Guaranteed Delivery Procedures

If you wish to tender your original notes and your original notes are not immediately available or you cannot deliver your original notes, the applicable letter of transmittal or any other required documents, or you cannot comply with the procedures for transfer of book-entry interests prior to the expiration of the exchange offer, you may tender your original notes according to the guaranteed delivery procedures set forth in this prospectus under [The Exchange Offer](#) [Guaranteed Delivery Procedures](#).

Acceptance of Original Notes and Delivery of New Notes

Subject to the satisfaction or waiver of the condition to the exchange offer as discussed above, we will accept for exchange any and all original notes validly tendered and not properly withdrawn prior to the expiration of the exchange offer. The new notes issued pursuant to the exchange offer will be issued and delivered promptly following the expiration of the exchange offer. We will return to you any original notes not accepted for exchange for any reason without expense to you promptly after the expiration of the exchange offer. See [The Exchange Offer](#) [Acceptance of Tendered Original Notes](#).

Table of Contents

Withdrawal Rights

You may withdraw your tender of original notes at any time before the exchange offer expires. Any original notes not accepted for exchange for any reason will be returned without expense to the tendering holder promptly after the expiration or termination of the exchange offer.

Failure to Exchange Will Affect You Adversely

If you are eligible to participate in the exchange offer and you do not tender your original notes, you will not have any further exchange or registration rights and you will continue to be restricted from transferring your original notes. Accordingly, the liquidity of the original notes will be adversely affected.

Federal Income Tax Considerations

The exchange of the original notes for the new notes pursuant to the exchange offer will not be a taxable event for United States federal income tax purposes. See Material U.S. Federal Income Tax Consequences.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A., trustee under the indenture under which the new notes will be issued, is serving as exchange agent. The address and telephone number of the exchange agent are set forth in the section of this prospectus entitled The Exchange Offer Exchange Agent.

Use of Proceeds

We will not receive any proceeds from the exchange offer.

Table of Contents

THE NEW NOTES

The summary below describes the principal terms of the new notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the New Notes section of this prospectus contains a more detailed description of the terms and conditions of the new notes.

Issuer Gibraltar Industries, Inc.

Securities offered The form and terms of the new notes will be the same as the form and terms of the original notes except that:

the new notes have been registered under the Securities Act,

the new notes are not entitled to exchange or registration rights under the registration rights agreement, and

the contingent interest rate provisions of the registration rights agreement that depend on the consummation of the exchange offer and/or effectiveness of the registration statement will no longer be applicable following consummation of the exchange offer.

The new notes evidence the same debt as the original notes. They will be entitled to the benefits of the indenture governing the original notes and will be treated under the indenture as a single class with the original notes.

Maturity Date February 1, 2021.

Interest The notes bear cash interest at the rate of 6.25% per annum (calculated using a 360-day year). Interest on the new notes will accrue (A) from the later of: (i) the last date on which interest was paid on the original notes tendered in exchange therefore; or (ii) if the original notes are surrendered for exchange on a date in a period which includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date; or (B) if no interest has been paid on such original notes, from January 31, 2013, the date the original notes were issued, or the issue date.

Payment Frequency Interest is payable every six months on February 1 and August 1.

First Payment Interest is payable commencing August 1, 2013.

Subsidiary Guarantees The new notes will be guaranteed on a senior unsecured subordinated basis by all of our existing and future direct and indirect subsidiaries that guarantee our revolving credit

facility or our other indebtedness or indebtedness of the subsidiary guarantors. Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of notes. See Description of New Notes Subsidiary Guarantees.

Table of Contents

For the three months ended March 31, 2013, our non-guarantor subsidiaries:

represented approximately 12% of our net sales; and

represented approximately 15% of our operating income; and

As of March 31, 2013, our non-guarantor subsidiaries:

represented 8% of our total assets; and

had \$14.6 million of our total liabilities, including trade payables but excluding intercompany liabilities.

Absence of Public Market for the Notes

We do not intend to apply for listing of the new notes on any securities exchange or inclusion of the new notes in any automated quotation system. An active trading market for the new notes may not exist following the completion of the exchange offer.

Ranking

The new notes and the new note guarantees will be our and the subsidiary guarantors unsecured senior subordinated obligations and will:

rank behind all of our and the guarantors' existing and future senior debt, whether or not secured;

rank equally with all our and the guarantors' existing and future unsecured senior subordinated obligations that do not expressly provide that they are subordinated to the notes; and

be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the notes.

As of March 31, 2013:

we had approximately \$214.4 million of total indebtedness (including the original notes), none of which ranked equally with the original notes (or would be ranked equally with the new notes) or was subordinated to the original notes (or would be subordinated to the new notes);

we had no borrowings and \$13.6 million of letters of credit outstanding under our revolving credit facility, all of which, together with any future borrowings under the revolving credit facility, was secured by trade receivables, inventory, personal

property, equipment and certain real property of the borrowers and the guarantors, and to which the notes would have been subordinated;

we had commitments available to be borrowed under the revolving credit facility of \$135.0 million (after giving effect to \$13.6 million of outstanding letters of credit) and the maximum availability under the revolving credit facility, subject to the borrowing base, may be increased by up to \$50.0 million, subject to certain conditions; and

Table of Contents

our non-guarantor subsidiaries had approximately \$14.6 million of total liabilities (including trade payables), all of which would have been structurally senior to the notes.

Because the borrowing capacity under the revolving credit facility depends, in part, on trade receivables, inventory and other assets that fluctuate from time to time, the available commitment amount may not reflect actual borrowing capacity. As of March 31, 2013, our borrowing capacity under the revolving credit facility was approximately \$135.0 million after giving effect to \$13.6 million of outstanding letters of credit.

Optional Redemption

The notes will be redeemable at our option, in whole or in part, at any time on or after February 1, 2017, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption.

At any time prior to February, 2016, we may redeem up to 35% of the original principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 106.25% of the principal amount of the notes, together with accrued and unpaid interest, if any, to the date of redemption.

At any time prior to February 1, 2017, we may also redeem some or all of the notes at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the date of redemption plus a make-whole premium. See Description of New Notes Optional Redemption.

Change of Control Offer

Upon the occurrence of specific kinds of changes of control, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to, but not including, the repurchase date. See Description of New Notes Change of Control.

Asset Disposition Offer

If we or our restricted subsidiaries sell assets, under certain circumstances, we or our restricted securities will be required to use the net proceeds to make an offer to purchase notes at an offer price in cash in an amount equal to 100% of the principal amount of the notes plus accrued and unpaid interest to the repurchase date. See Description of New Notes Certain Covenants Limitations on Sales of Assets and Subsidiary Stock.