

Builders FirstSource, Inc.
Form DEF 14A
April 12, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Builders FirstSource, Inc.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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Builders FirstSource, Inc.

2001 Bryan Street, Suite 1600, Dallas, Texas 75201

To our Stockholders,

You are cordially invited to attend the annual meeting of stockholders of Builders FirstSource, Inc., which will take place at the corporate headquarters of Builders FirstSource, Inc. at 2001 Bryan Street, Suite 1600, Dallas, Texas 75201 on Wednesday, May 22, 2013, at 9:00 a.m., local time. Details of the business to be conducted at the annual meeting are given in the Official Notice of Annual Meeting of Stockholders, Proxy Statement, Notice Regarding the Availability of Proxy Materials, and form of proxy.

Even if you intend to join us in person, we encourage you to vote in advance so we will know we have a quorum of stockholders for the meeting. When you vote in advance, please indicate your intention to personally attend the annual meeting. Please see the Question and Answer section on page 3 of the Proxy Statement for instructions if you plan to personally attend the annual meeting.

Whether or not you are able to personally attend the annual meeting, it is important that your shares be represented and voted. Your prompt vote over the internet, by telephone via toll-free number, or, for stockholders who elect to receive their proxy materials by mail, by written proxy, will save the Corporation the expense and extra work of additional proxy solicitation. Voting by any of these methods at your earliest convenience will ensure your representation at the annual meeting if you choose not to attend in person. If you decide to attend the annual meeting, you will be able to vote in person, even if you have previously submitted your proxy. Please review the instructions on the Notice Regarding the Availability of Proxy Materials, the proxy card, or the information forwarded by your bank, broker, or other stockholder of record, as applicable, concerning each of these voting options.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of Builders FirstSource, Inc.

Paul S. Levy

Chairman of the Board

April 12, 2013

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Builders FirstSource, Inc.

2001 Bryan Street, Suite 1600, Dallas, Texas 75201

Official Notice of Annual Meeting of Stockholders

To our Stockholders:

The annual meeting of stockholders of Builders FirstSource, Inc. will take place at the corporate headquarters of Builders FirstSource, Inc. at 2001 Bryan Street, Suite 1600, Dallas, Texas 75201 on Wednesday, May 22, 2013, at 9:00 a.m., local time, for the purpose of considering and acting upon the following:

- (1) The election of directors;
- (2) The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2013; and
- (3) Any other business that may properly be brought before the annual meeting or any adjournment thereof.

Only stockholders of record at the close of business on April 1, 2013 will be entitled to vote at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 22, 2013. The Proxy Statement and the 2012 Annual Report on Form 10-K are available at www.blr.com.

By Order of the Board of Directors,

Donald F. McAleenan

Corporate Secretary

April 12, 2013

IMPORTANT:

Please see the Question and Answer section on page 3 of this Proxy Statement for instructions on what you need to do to attend the annual meeting in person. Please note that the doors to the annual meeting will open at 8:30 a.m. and will close promptly at 9:00 a.m. Whether or not you expect to personally attend, we urge you to vote your shares at your earliest convenience to ensure the presence of a quorum at the meeting. Promptly voting your shares via the internet, by telephone via toll-free number, or, if you elect to receive your proxy materials by mail, by signing, dating, and returning the enclosed proxy card, will save us the expense and extra work of additional proxy solicitation. Because your proxy is revocable at your option, submitting your proxy now will not prevent you from voting your shares at the meeting if you desire to do so. Please refer to the voting instructions included on the Notice Regarding the Availability of Proxy Materials, proxy card, or the voting instructions forwarded by your bank, broker, or other stockholder of record, as applicable.

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Builders FirstSource, Inc.

2001 Bryan Street, Suite 1600, Dallas, Texas 75201

Proxy Statement

Annual Meeting of Stockholders

May 22, 2013

This Proxy Statement is being furnished by Builders FirstSource, Inc. (the Corporation, the Company, or Builders FirstSource) in connection with a solicitation of proxies by its Board of Directors (the Board of Directors or the Board) to be voted at the annual meeting of the Corporation s stockholders to be held on May 22, 2013 (the annual meeting or meeting). Whether or not you personally attend, it is important that your shares be represented and voted at the annual meeting. Most stockholders have a choice of voting over the internet, by using a toll-free telephone number, or, for stockholders who elect to receive their proxy materials by mail, by completing a proxy card and mailing it in the postage-paid envelope provided. Check the Notice Regarding the Availability of Proxy Materials, your proxy card, or the information forwarded by your bank, broker, or other stockholder of record, as applicable, to determine which voting options are available to you. Please be aware that if you vote over the internet, you may incur costs, such as telecommunication and internet access charges, for which you will be responsible. The internet voting and telephone voting facilities for stockholders of record will be available until 11:59 p.m. eastern daylight time on May 21, 2013. The Notice Regarding the Availability of Proxy Materials was first mailed on or about April 12, 2013.

SOLICITATION AND RATIFICATION OF PROXIES

If any matters not specifically set forth in this Proxy Statement properly come to a vote at the meeting, the members of the Proxy Committee, comprised of Donald F. McAleenan and M. Chad Crow, will vote regarding those matters in accordance with their best judgments. If a proxy card is signed and returned, it will be voted as specified on the proxy card, or, if no vote is specified, it will be voted FOR all nominees presented in Proposal 1 and FOR Proposal 2. At any time before it is exercised, you may revoke your proxy by timely delivery of written notice to the Corporate Secretary, by timely delivery of a properly executed, later-dated proxy (including by internet or telephone vote), or by voting via ballot at the annual meeting. Voting in advance of the annual meeting will not limit your right to vote at the annual meeting if you decide to attend in person. If you are a beneficial owner, but your shares are registered in the name of a bank, broker, or other stockholder of record, to be able to vote in person at the annual meeting you must obtain, from the stockholder of record, a proxy in your name and present it at the meeting. See Questions and Answers about the Meeting and Voting in this Proxy Statement for an explanation of the term stockholder of record.

The proxy accompanying this Proxy Statement is being solicited by the Board of Directors. The Corporation will bear the entire cost of this solicitation, including the preparation and delivery of this Proxy Statement, the proxy, and any additional information furnished to stockholders. In addition to using the mail and the internet, proxies may be solicited by directors, executive officers, and other employees of Builders FirstSource or its subsidiaries, in person or by telephone. No additional compensation will be paid to directors, executive officers, or other employees for their services in this regard. Builders FirstSource will also request banks, brokers, and other stockholders of record to forward proxy materials, at the Corporation s expense, to the beneficial owners of the Corporation s shares.

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GENERAL INFORMATION ABOUT PROXIES AND VOTING

Outstanding Stock

The stockholders of record of Builders FirstSource, Inc. Common Stock (Common Stock) at the close of business on April 1, 2013 will be entitled to vote in person or by proxy at the annual meeting. At that time, the Corporation had 96,900,244 outstanding shares of its Common Stock. Each stockholder will be entitled to one vote in person or by proxy for each share of Common Stock held. A quorum for the transaction of business shall be constituted by the presence at the annual meeting, in person or by proxy, of a majority of the outstanding shares of Common Stock entitled to vote. All shares for which proxies or voting instructions are returned are counted as present for purposes of determining the existence of a quorum at the annual meeting.

Internet Availability of Proxy Materials

As permitted by the Federal securities laws, Builders FirstSource is making this Proxy Statement and 2012 Annual Report on Form 10-K (the 2012 Annual Report) available to its stockholders primarily via the internet instead of mailing printed copies of these materials to each stockholder. On or about April 12, 2013, we mailed to our stockholders (other than those who previously requested electronic or paper delivery) a Notice Regarding Internet Availability of Proxy Materials (the Notice) containing instructions on how to access the Proxy Statement and accompanying 2012 Annual Report. These proxy materials are being made available to our stockholders on or about April 12, 2013. The Notice provides instructions regarding how to vote through the internet. The Proxy Statement and 2012 Annual Report are also available on our website at www.blldr.com.

If you received a Notice by mail, you will not receive a printed copy of the proxy materials by mail unless you request printed materials. If you wish to receive printed proxy materials, you should follow the instructions for requesting such materials contained on the Notice.

If you receive more than one Notice, it means your shares are registered differently and are held in more than one account. To ensure all shares are voted, please either vote each account over the internet or by telephone or sign and return by mail all proxy cards.

Voting Procedures

Votes cast by proxy or in person at the meeting will be tabulated by representatives from Broadridge Financial Solutions, Inc. Broadridge Financial Solutions, Inc., or such other person that the Chief Executive Officer appoints in their place, will serve as the Inspector of Election at the annual meeting. In addition, the following voting procedures will be in effect for each proposal described in this Proxy Statement:

Proposal 1. Nominees for available director positions of Builders FirstSource are elected by a plurality of the votes cast at the annual meeting. Abstentions from voting have no effect on the outcome of such vote because the election of directors is determined on the basis of votes cast and abstentions are not counted as votes cast. Please see page 5.

Proposal 2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm requires the affirmative vote of a majority of the shares represented and entitled to vote at the annual meeting. If you vote by proxy, but abstain from voting on the proposal, your abstention has the same effect as a vote against the proposal. Please see page 35.

If any other matters properly come before the meeting that are not specifically set forth on the Notice and in this Proxy Statement, such matters shall be decided by the affirmative vote of a majority of the shares represented and entitled to vote at the annual meeting on the matter so proposed, unless otherwise provided in the Corporation's Amended and Restated Certificate of Incorporation or Amended and Restated By-laws (the By-laws) or the Delaware General Corporation Law. None of the members of our Board have informed the Corporation in writing that they intend to oppose any action intended to be taken by the Corporation.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROXY STATEMENT. IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED. THE DELIVERY OF THIS PROXY STATEMENT SHALL, UNDER NO CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE CORPORATION SINCE THE DATE OF THIS PROXY STATEMENT.

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy?

A proxy is your legal designation of another person, called a proxy holder, to vote the shares that you own. We designated Donald F. McAleenan, our Senior Vice President and General Counsel, and M. Chad Crow, our Senior Vice President and Chief Financial Officer, to act as proxy holders at the annual meeting as to all shares for which proxy cards are returned or voting instructions are provided by internet or telephone.

2. What is a proxy statement?

A proxy statement is a document that the Securities and Exchange Commission (the SEC) regulations require us to give you when we ask you to provide a proxy (by voting by phone or internet or, if applicable, by returning a proxy card) designating the proxy holders described above to vote on your behalf.

3. What is the difference between a stockholder of record and a stockholder who holds stock in street name, also called a beneficial owner?

If your shares are registered in your name at our transfer agent, Computershare Shareowner Services LLC, you are a stockholder of record.

If your shares are registered at Computershare Shareowner Services LLC in the name of a broker, bank, trustee, nominee, or other similar stockholder of record on your behalf, your shares are held in street name and you are the beneficial owner of the shares.

4. How do you obtain admission to the annual meeting?

Stockholders of Record. Stockholders of record must bring a government-issued photo identification card to gain admission to the annual meeting.

Street Name Holders. To obtain admission to the annual meeting, a street name holder must (1) bring a government-issued photo identification card and (2) ask his or her broker or bank for a legal proxy and must bring that legal proxy with him or her to the meeting. If you do not receive the legal proxy in time, bring your most recent brokerage statement with you to the meeting. We can use that to verify your ownership of Common Stock and admit you to the meeting. However, you will not be able to vote your shares at the meeting without a legal proxy. Please note that if you own shares in street name, and you are issued a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person.

5. What different methods can you use to vote?

By Written Proxy. Stockholders who elect to receive their proxy materials by mail may vote by mailing the written proxy card.

By Telephone and Internet Proxy. All stockholders of record may also vote by telephone from the U.S., using the toll-free telephone number provided on the Notice or proxy card or in the website listed on the Notice, or by the internet, using the procedures and instructions described in the Notice or proxy card. Street name holders may vote by telephone or the internet if their bank, broker, or other stockholder of record makes those methods available. If that is the case, the bank, broker, or other stockholder of record will enclose the instructions with the Proxy Statement or other notice of the meeting. The telephone and internet voting procedures, including the use of control numbers, are designed to authenticate stockholders' identities, allow stockholders to vote their shares, and confirm that their instructions have been properly recorded.

In Person. All stockholders may vote in person at the meeting (unless they are street name holders without a legal proxy, as described in Question 4).

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6. What is the record date and what does it mean?

The record date for the annual meeting is April 1, 2013. The record date is established by the Board of Directors as required by Delaware law. Stockholders of record at the close of business on the record date are entitled to receive notice of the annual meeting and to vote their shares at the meeting.

7. What are your voting choices for director nominees, and what vote is needed to elect directors?

For the vote on the election of the Class II director nominees to serve until the 2016 annual meeting, stockholders may:

vote in favor of all nominees,

vote to withhold votes from all nominees, or

vote to withhold votes as to specific nominees.

Directors will be elected by a plurality of the votes cast in person or by proxy at the annual meeting. Accordingly, abstentions have no effect on Proposal 1. The Board recommends a vote FOR each of the director nominees.

8. What is a plurality of the votes?

In order to be elected, a director nominee does not have to receive votes in favor from a majority of the votes cast for directors. Instead, the three nominees elected will be those who receive the most affirmative votes of all the votes cast on Proposal 1 in person or by proxy at the meeting.

9. What are your voting choices on the ratification of the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm, and what vote is needed to ratify their appointment?

In the vote on the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2013, stockholders may:

vote in favor of the ratification,

vote against the ratification, or

abstain from voting on the ratification.

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm will require the affirmative vote of a majority of the shares represented and entitled to vote at the annual meeting. Accordingly, abstentions will have the effect of a vote against Proposal 2. The Board recommends a vote FOR Proposal 2.

10. What if a stockholder does not specify a choice for a matter when returning a proxy card?

Stockholders should specify their choice for each proposal described on the proxy card, if they receive one. However, proxy cards that are signed and returned, but for which no specific instruction is given, will be voted FOR all the director candidates listed in Proposal 1 and FOR Proposal 2.

11. How are broker non-votes counted?

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If a broker or other record holder of shares returns a proxy card indicating that it does not have discretionary authority to vote as to a particular matter (broker non-votes), those shares will be treated as not entitled to vote on that matter. Brokers do not have the discretionary authority to vote on Proposal 1. Broker non-votes will not have any effect on the voting results.

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ELECTION OF DIRECTORS AND MANAGEMENT INFORMATION

There are currently ten members of the Board of Directors. Pursuant to the Corporation's By-laws, the Board is classified, which means it is divided into three classes of directors based on the expiration of their terms. Under the classified Board arrangement, directors are elected to terms that expire on the annual meeting date three years following the annual meeting at which they were elected and the terms are staggered so that the terms of approximately one-third of the directors expire each year. Accordingly, Proposal 1 seeks the election of three directors to fill the directorships whose terms expire in 2013.

The terms of three directors, Daniel Agroskin, Kevin J. Kruse, and Floyd F. Sherman, will expire at the annual meeting in 2013. The Board of Directors has nominated Messrs. Agroskin, Kruse, and Sherman for election to a term that will expire at the annual meeting in 2016.

Unless otherwise indicated, all proxies that authorize the proxy holders to vote for the election of directors will be voted FOR the election of the nominees listed below. If a nominee becomes unavailable for election as a result of unforeseen circumstances, it is the intention of the proxy holders to vote for the election of such substitute nominee, if any, as the Board of Directors may propose. As of the date of this Proxy Statement, each of the nominees has consented to serve and the Board is not aware of any circumstances that would cause a nominee to be unable to serve as a director.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors nominated the following directors for election. Each of the following nominees, a current director with a term expiring at the 2013 annual meeting, furnished to the Corporation the following information with respect to his principal occupation or employment and public company directorships:

Class II Directors with Terms Expiring in 2013

Daniel Agroskin, Director, age 36. Mr. Agroskin became a director in February of 2012. Mr. Agroskin is a Managing Director of JLL Partners, Inc., which he joined in August 2005. Prior to that, he worked at JP Morgan Partners, a private equity investment firm, and in Merrill Lynch's Mergers and Acquisitions Group. He holds a Bachelor of Arts degree from Stanford University and a Master of Business Administration degree from the Wharton School of the University of Pennsylvania. In the last five years, Mr. Agroskin served on the boards of the following public companies: PGT, Inc. (current), Patheon, Inc. (current), and PharmaNet Development Group, Inc. (until July 2011). Mr. Agroskin is also a director on the boards of American Dental Partners, Inc. and Medical Card Systems, Inc. The Board believes Mr. Agroskin's financial and investment expertise and his experience on other boards of directors provides value to the Company and its stockholders.

Kevin J. Kruse, Director, age 43. Mr. Kruse became a director in February of 2006 and is a member of the Compensation Committee. Mr. Kruse has been a partner at Seven Mile Capital Partners LLC since January 2012. He was a managing director of Warburg Pincus, LLC from January 2006 until December 2010 and was employed by Warburg Pincus, LLC since February 2002. Prior to joining Warburg Pincus, LLC, Mr. Kruse was employed by AEA Investors, Inc. Prior to that, he was employed by Bain & Co., Inc., a management consulting firm. In the last five years, Mr. Kruse served on the boards of the following public companies: Polypore International, Inc. (previous), TransDigm Group Incorporated (previous), Knoll, Inc. (previous), and Wellman, Inc. (previous). He also serves on the boards of several private companies. The Board believes Mr. Kruse's broad experience in investing and his service on the boards of several public companies is a significant asset to the Board.

Floyd F. Sherman, Chief Executive Officer, President, and Director, age 73. Mr. Sherman has been our Chief Executive Officer and a director since 2001, when he joined the Corporation. He has served as President of the Corporation since February 2008 and from 2001 until October 2006. Prior to joining the Corporation, he spent 28 years at Triangle Pacific/Armstrong Flooring, the last nine of which he served as Chairman and Chief Executive Officer. In the last five years, he served on the board of the following public company: PGT, Inc. (current). The Board believes Mr. Sherman's role as Chief Executive Officer of the Corporation and his over 40 years of experience in the building products industry make him an essential Board member.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES LISTED ABOVE.

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CONTINUING DIRECTORS

The background and business affiliations of the Corporation's other directors, whose terms of service continue beyond 2013, are set forth below:

Class III Directors with Terms Expiring in 2014

Paul S. Levy, Director and Chairman of the Board, age 65. Mr. Levy became a director in 1998. Mr. Levy is a Managing Director of JLL Partners, Inc., which he founded in 1988. In the last five years, he served on the boards of the following public companies: Patheon, Inc. (current), PGT, Inc. (current), and IASIS Healthcare, LLC (current). The Board believes Mr. Levy's extensive experience in buying and managing a variety of businesses is of great value to the Board and the Corporation.

David A. Barr, Director, age 49. Mr. Barr became a director in February of 2006. Mr. Barr has served as a general partner of Warburg Pincus & Co and a managing director of Warburg Pincus, LLC since January 2001 and is involved in leveraged buy-out and special situations activities in the United States. Mr. Barr was a managing director at Butler Capital and focused on leveraged buy-out transactions for more than 10 years prior to joining Warburg Pincus in 2000. He also previously worked at Goldman Sachs. He received a B.A. in economics from Wesleyan University and an M.B.A. from Harvard Business School. In the last five years, he served on the boards of the following public companies: Neiman Marcus, Inc. (current), TransDigm Group Incorporated (previous), Polypore International, Inc. (previous), Wellman, Inc. (previous), and Eagle Family Foods Holdings, Inc./Eagle Family Foods, Inc. (previous). He also currently serves on the boards of directors of Total Safety U.S., Inc. and Crossmark, Inc. Mr. Barr's extensive experience in corporate finance and his service on a number of public company boards brings additional depth and perspective to the Board's deliberations.

Cleveland A. Christophe, Director, age 67. Mr. Christophe became a director in September of 2005 and is the Chairman of the Compensation Committee and a member of the Audit Committee and the Nominating Committee. The Board of Directors affirmatively determined that he qualifies as an independent director. In January 2013, Mr. Christophe retired from US&S, Inc., a supplier of services and materials primarily to various agencies of the U.S. Government. He had been President of US&S, Inc. since 2009. Mr. Christophe is also the Managing Partner of TSG Capital Group, a private equity investment firm, which he founded in 1992. Previously, Mr. Christophe was Senior Vice President of TLC Group, L.P. From 1971 to 1987, Mr. Christophe held numerous senior positions with Citibank, N.A. He has been a Chartered Financial Analyst since 1975. The Board believes Mr. Christophe's substantial managerial experience, financial expertise, and prior service on public company audit committees position him to make valuable contributions to the Board.

Craig A. Steinke, Director, age 56. Mr. Steinke became a director in June of 2006 and is the Chairman of the Nominating Committee and a member of the Audit Committee. The Board of Directors affirmatively determined that he qualifies as an independent director. Since September 2010, Mr. Steinke has served as a director and full-time adviser for Lazer Spot Inc., which specializes in providing logistics support to Fortune 500 companies. Prior to that, he was President and Chief Executive Officer of GPX International Tire Corporation, an international manufacturer and distributor of branded industrial and off road equipment tires, and a director of its parent, GPX International, Inc. From 2001 to 2007, Mr. Steinke was President and Chief Executive Officer of Eagle Family Foods, Inc., a consumer products company in the food industry. Prior to his appointment as CEO in 2001, he served as Chief Financial Officer of Eagle Family Foods from 1998 to 2001. His previous positions held include Senior Vice President and Group General Manager of BHP Copper, a significant natural resource company, and President of Magma Metals, a billion-dollar subsidiary of Magma Copper Company. Mr. Steinke is a C.P.A. and was employed by Arthur Andersen & Co. In the last five years, he served on the board of the following public company: GSE Holding, Inc. (current). He also currently serves on the boards of directors of two private companies: Alliance Tires Americas, Inc. and Lazer Spot Inc. The Board recognizes that Mr. Steinke's extensive experience at the senior executive management level allows him to make significant contributions to the development of the Corporation's business strategy.

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Class I Directors with Terms Expiring in 2015

Michael Graff, Director, age 61. Mr. Graff became a director in February of 2006. He has served as a general partner of Warburg Pincus & Co and a managing director of Warburg Pincus, LLC since 2003. Mr. Graff is currently involved with the firm's leveraged buy-out and special situation activities, focusing primarily on the industrial sector. He was President and Chief Operating Officer of Bombardier Aerospace before joining Warburg Pincus. Previously, he was a partner at McKinsey & Company in New York, London, and Pittsburgh. Mr. Graff received an A.B. from Harvard College in economics and an M.S. from the Sloan School of Management at the Massachusetts Institute of Technology. In the last five years, he served on the boards of the following public companies: TransDigm Group Incorporated (current) and Polypore International, Inc. (current). The Board believes that, based on the knowledge and experience he obtained as a senior executive officer and his many years as a consultant, Mr. Graff provides sound judgment and excellent perspective on business management to the Board.

Robert C. Griffin, Director, age 65. Mr. Griffin became a director in June of 2005 and is the Chairman of the Audit Committee and a member of the Nominating Committee. The Board of Directors affirmatively determined that he qualifies as an independent director. In March 2002, Mr. Griffin retired from Barclays Capital, where from June 2000 to March 2002 he was Head of Investment Banking, Americas and a member of the Management Committee. Prior to joining Barclays Capital, Mr. Griffin was a member of the Executive Committee for the Montgomery Division of Banc of America Securities and held a number of positions with Bank of America, including Group Executive Vice President and Head of Global Debt Capital Raising and as a Senior Management Council Member. In the last five years, he served on the boards of the following public companies: GSE Holding, Inc. (current), Commercial Vehicle Group, Inc. (current) and Sunair Services Corporation (previous). The Board recognizes that Mr. Griffin's broad experience in the financial and investment world and his service on other public company boards brings a very important perspective to the Board.

Brett N. Milgrim, Director, age 44. Mr. Milgrim became a director in 1999 and is a member of the Compensation Committee. From 1997 until early 2011, he was a Managing Director of JLL Partners, Inc. In the last five years, he served on the board of the following public company: PGT, Inc. (current). The Board believes that Mr. Milgrim is extremely knowledgeable regarding all aspects of corporate finance and the capital markets, and this knowledge is of great importance to the Board.

INFORMATION REGARDING THE BOARD AND ITS COMMITTEES

Board Purpose and Structure

The mission of the Board is to provide strategic guidance to the Corporation's management, to monitor the performance and ethical behavior of the Corporation's management, and to maximize the long-term financial return to the Corporation's stockholders, while considering and appropriately balancing the interests of other stakeholders and constituencies. The Board consists of ten directors.

Director Independence

The Board of Directors is comprised of one management director, Mr. Sherman, who is the Corporation's President and CEO, and nine non-management directors. In 2012, our Board of Directors affirmatively determined that Messrs. Christophe, Griffin, and Steinke are independent under the director independence criteria adopted under the Nasdaq Marketplace Rules (the Nasdaq Rules). In addition, our Board of Directors affirmatively determined that Messrs. Christophe, Griffin, and Steinke are also independent under the SEC's standards for independent audit committee members. As a result, the Nominating Committee and the Audit Committee, which both consist of Messrs. Steinke, Christophe, and Griffin, are comprised solely of independent directors.

As part of its annual evaluation of director independence, the Board examined, among other things, whether any transactions or relationships exist currently, or existed during the past three years, between each independent director and the Corporation or its subsidiaries, affiliates, equity investors, or independent registered public accounting firm (the auditors). If such transactions or relationships exist, the Board reviews the nature of those transactions or relationships under the relevant Nasdaq and SEC standards. The Board also examined whether there are, or have been within the past year, any transactions or relationships between each independent director and members of the senior management of Builders FirstSource or its affiliates. As a result of this evaluation, the Board affirmatively determined that each of Messrs. Christophe, Griffin, and Steinke is independent under those criteria. Each year, the independent directors meet in regularly scheduled executive sessions outside the presence of management representatives. Interested parties, including stockholders, may communicate with the Chairman or the independent directors as a group through the process described in this Proxy Statement under the heading Policy on Stockholder-Director Communications.

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Board Meetings and Attendance

In 2012, our Board of Directors met four times, our Audit Committee met eight times, our Compensation Committee met two times, and our Nominating Committee met two times, including regularly scheduled and special meetings. During 2012, each of the Corporation's incumbent directors attended at least 75% percent of the combined meetings of the Board and any committee on which he served. Pursuant to the Builders FirstSource, Inc. Policy on Director Attendance at Annual Meetings of Stockholders (available on the Governance section of our website), all directors are strongly encouraged to attend the annual meeting in person. Any director who is unable to attend an annual meeting of stockholders is expected to notify the Chairman of the Board in advance of such meeting. In 2012, one member of the Board attended our annual meeting in person and six members were available by conference call.

Board Leadership Structure and Role in Risk Oversight

The Board is led by the Chairman of the Board, Paul Levy, who is affiliated with JLL Partners, Inc. Floyd Sherman, the Corporation's Chief Executive officer and the only employee Director, does not have any formal leadership role with the Board. Mr. Levy takes a leading role in establishing the timing, agenda, and procedure of Board meetings. However, each of the Directors actively participates in guiding the actions of the Board. The Board has determined that this leadership structure is appropriate and effective due to the Board's size, the working relationship that has developed between the Directors as a result of their length of service on the Board, and the significant experience that the members of the Board have as directors and members of senior management with other companies.

The Corporation's Board of Directors recognizes that, although day-to-day risk management is primarily the responsibility of the Corporation's management team, the Board plays a critical role in the oversight of risk management. In that light, the Board is active, as a whole and also at the committee level, in reviewing management's assessment of the major risks facing the Corporation and management's processes for monitoring and controlling these risks. The Board regularly receives information from senior management regarding the Corporation's financial results, credit, liquidity, operations, and other matters, as well as reports from the Corporation's Audit Committee and Compensation Committee. During its review of such information, the Board discusses and analyses risks associated with each area, as well as risks associated with new business ventures and those relating to the Company's executive compensation plans and arrangements. The Board assumes ultimate responsibility for ensuring that the Corporation's management adequately assesses the risks facing the Corporation and appropriately manages those risks.

The Audit Committee is specifically responsible for overseeing and monitoring the quality and integrity of the Corporation's financial reports and other financial information provided to its stockholders. This includes reviewing the results of management's risk assessment and compliance with management policies as they relate to financial reporting. The Audit Committee also monitors the Corporation's compliance with legal and regulatory requirements and the risks associated therewith. On a regular basis, the Audit Committee reviews with senior management significant areas of risk exposure, including financial reporting controls, operational risks, pending litigation, employee issues, and issues arising from complaints to the Corporation's hotline and other risk detection mechanisms.

The Compensation Committee reviewed with management the design and operation of our compensation programs for all employees, including executive officers, for the purpose of determining whether such programs might encourage inappropriate risk-taking that could have a material adverse effect on the Corporation. After conducting its evaluation, the Compensation Committee concluded that the Corporation's compensation programs do not encourage employees to take risks that are reasonably likely to have a material adverse effect on the Corporation.

Controlled Company Exemption and Committees

As of the date hereof, we are a controlled company for purposes of Rule 5615(c) of the Nasdaq Rules by virtue of the fact that JLL Building Holdings, LLC and Warburg Pincus Equity IX, L.P., who publicly filed a notice that they are acting as a group pursuant to the Schedule 13D Amendment No. 6 filed by Building Products, LLC on June 24, 2010, collectively hold 50.8% of the outstanding voting power of our outstanding Common Stock as of March 31, 2013. As a controlled company, we are exempt from the provisions of the Nasdaq Rules that require us to have a board of directors comprised of a majority of independent directors and to maintain compensation and nominating committees comprised solely of independent directors. If we cease to be a controlled company under the Nasdaq Rules, we will come into full compliance with all of the requirements thereof within the applicable transition periods provided by the Nasdaq Rules.

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Audit Committee

The Audit Committee is composed of three independent directors (as that term is defined by the Nasdaq Rules and SEC regulations), Messrs. Christophe, Griffin, and Steinke. Mr. Griffin serves as the Chairman of the Audit Committee. The Board of Directors affirmatively determined that all Audit Committee members are financially literate and possess financial sophistication as defined by the Nasdaq Rules. Messrs. Christophe, Griffin, and Steinke were also designated by the Board as audit committee financial experts under the SEC's guidelines. The Board further determined that Messrs. Christophe, Griffin, and Steinke meet the independence standards of both the SEC regulations and the Nasdaq Rules for audit committee members. The Board adopted an amended charter for the Audit Committee on October 25, 2010. A copy of this charter is available on the Governance section of our website at www.blldr.com. The Audit Committee is a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

The primary function of the Audit Committee is to assist the Board of Directors of the Corporation in fulfilling its oversight responsibilities relating to (i) the quality and integrity of the Corporation's financial reports and other financial information provided by the Corporation to its stockholders, the public, and others, (ii) the Corporation's compliance with legal and regulatory requirements, (iii) the auditors' qualifications, independence, and performance, and (iv) the performance of the Corporation's internal audit function, including its internal control systems. The Audit Committee's functions include preparation of the audit committee report included in this Proxy Statement. The Audit Committee is also annually required to evaluate its performance and review and assess the adequacy of its charter.

Compensation Committee

The Compensation Committee is composed of three directors, Messrs. Christophe, Kruse, and Milgrim. Mr. Christophe serves as the Chairman of the Compensation Committee. The Board adopted a charter for the Compensation Committee on July 27, 2006. A copy of this charter is available on the Governance section of our website at www.blldr.com.

The Compensation Committee is charged with (i) annually reviewing and recommending to the Board, for the Board's approval, all Corporation goals and objectives relevant to the Chief Executive Officer's compensation, (ii) annually evaluating the Chief Executive Officer's performance in light of the Corporation's goals and objectives, (iii) annually reviewing and recommending to the Board for its approval the Chief Executive Officer's base salary, incentive compensation levels, and perquisites and other personal benefits based on the Compensation Committee's evaluation of the Chief Executive Officer's performance relative to the Corporation's goals and objectives, (iv) annually reviewing, evaluating, and recommending to the Board for its approval the base salary level, incentive compensation levels, and perquisites and other personal benefits of the other named executive officers of the Corporation, (v) reviewing and making recommendations to the Board regarding any employment, severance, or termination arrangements to be made with any executive officer of the Corporation, (vi) making recommendations to the Board with respect to awards under the Corporation's 2005 Equity Incentive Plan and making grants under the Company's 2007 Incentive Plan, (vii) making regular reports to the Board concerning the activities of the Compensation Committee, (viii) performing an annual performance evaluation of the Compensation Committee, and (ix) performing other activities as the Compensation Committee or Board may deem appropriate. The Compensation Committee is not specifically authorized to delegate these duties. Information regarding the role of the Compensation Committee and its processes and procedures for considering and determining executive compensation is set forth in the Compensation Discussion and Analysis later in this Proxy Statement.

Nominating Committee

The Nominating Committee is composed of three independent directors, Messrs. Steinke, Christophe, and Griffin. Mr. Steinke serves as the Chairman of the Nominating Committee. The Board adopted an amended charter for the Nominating Committee on February 14, 2012. A copy of this charter is available on the Governance section of our website at www.blldr.com.

The purpose of the Nominating Committee is to (i) identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board, (iii) recommend to the Board the directors to be appointed to each committee of the Board, and (iv) evaluate and make recommendations to the Board regarding (a) the eligibility criteria for receipt of compensation as a director and (b) the appropriate compensation to be paid to eligible members of the Board and to members of Board committees.

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The following table sets forth the cash and other compensation paid by the Corporation to the members of the Board of Directors of the Corporation for all services in all capacities during 2012.

Name	Fees Earned or		
	Paid in Cash (\$)	Stock Awards (\$)(1)	Total (\$)
Daniel Agroskin			
David A. Barr			
Cleveland A. Christophe	55,000	49,998	104,998
Michael Graff			
Ramsey Frank(2)			
Robert C. Griffin	55,000	49,998	104,998
Kevin J. Kruse(3)	33,333	62,498	95,831
Paul S. Levy			
Brett N. Milgrim(3)	33,333	62,498	95,831
Floyd F. Sherman(4)			
Craig A. Steinke	55,000	49,998	104,998

- (1) Reflects the aggregate grant date fair value of restricted stock awards granted in 2012. The fair value of these awards was determined in accordance with the Compensation Stock Compensation topic of the Financial Accounting Standards Board Accounting Standards Codification. The fair value of the restricted stock awards was equal to the closing price of our Common Stock on the grant date.
- (2) Mr. Frank resigned from the Board on February 28, 2012.
- (3) Mr. Kruse and Mr. Milgrim were previously affiliated with Warburg Pincus, LLC and JLL Partners, Inc., respectively. Following a determination by the Board of Directors in May 2012 that Messrs. Kruse and Milgrim qualified as Eligible Directors (as defined below), they each received a prorated annual cash retainer for their service on the Board. They each also received a prorated grant of restricted stock for the remainder of the annual director compensation period ending July 30, 2012, as well as a regular grant of restricted stock for the annual director compensation period ending July 30, 2013.
- (4) As an employee of the Corporation, Mr. Sherman does not receive any compensation for his service as a director. The compensation he receives as an employee is set forth in Executive Compensation and Other Information below.

The following table shows the total number of restricted shares held as of December 31, 2012:

Name	Number of Restricted Shares
Christophe	25,966
Griffin	25,966
Kruse	17,060

Milgrim	17,060
Steinke	25,966

Director Compensation Program

Under the Amended and Restated Director Compensation Policy, directors are entitled to compensation for their service on the Board if they are neither (i) concurrently employed in any capacity by the Corporation or any of its subsidiaries nor (ii) concurrently employed by or affiliated with (a) JLL Partners, JLL Associates G.P. V, L.L.C, or JLL Building Holdings, LLC or any of their affiliates or (b) Warburg Pincus & Co., Warburg Pincus LLC, or Warburg Pincus Private Equity IX, L.P. or any of their affiliates. For purposes of the policy, affiliate has the meaning given to it in Rule 12b-2 promulgated under the Exchange Act.

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The directors who meet these standards (Eligible Directors) receive: (i) an annual cash retainer of \$50,000, payable quarterly, and (ii) an annual cash retainer of \$5,000 for service as the chairperson of a committee of the Board. Eligible Directors do not receive separate per meeting fees. Eligible Directors also receive annual restricted stock awards. The number of shares in these awards is determined by dividing a dollar value (\$50,000 per year) by the fair market value of our Common Stock on the date of grant. These restricted shares vest in full on the earlier of the first anniversary of the grant date or upon such director's cessation of service due to death, disability, or retirement. If a new Eligible Director joins the Board, or if an existing director's status changes to allow him or her to qualify as an Eligible Director, that director will receive a grant of restricted shares on a prorated basis for the remainder of the current director compensation year (August 1 to July 30).

We do not compensate directors for any period of service in which they are not Eligible Directors.

No Material Proceedings

As of March 31, 2013, there are no material proceedings to which any director, executive officer, or affiliate of the Corporation or any owner of more than five percent of the Common Stock, or any associate of any of the foregoing, (i) is a party adverse to the Corporation or any of its subsidiaries or (ii) has a material interest adverse to the Corporation or any of its subsidiaries.

Mr. Steinke was the President and Chief Executive Officer of GPX International Tire Corporation, which filed for voluntary bankruptcy on October 1, 2009 with the support of its senior lenders to effectuate sales of its businesses under Section 363 of the United States Bankruptcy Code. The United States Bankruptcy Court approved the sales in December 2009, and the sales were consummated in January 2010.

CORPORATE GOVERNANCE

Builders FirstSource is committed to conducting its business in a way that reflects best practices, as well as the highest standards of legal and ethical conduct. To that end, the Board of Directors approved a comprehensive system of corporate governance documents. These documents are reviewed periodically and updated as necessary to reflect changes in regulatory requirements and evolving oversight practices. These policies embody the principles, policies, processes, and practices followed by the Board, executive officers, and employees in governing the Corporation and serve as a flexible framework for sound corporate governance.

Code of Business Conduct and Ethics

Builders FirstSource 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 the Corporation's directors, officers (including our principal executive officer, principal financial officer, and controller), and employees. Our Code of Business Conduct and Ethics is administered by the Compliance Committee, which is made up of representatives from our Finance, Legal, Human Resources, and Internal Audit Departments. Our employees are encouraged to report any suspected violations of laws, regulations, or the Code of Business Conduct and Ethics and all unethical business practices. We provide a continuously monitored hotline for anonymous reporting by employees. Our Board of Directors also approved a Supplemental Code of Ethics for Chief Executive Officer, President, and Senior Financial Officers of Builders FirstSource, Inc., which is administered by our General Counsel. Both policies can be found on the Governance section of our corporate website at www.bldr.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.

In addition, within four business days of:

any amendment to our Code of Business Conduct and Ethics or our Supplemental Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, or Controller, 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 website at the internet address above. Such information will be available on our website for at least a 12-month period. In addition, we will disclose any amendments and waivers to our Code of Business Conduct and Ethics and our Supplemental Code of Ethics as required by the Nasdaq Rules.

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By-law Provisions on Stockholder Nominations of Director Candidates

Builders FirstSource's By-laws provide that no director candidate may be nominated by a stockholder for election at a meeting unless the stockholder (i) has delivered to the Corporate Secretary, within the time limits described in the By-laws, a written notice containing the information specified in the By-laws and (ii) was a stockholder of record (a) at the time such notice was delivered to the Corporate Secretary and (b) on the record date for the determination of stockholders entitled to notice and to vote at the meeting at which such director is standing for election. Accordingly, in order for a stockholder's nomination of a person for election to the Board of Directors to be considered by the stockholders at the 2014 annual meeting in accordance with the Corporation's By-laws, the required written notice must be received by our Corporate Secretary on or after January 22, 2014, but no later than February 21, 2014. Only individuals nominated in accordance with the procedures set forth in the By-laws are eligible to stand for election as directors at a meeting of stockholders and to serve as directors. A copy of the By-laws may be obtained on the Governance section of our website at www.blldr.com, by written request to the Corporate Secretary, Builders FirstSource, Inc., 2001 Bryan Street, Suite 1600, Dallas, Texas 75201, or by e-mail at inforequest@blldr.com. The foregoing is subject to the Corporation's obligations under SEC Rule 14a-8 regarding the inclusion of stockholder proposals in the Corporation's proxy statements, which is further described below in [Stockholder Proposals](#).

Policy on Stockholder Recommendations for Director Candidates

The Nominating Committee adopted a Policy on Stockholder Recommendations for Director Candidates to describe the process by which the Nominating Committee (in preparing their recommendation of director nominees to the Board) will consider candidates for director recommended by stockholders in accordance with the Corporation's By-laws. A current copy of the Policy on Stockholder Recommendations for Director Candidates is available on the Governance section of our website at www.blldr.com. To have a candidate considered by the Nominating Committee, a stockholder must submit the recommendation in writing and must include the following information:

The name and record address of the stockholder and evidence of such stockholder's ownership of the Corporation's stock, including the number of shares owned and the length of time of ownership,

Whether the stockholder intends to appear in person or by proxy at the meeting to make the nomination,

A description of all arrangements or understandings between the stockholder and the nominee and any other person or persons, naming such person or persons, pursuant to which the nomination is made,

The name, age, residence, business address, and principal occupation of the candidate; the candidate's resume or a listing of his or her qualifications to be a director of the Corporation; the number of shares of the Corporation's stock, if any, owned beneficially or of record by the candidate; and the candidate's consent to be named as a director if selected and nominated by the Board, and

Any other information relating to either the stockholder or the candidate that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder.

The stockholder recommendation and information described above must be sent to the Corporate Secretary, at 2001 Bryan Street, Suite 1600, Dallas, Texas 75201 and must be delivered to, or mailed and received by, the Corporate Secretary (i) in the case of an annual meeting, not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders (provided, however, that if the annual meeting is called for a date not within thirty (30) days before or after such anniversary date, notice by the stockholder, in order to be timely, must be received not later than the close of business on the tenth (10th) day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made, whichever occurs first) and (ii) in the case of a special meeting of stockholders called to elect directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever occurs first.

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Policy on the Director Nomination Process

The Nominating Committee adopted a Policy on the Director Nomination Process that describes the process followed by the Nominating Committee to identify, evaluate, and recommend future director candidates for selection by the full Board. A current copy of the Policy on the Director Nomination Process is available on the Governance section of our website at www.bldr.com.

The Nominating Committee believes the minimum qualifications for serving as a director of the Corporation are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Corporation and have a record and reputation for honest and ethical conduct in both his or her professional and personal activities. Nominees for director shall be those people who, after taking into account their skills, expertise, integrity, character, judgment, age, independence, corporate experience, length of service, diversity of background and experience, conflicts of interest, and commitments, including, among other things, service on the boards (or comparable governing bodies) of other public companies, private business companies, or similar organizations, and other qualities, are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Corporation, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, or the Nasdaq Rules.

A nominee for director should have an understanding of the workings of large business organizations such as the Corporation, as well as the ability to make independent, analytical judgments, the ability to communicate effectively, and the ability and willingness to devote the time and effort to be an effective and contributing member of the Board. In addition, the Nominating Committee will examine a candidate's specific experiences and skills, time availability in light of other commitments, potential conflicts of interest, and independence from management and the Corporation.

The Nominating Committee will identify potential nominees by asking current directors and executive officers to notify the Nominating Committee if they become aware of persons meeting the criteria described above. The Nominating Committee may also, from time to time, engage firms that specialize in identifying director candidates. As described further in the Corporation's Policy on Stockholder Recommendations for Director Candidates, the Nominating Committee will also consider candidates recommended by stockholders.

Once a person is identified by the Nominating Committee as a potential candidate, the Nominating Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating Committee determines that the candidate warrants further consideration, the Nominating Committee will contact the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Nominating Committee will request information from the candidate and review the person's accomplishments and qualifications, including in light of any other candidates that the Nominating Committee might be considering. In certain instances, the Nominating Committee may conduct one or more interviews with the candidate, contact one or more references provided by the candidate, or may contact other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments. The evaluation process conducted by the Nominating Committee does not vary based on whether or not a candidate is recommended by a stockholder, although the Nominating Committee may take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

The Nominating Committee considers diversity of background and experience as one of several factors set forth in the Policy on the Director Nomination Process that it takes into account in evaluating a potential director candidate's qualifications. The Nominating Committee considers all types of diversity in making this determination. The Nominating Committee will generally evaluate the effectiveness of the Policy on the Director Nomination Process annually, including those sections dealing with diversity of background and experience, but does not have a formal review process covering diversity.

Policy on Stockholder-Director Communications

The Policy on Stockholder-Director Communications describes the process for stockholders to send communications to the Board. Stockholders and other interested parties may contact any member (or all members) of the Board (including without limitation the non-management directors as a group, any Board committee, or any chair of any such committee) in writing by mail or overnight service or electronically. To communicate with the Board of Directors, any individual directors, or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent to the Corporation in care of the Corporate Secretary at 2001 Bryan Street, Suite 1600, Dallas, Texas 75201. A current copy of the Policy on Stockholder-Director Communications is available on the Governance section of our website at www.bldr.com.

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All communications received will be opened by the office of our General Counsel for the sole purpose of determining whether the contents represent a message to our directors. Any contents that legitimately relate to the business and operation of the Corporation and that are not in the nature of advertising, promotions of a product or service, patently offensive material, charitable requests, repetitive materials, or promotions of a political or similar agenda will be forwarded promptly to the addressee. In the case of communications to the Board or any group or committee of directors, the General Counsel's office will make sufficient copies of the contents to send to each director who is a member of the group or committee to which the envelope or e-mail is addressed.

Auditor Services Pre-Approval Policy

Our Audit and Non-Audit Services Pre-Approval Policy, available on the Governance section of our website at www.blr.com, defines the principles and procedures followed by the Audit Committee in pre-approving audit and non-audit services performed by the Corporation's independent registered public accounting firm.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

Compensation Discussion and Analysis

Overview

In the discussion that follows, we will give an overview and analysis of our compensation program and policies, the material compensation decisions we have made under those programs and policies with respect to our top executive officers, and the material factors that we considered in making those decisions. The persons who served as our Chief Executive Officer and Chief Financial Officer during 2012, as well as the other individuals named in the Summary Compensation Table, are referred to as the named executive officers or NEOs throughout this Proxy Statement.

Executive Summary

As for most companies in the housing industry, the past several years have been a very challenging period for us. Due to the ongoing weak housing market, our Company incurred significant operating losses in 2010 and 2011. In this environment, our Compensation Committee made some important decisions regarding executive compensation during 2012, including the following:

Based on senior management's recommendation, the Compensation Committee and the Board decided to continue a freeze on the salaries of our executive officers during 2012 (except for Mr. Crow, as discussed below), as part of the Company's ongoing expense reduction program. This freeze on executive officer salaries had been in place since 2008.

The Compensation Committee and the Board decided to continue the performance-based annual incentive bonus program for corporate office managers, including our NEOs, that had been in effect since 2008, which we refer to as the Management Incentive Plan. This program, which was adopted in response to the industry downturn, focuses on improving the Company's financial performance. Although the Company produced its best financial performance in several years in 2012, it nevertheless incurred an operating loss for the year and, therefore, the NEOs did not receive any financial performance incentive payment for 2012.

The 2012 Management Incentive Plan included a discretionary bonus opportunity which was designed to retain and incentivize key managers. The Compensation Committee determined that our NEOs would be eligible for a maximum discretionary bonus of up to 25% of their base salary. However, at the time of adopting the Plan, the Committee determined that payment of discretionary bonuses for 2012 and the amounts thereof would be contingent not only on the performance of our executives and our other managers, but also on the condition of the housing market during the year and the Company's liquidity position at the end of the year. In early 2013, the Committee and the Board decided to award 100% of the maximum discretionary bonus opportunity for 2012 to all Plan participants, including our NEOs. The Committee and the Board made this decision in view of (i) the significantly improved financial performance of the Company in 2012, (ii) the increased market share and the improved liquidity position of the Company, and (iii) the desire to retain key managerial personnel in an increasingly competitive environment. Each of the executive officers received discretionary bonus payments equal to 25% of their base salary.

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Following the successful completion of the Company's rights offering and debt exchange in January 2010, the Compensation Committee issued significant new equity awards to key managers, including our NEOs, in order to promote retention and provide incentive to management in a difficult operating environment. Given the significant equity awards made in 2010, the Committee decided not to grant additional equity awards to our NEOs or our other key managers in 2011 or 2012.

Consideration of Last Year's Advisory Stockholder Vote on Executive Compensation

At the annual meeting of stockholders on May 25, 2011, over 99% of the shares represented and entitled to vote at the annual meeting were voted to approve the compensation of the Company's named executive officers, as discussed and disclosed in the 2011 Proxy Statement. The Board and the Compensation Committee appreciate and value the views of our stockholders. In considering the results of this advisory vote on executive compensation, the Committee concluded that the compensation paid to our named executive officers and the Company's overall pay practices enjoy strong stockholder support.

Going forward, future advisory votes on executive compensation will serve as an additional tool to guide the Board and the Compensation Committee in evaluating the alignment of the Company's executive compensation program with the interests of the Company and its stockholders.

At the annual meeting of stockholders on May 25, 2011, our stockholders expressed a preference that advisory votes on executive compensation occur once every three years. Consistent with this preference, the Board determined to implement an advisory vote on executive compensation once every three years (with the next such advisory vote scheduled to occur at the 2014 annual meeting) until the next required vote on the frequency of stockholder votes on the compensation of executive officers, which is scheduled to occur at the 2017 annual meeting.

Compensation Principles

Our executive compensation program has been designed to provide a total compensation package that allows us to attract, retain, and motivate executives who have the talent to capably manage our business. Our executive compensation program has historically been guided by several key principles:

Our compensation program should provide total compensation opportunities at levels that are competitive for comparable positions at companies with whom we compete for talent.

Our compensation program should provide incentives to our executive officers to achieve key financial objectives set by the Board of Directors.

Our compensation program should provide an appropriate mix of fixed and variable pay components to establish a pay-for-performance oriented compensation program.

Our compensation program should align the financial interests of executives with stockholder interests by providing significant compensation opportunities in the form of equity awards.

Although the Compensation Committee is generally guided by all of the principles outlined above, the Committee implemented an executive compensation program in recent years, including 2012, with a particular focus on pay-for-performance in light of the Company's recent operating results. For example, based on senior management's recommendation after giving consideration to the Company's lack of profitability, the Committee did not increase salaries to our NEOs in 2012 (except for Mr. Crow, as discussed below), regardless of their individual performance during the year or their level of compensation relative to our peer companies. The Committee also implemented an annual bonus program for our NEOs and other corporate office managers that was primarily based on the Company achieving positive earnings before interest, taxes, and amortization (EBITA), even though there was no realistic expectation that the Company would have positive earnings for the year, as described below. As a result, the salary and bonus components of our 2012 executive compensation program resulted in significantly lower cash compensation opportunities for our NEOs compared to the years immediately prior to the housing downturn. The Committee believes this was appropriate in light of the ongoing weak housing market, the Company's expected 2012 financial results and the continuing need to control operating expenses.

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2012 Executive Compensation Process

Role of the Compensation Committee. Under its charter, the Compensation Committee is responsible for designing our executive compensation program and assisting the Board in discharging its responsibilities relating to executive compensation. As part of its evaluation process, the Committee reviewed compensation information from various sources, including data compiled from certain members of our management team, as described below. In January 2012, the Compensation Committee approved, and recommended to our Board of Directors for its ratification, the 2012 compensation program for our NEOs.

Role of Executives. Our CEO, CFO, and General Counsel, as well as members of our Legal and Finance Departments, assisted the Compensation Committee and the Board in gathering the information needed for their respective reviews of our 2012 executive compensation program. This assistance included the preparation of tally sheets and the assembly of requested compensation data. The Compensation Committee and the Board also considered our CEO's recommendations for our executive officers (other than himself) with respect to the 2012 compensation program.

Role of Compensation Consultants. In the past, the Compensation Committee has engaged compensation consultants to assist in its review and evaluation of our executive compensation program. In 2008, the Committee engaged Mercer Human Resource Consulting (Mercer) to conduct a review of our compensation program (including base salary, annual bonus plan, and equity awards), to conduct market compensation comparisons for the executive officers, and to make recommendations to the Committee regarding any suggested changes to our executive compensation program. The Committee met with Mercer, reviewed its reports, and considered its advice in connection with structuring our compensation program and setting compensation levels for 2008. For 2009 through 2012, the Compensation Committee decided that it would not make any significant changes to the structure of the executive compensation program and would generally continue the program that was in effect for 2008, but on a reduced basis in certain respects in light of the extended industry downturn and the Company's struggling financial performance. One exception to this consistent approach was the relatively large equity grants made in 2010, as discussed below. The Committee decided not to retain a compensation consultant to review the 2012 executive compensation program or to compile peer company compensation data. As noted above, the Committee decided that none of the named executive officers would receive a salary increase (except Mr. Crow) or additional equity grants for 2012 and the annual incentive bonus program established for 2011 would continue in place for 2012.

Market Comparisons. In setting up the structure of the 2008 executive compensation program, the Compensation Committee examined the competitiveness of our compensation program using peer data provided by Mercer to determine how our compensation levels compared to our overall philosophy and target markets. As discussed above, we did not rely on market survey data as a material factor in structuring our compensation program or determining compensation levels for the years 2009 through 2012, but largely continued with the same compensation program, including salary levels and bonus structure, that was in place for 2008.

2012 Review of Total Compensation. A tally sheet affixing dollar amounts for the following components of compensation for each NEO was prepared by management and reviewed by the Compensation Committee: salary, bonus, long-term incentives, accumulated (unrealized) gains under outstanding equity awards, and projected payout obligations under potential severance and change-in-control scenarios. The Committee utilizes tally sheets as an information resource in order to ensure that the Committee has a comprehensive picture of the total compensation opportunities for each executive officer. The tally sheets were used as a reference point by the Committee, but were not a material factor in specific compensation decisions made by the Committee for the 2012 executive compensation program. Based on its overall review, the Compensation Committee determined that our executives' total compensation (and, in the case of the severance and change-in-control scenarios, the potential payments) in the aggregate was appropriate in light of (i) the continuing weakness in the housing industry and the Company's recent financial performance and (ii) the NEOs' contributions toward achieving the Company's business and financial objectives, overall responsibilities, and individual performance.

Role of the Board of Directors. The Board of Directors is responsible for reviewing and ratifying the decisions and recommendations of the Compensation Committee regarding our executive compensation program. In February 2012, after considering the decisions and recommendations of the Compensation Committee, the Board ratified the 2012 executive officer compensation program.

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Elements of our Compensation Program

Components of Compensation. There are three main components of our executive compensation program:

Base salary,

Annual cash incentives, and

Long-term equity incentives.

Reflecting our philosophy to focus on direct (rather than indirect) compensation as the most appropriate means to attract and retain key executive talent, and seeking to maintain an egalitarian culture, we provide very few special benefits to our executive officers that are not generally available to all of our salaried employees. For example, the Board offers no perquisites to our executive officers other than auto allowances and no retirement benefits beyond our company-wide 401(k) plan.

The following sections describe in greater detail each of the elements of our executive compensation program, why they were selected, and how the amounts of each element were determined.

Base Salary

Base salary is designed to compensate the executive officers for their roles and responsibilities and to provide a stable and fixed level of compensation that serves as a retention tool throughout the executive's career. In determining base salaries, we generally consider each executive's role and responsibilities, unique skills, the salary levels for similar positions in our target market, and internal pay equity. Our compensation philosophy historically has been to target base salaries for our NEOs at or below the market median, with certain exceptions made to reflect increased levels of responsibilities or based on considerations of internal pay equity.

The factors described above were considered in adjusting and setting NEO salaries for 2008. In February 2009, based on management's recommendation, the Compensation Committee and the Board implemented a Company-wide freeze on salaries, including the salaries of its NEOs, as part of the Company's expense control program. The Committee and the Board continued this salary freeze in 2010 and 2011 and, for the NEOs, in 2012 as well. However, in June 2012, the Committee and the Board increased Mr. Crow's salary from \$350,000 to \$400,000. The Committee and the Board took this action based on Mr. Crow's job performance, the increased responsibilities assumed by Mr. Crow since his promotion to CFO, competitive pay factors, and considerations of internal pay equity relative to other NEOs. No other NEOs received a pay increase for 2012.

At Mr. Sherman's request, the Board did not raise his salary for 2012, leaving his salary at the same level it has been at since he commenced employment with the Corporation in September 2001.

Annual Cash Incentives

We provide annual cash bonus opportunities to our executive officers, which are designed to reward the achievement of financial results measured over the current fiscal year. The Compensation Committee selects the financial performance goals applicable to the annual incentive program, which may be based on one or more stockholder-approved performance criteria under our 2007 Incentive Plan. In addition, in order to provide a mechanism to reward individual performance and to facilitate retention of key managers, a portion of each NEO's annual cash incentive bonus award has historically been payable at the Board's discretion. Our compensation philosophy historically has been to target annual bonuses at the upper quartile of the market, with the result that our NEOs would earn above-average cash compensation if the Company's financial targets for that year are achieved. However, due to the Company's operating losses during the industry downturn, we did not pay any annual incentives to our NEOs for the 2008 through 2011 fiscal years.

2012 Management Incentive Plan. For 2012, the Committee implemented an annual cash incentive program for its corporate office managers (the 2012 Management Incentive Plan), in which the NEOs participated. The Compensation Committee modeled the 2012 Management Incentive Plan on the 2011 incentive program, again utilizing EBITA as the primary financial performance metric. As with the 2011 program, the Committee included a discretionary bonus opportunity based on individual performance in the 2012 Management Incentive Plan.

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The 2012 Management Incentive Plan established a corporate office bonus pool that would be funded in an amount equal to 8.5% of the Company's EBITA for 2012 (the Corporate Office Bonus Pool). EBITA is calculated as earnings before interest, taxes, and amortization less an interest charge based upon the Company's weighted average cost of capital multiplied by average net tangible assets. This EBITA-based bonus opportunity for corporate office managers is consistent with the bonus opportunity established under the 2008, 2009, 2010, and 2011 Management Incentive Plans. The Committee chose EBITA as the financial performance metric under the 2012 Management Incentive Plan in order to continue to focus management's efforts on improving the Company's financial performance. The Committee believes that an EBITA-based performance criterion provides an effective incentive to maximize financial performance in various market environments and closely aligns management awards to the financial interests of stockholders.

For 2012, the Committee allocated the following percentages of the Corporate Office Bonus Pool to the executive officers, as follows:

Floyd Sherman 10.0%,

Morris Tolly 5.75%,

Chad Crow 5.25%,

Don McAleenan 5.25%, and

Fred Schenkel 3.50%.

These EBITA-based bonus percentages for our NEOs have remained the same each year as those selected by the Committee for the original 2008 Management Incentive Plan, which included the same EBITA performance component. The only exception to this has been Mr. Crow, whose percentage was increased to 5.25% following his promotion to Senior Vice President and Chief Financial Officer in November 2009.

At the time of adopting the 2012 Management Incentive Plan, it was expected that the Company would realize negative EBITA for the 2012 year given the ongoing weak housing market and, therefore, that the NEOs would not earn any financial performance bonus amounts for 2012. The Committee nevertheless adopted the 2012 Management Incentive Plan based on the EBITA performance criteria because the Company is committed to improving its financial performance.

Discretionary Individual Performance Component. The Compensation Committee believes that the ability to incentivize individual achievement by executives is important to the Company's success. In addition, the Committee believes it is critical to have the ability to offer market competitive compensation and to retain key personnel even if overall financial results are down. The Committee is particularly concerned about the retention of key managers given their reduced compensation opportunities over the past several years. The discretionary component of the bonus program is intended to provide the Committee with a mechanism to address these concerns. For 2012, the Committee determined that our NEOs would be eligible for a maximum discretionary payment of up to 25% of their base salary. The Committee selected this percentage because it believed that was the minimum amount necessary to accomplish the retention objectives outlined above. The Committee advised our NEOs that the payment of all or a portion of their potential discretionary bonuses for 2012 would be contingent not just on their individual performance, but also on the condition of the housing market during the year and the Company's liquidity position at the end of the year. The Committee did not include specific performance criteria in the 2012 Management Incentive Plan that would determine the amount of discretionary bonus paid to a participant.

2012 Management Incentive Plan Results. Although the Company produced its best financial performance in several years in 2012, it nevertheless incurred an operating loss for the year, and, as a result, the NEOs did not receive any payments under the EBITA performance component. In early 2013, the Committee and the Board decided to award 100% of the maximum discretionary bonus opportunity for 2012 to all Plan participants, including our NEOs. The Committee and the Board made this decision in view of (i) the significantly improved financial performance of the Company in 2012, (ii) the increased market share and the improved liquidity position of the Company, and (iii) the desire to retain key managerial personnel in an increasingly competitive environment. Each of the executive officers received discretionary bonus payments equal to 25% of their base salary. The discretionary bonus amounts paid to our NEOs for 2012 are set forth in the Bonus column of the Summary Compensation Table in this Proxy Statement.

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Long-Term Equity Incentives

A key component of our executive compensation program consists of rewards for long-term strategic accomplishments and enhancement of long-term stockholder value through the use of equity-based incentives. We believe that long-term incentive compensation performs an essential role in attracting and retaining talented executives and providing them with incentives to maximize stockholder value. Our compensation philosophy historically has been to set equity awards at or above the median of the market, with some variation.

Stock options and restricted stock awards are the primary long-term incentive vehicles that we use in our executive compensation program. These award vehicles have been selected by the Compensation Committee due to their retention value and the performance link to our stock price.

Following the successful completion of the Company's rights offering and debt exchange in January 2010, the Compensation Committee decided to issue significant new equity awards to key managers, including our NEOs, in order to promote retention and provide incentive to management in a difficult operating environment. The purpose of these relatively large awards (compared to past practice) was to maximize the retention and performance incentives for these key executives in light of reduced compensation opportunities during recent years (specifically, a salary freeze and no incentive bonus payouts). Given the significant equity awards made in 2010, the Committee decided not to issue additional equity awards to our NEOs or our other key managers for 2011 or 2012. In July 2011, the Committee and the Board amended certain outstanding vested stock option awards that were scheduled to expire to extend the term thereof by an additional ten years. At that time, all of the extended options, including those held by our NEOs, were significantly underwater.

Executive Benefits and Perquisites

The Company seeks to maintain an egalitarian culture in its facilities and operations. The Company does not provide its officers with parking spaces or separate dining facilities or country club memberships. Company-provided coach-class air travel for officers is for business purposes only. The Company's health care, insurance, 401(k) plan, and other welfare and employee-benefit programs are the same for all eligible employees, including the NEOs, except that employees making over \$100,000 annually make higher monthly contributions for their health insurance benefits.

The Company offers no perquisites to our executives, including the named executive officers, other than auto allowances to certain individuals. Otherwise, our executives are eligible for the same benefits as all other employees. The perquisites and other benefits provided to our named executive officers are set forth in the "All Other Compensation" column of the "Summary Compensation Table" later in this Proxy Statement.

Post-Termination Compensation

The Board believes that severance benefits are necessary in order to attract and retain the caliber and quality of executive that the Company needs in its most senior positions.

The Company has entered into employment agreements with Messrs. Sherman, Crow, Tolly, and McAleenan. The terms of these agreements are described under the caption "Employment Agreements" later in this Proxy Statement. These agreements provide the Company with protection in the form of restrictive covenants, including non-competition, non-solicitation, and confidentiality covenants. The Board considered the advisability of using employment agreements with its executive officers and determined that they are in the best interests of the Company insofar as they permit the Company to achieve its goals of attracting and retaining the best possible executive talent while obtaining post employment non-competition and non-solicitation covenants from executive officers.

Under the terms of their employment agreements, Messrs. Sherman, Crow, Tolly, and McAleenan are entitled to certain severance benefits in the event their employment is terminated by the Company without cause or by the NEO under certain circumstances, as described in the employment agreements. These severance benefits include salary continuation for a period of one year (for Messrs. Crow, Tolly, and McAleenan) or up to two years (for Mr. Sherman, depending on termination date and the expiration date of the then-current term of his agreement), continuation of health and welfare benefits during this period, and a payment equal to the average annual bonus amount paid to the executive for the prior two fiscal years (for Messrs. Crow, Tolly, and McAleenan). These severance benefits are described under the caption "Potential Payments Upon Termination or Change in Control" later in this Proxy Statement.

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Retirement / Post-Employment Benefits

The Company does not provide any retirement programs or benefits to its NEOs other than its 401(k) program, which is available to all employees. This is consistent with our emphasis on direct compensation and our philosophy of maintaining an egalitarian culture.

Equity Grant Practices

The Board's historical practice has been to grant equity awards to our NEOs following the release of earnings in February. We do not engage in the practice of timing grants with the release of non-public information. We utilize the closing price on the grant date to establish the exercise price of stock options under our equity plans.

Tax Deductibility Policy

The Board of Directors has carefully considered the implications of Section 162(m) of the Internal Revenue Code. The Board of Directors believes tax deductibility of compensation is an important consideration. Accordingly, the Board of Directors, where possible and considered appropriate, strives to preserve corporate tax deductions, including the deductibility of compensation to NEOs.

The Board of Directors also reserves flexibility, where it is deemed necessary and in the best interests of the Company and its stockholders to continue to attract and retain the best possible executive talent, to approve compensation arrangements that are not necessarily fully tax deductible to the Company. In this regard, certain portions of compensation paid to the NEOs may not be deductible for federal income tax purposes under Section 162(m). All of the compensation payable to the NEOs in 2012 was fully deductible by the Company. The Board of Directors will continue to review the Company's executive compensation practices to determine which elements of executive compensation qualify as performance-based compensation under the Code.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.

Submitted by the Compensation Committee:

Cleveland A. Christophe (Chairman)

Kevin J. Kruse

Brett N. Milgrim

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The following table sets forth the cash and other compensation that we paid to our NEOs, or that was otherwise earned by our NEOs, for their services in all capacities during 2012, 2011, and 2010.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock	Option	All Other	Total (\$)
				Awards \$(2)(3)	Awards \$(2)	Compensation \$(4)	
Floyd F. Sherman, President and Chief Executive Officer	2012	600,000	150,000			12,500	762,500
	2011	600,000			274,676(5)	12,500	887,176
	2010	600,000		733,700	684,955(6)	11,058	2,029,713
M. Chad Crow, Senior Vice President and Chief Financial Officer	2012	378,846(7)	100,000			13,257	492,103
	2011	350,000				13,200	363,200
	2010	350,000		526,350	596,165(6)	11,758	1,484,273
Morris E. Tolly, Senior Vice President Operations	2012	450,000	112,500			1,558	564,058
	2011	450,000			42,470(5)	1,454	493,924
	2010	450,000		574,200	634,218(6)	1,454	1,659,872
Donald F. McAleenan, Senior Vice President and General Counsel	2012	390,000	97,500			14,000	501,500
	2011	390,000			300,776(5)	14,150	704,926
	2010	390,000		526,350	596,165(6)	13,970	1,526,485
Frederick B. Schenkel, Vice President Manufacturing	2012	250,000	62,500			11,100	323,600
	2011	250,000			18,914(5)	11,100	280,014
	2010	250,000		95,700	177,581(6)	11,070	534,351

- (1) Reflects discretionary cash incentive awards earned under the Corporation's 2012 Management Incentive Plan. For information regarding our Management Incentive Plan, see the discussion in Compensation Discussion and Analysis.
- (2) No new options or stock awards were granted in 2011 or 2012. See footnote 5 below.
- (3) Reflects the aggregate grant date fair value of restricted stock awards granted in the applicable year. The fair value of these awards was determined in accordance with the *Compensation - Stock Compensation* topic of the Financial Accounting Standards Board Accounting Standards Codification. The fair value of the restricted stock awards was equal to the closing price of our Common Stock on the grant date.
- (4) Amounts include the following:
Employer Contributions to 401(k) Plan. Each of Messrs. Crow, Tolly, McAleenan, and Schenkel received a 10% match for their contributions up to 6% of their annual compensation.
- Auto Allowance.* Messrs. Sherman, Crow, McAleenan, and Schenkel each received a car allowance in 2010, 2011, and 2012. We value auto allowances based on the actual payments made to the executives.
- (5) No new options were granted in 2011. This amount represents the incremental fair value with respect to the extension of the term of certain outstanding options that were nearing expiration. In 2011, our Board of Directors approved a ten-year extension of the option termination date for all outstanding awards under the 1998 Plan, including those held by the NEOs. These awards originally had a term of ten years

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and were set to expire at various times by mid-2014. No other terms and conditions of the original agreements were modified. All of the options were fully vested and were underwater at the time of the modification.

The incremental fair value of these awards is the difference between the fair value of the modified options and the fair value of the original options on the date of modification, in both cases reflecting the current facts and circumstances on the modification date, as determined in accordance with the Compensation – Stock Compensation topic of the Financial Accounting Standards Board Accounting Standards Codification. The modification date fair value of these awards is based on the Black-Scholes valuations of the stock options, which in turn is based on the value of our Common Stock on the modification date. The assumptions used in determining the grant date fair value of these awards are set forth in Note 2, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

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(6) Reflects the aggregate grant date fair value of stock option awards granted in 2010. The fair value of these awards was determined in accordance with the Compensation Stock Compensation topic of the Financial Accounting Standards Board Accounting Standards Codification. The grant date fair value of these awards is based on the Black-Scholes valuations of stock options granted, which in turn is based on the value of our Common Stock on the grant date. The assumptions used in determining the grant date fair value of these awards are set forth in Note 2, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

(7) Mr. Crow's base salary increased from \$350,000 annually to \$400,000 annually on June 2, 2012.

2012 Grants of Plan-Based Awards

The following table below sets forth the individual grants of plan-based awards made to each of our NEOs during 2012. The Corporation did not grant any options or restricted stock to the NEOs in 2012.

Name	Estimated Future Payouts Under	
	Non-Equity Incentive Plan Awards	
	Threshold	Target
	(1)	
	(\$)	(\$)
Floyd F. Sherman	0	150,000
M. Chad Crow	0	100,000
Morris E. Tolly	0	112,500
Donald F. McAleenan	0	97,500
Frederick B. Schenkel	0	62,500

(1) Represents threshold and target payout levels for 2012 performance under the 2012 Management Incentive Plan, which was established under the 2007 Incentive Plan. The 2012 Management Incentive Plan does not set forth an overall target payout amount. The amounts shown here as target payouts are representative amounts based on (i) a full payout of the discretionary portion of the bonus based on individual performance plus (ii) a payout of the portion of the bonus that would be earned if 2012 financial performance were equal to 2011 financial performance. No amount was included in the target payouts based on item (ii). There is no maximum payout level of the EBITA performance component of the 2012 Management Incentive Plan. For more information regarding the 2012 Management Incentive Plan, see the discussion in Compensation Discussion and Analysis.

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Employment Agreements

We have employment agreements with Messrs. Sherman, Crow, Tolly, and McAleenan that include the terms described below. Additional information regarding the severance benefits provided under the employment agreements may be found under Potential Payments Upon Termination or Change in Control.

Mr. Sherman. Mr. Sherman's employment agreement was entered into on September 1, 2001 and amended on June 1, 2005 and October 29, 2008. His agreement has a two-year term, with automatic renewals each year commencing on the first anniversary of the effective date of the employment agreement, unless either party provides at least 90 days' notice of non-renewal. Mr. Sherman's employment agreement sets his base salary at \$600,000, subject to annual review and increase as deemed appropriate by the Board of Directors. At his request, Mr. Sherman's base salary remained unchanged from September 2001 to the end of 2012. Mr. Sherman's employment agreement also provides that Mr. Sherman will be eligible for an annual cash incentive bonus of up to 133% of his base salary, as determined by the Board of Directors. The Board of Directors may increase the amount of Mr. Sherman's bonus if it deems such an increase appropriate. Pursuant to his employment agreement, Mr. Sherman is entitled to fully participate in all (i) health and dental benefits and insurance programs, (ii) life and short- and long-term disability benefits and insurance programs, and (iii) defined contribution and equity compensation programs, all as available to senior executive officers of the Corporation generally.

Messrs. Crow, Tolly, and McAleenan. The employment agreements with Messrs. Tolly and McAleenan were entered into on January 15, 2004 and amended on October 29, 2008. The employment agreement with Mr. Crow was entered into on February 23, 2010. Each of these agreements has a one-year term, with automatic one-year renewals commencing on the first anniversary of the effective date of the employment agreement, unless either party provides at least 90 days' notice of non-renewal. For 2012, the minimum base salaries of Messrs. Tolly and McAleenan were \$450,000 and \$390,000, respectively. For 2012, Mr. Crow's minimum annual base salary was \$350,000 at the start of the year and was raised to \$400,000 on June 2, 2012. The employment agreement of each of Messrs. Crow, Tolly, and McAleenan provides for the payment of an annual cash incentive bonus with a minimum target of 100% of their salary. The employment agreements also provide that the executives are entitled to fully participate in all (i) health and dental benefits and insurance programs, (ii) life and short- and long-term disability benefits and insurance programs, and (iii) defined contribution and equity compensation programs, all as available to senior executive officers of the Corporation generally.

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The following table provides information concerning equity awards that are outstanding as of December 31, 2012 for each of our NEOs.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)
Floyd F. Sherman	235,753(2)		3.15	1/16/22		
	330,000(3)		7.15	5/22/18		
	90,000(4)	180,000(4)	3.19	2/3/20		
					153,334(5)	855,604
M. Chad Crow	45,000(6)		7.15	5/22/18		
	78,333(4)	156,667(4)	3.19	2/3/20		
					110,000(5)	613,800
Morris E. Tolly	10,800(7)		3.15	1/1/23		
	62,500(8)		3.15	2/27/24		
	14,600(9)		6.70	2/26/18		
	53,600(6)		7.15	5/22/18		
	83,333(4)	166,667(4)	3.19	2/3/20		
					120,000(5)	669,600
Donald F. McAleenan	236,714(10)		3.15	1/16/22		
	46,295(8)		3.15	2/27/24		
	85,700(6)		7.15	5/22/18		
	78,333(4)	156,667(4)	3.19	2/3/20		
					110,000(5)	613,800
Frederick B. Schenkel	5,000(11)		3.15	2/11/22		
	13,000(7)		3.15	1/1/23		
	5,000(8)		3.15	2/27/24		
	15,000(6)		7.15	5/22/18		
	23,333(4)	46,667(4)	3.19	2/3/20		
					20,000(5)	111,600

- (1) Reflects the value as calculated using the closing market price of our Common Stock as of December 31, 2012 (\$5.58).
- (2) Stock options awarded to the executive on January 16, 2002 under the 1998 Stock Incentive Plan. The options vested in four equal tranches on each of September 1, 2002, 2003, 2004, and 2005.
- (3) Stock options awarded to the executive on May 22, 2008 under the 2005 Equity Incentive Plan. The options vested in two equal tranches on each of February 26, 2009 and 2010. These options were received in exchange for the cancellation of pre-existing options pursuant to an exchange offer approved by the stockholders at the 2008 annual meeting.
- (4)

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Stock options awarded to the executive on February 3, 2010 under the 2007 Incentive Plan. The options vest in three equal tranches on February 3, 2012, 2013, and 2014.

- (5) Restricted stock awarded to the executive on February 3, 2010 under the 2007 Incentive Plan. The restricted shares vest in three equal tranches on each of February 3, 2012, 2013, and 2014.
- (6) Stock options awarded to the executive on May 22, 2008 under the 2005 Equity Incentive Plan. The options vested in three equal tranches on each of February 26, 2009, 2010, and 2011. These options were received in exchange for the cancellation of pre-existing options pursuant to an exchange offer approved by the stockholders at the 2008 annual meeting.

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- (7) Stock options awarded to executive on January 1, 2003 under the 1998 Stock Incentive Plan. The options vested based on the attainment of yearly financial targets on each of January 1, 2004, 2005, 2006, 2007, and 2008. To the extent the targets were not met, any unvested options cliff vested on January 1, 2012.
- (8) Stock options awarded to the executive on March 1, 2004 under the 1998 Stock Incentive Plan. The options vested based on the Corporation achieving specified performance targets as follows: (i) one-sixth on December 31, 2004, based on performance targets for 2004, (ii) one-sixth on December 31, 2005, based on performance targets for 2005, (iii) one-sixth on December 31, 2006, based on performance targets for 2006, and (iv) one-half on December 31, 2006, based on performance targets for the three-year period including 2004, 2005, and 2006.
- (9) Stock options awarded to the executive on February 26, 2008 under the 2007 Incentive Plan. The options vested in three equal tranches on each of February 26, 2009, 2010, and 2011.
- (10) Stock options awarded to the executive on January 16, 2002 under the 1998 Stock Incentive Plan. The options were 20% vested on the date of grant and an additional 20% vested on each of September 1, 2002, 2003, 2004, and 2005.
- (11) Stock options awarded to the executive on February 11, 2002 under the 1998 Stock Incentive Plan. The options vested based on the attainment of yearly financial targets on each of February 11, 2003, 2004, 2005, 2006, and 2007.

2012 Option Exercises and Stock Vested

The following table provides information regarding the vesting of restricted stock awards held by our NEOs in 2012. No stock options were exercised by our NEOs in 2012.

Name	Stock Awards	
	Number of	
	Shares	
	Acquired	Value Realized
	on Vesting	on Vesting
	(#)	(\$)(1)
Floyd F. Sherman	76,666	228,465
M. Chad Crow	55,000	163,900
Morris E. Tolly	60,000	178,800
Donald F. McAleenan	55,000	163,900
Frederick B. Schenkel	10,000	29,800

- (1) Reflects the value as calculated by multiplying the number of shares of stock by the closing market price of our Common Stock on the date of vesting.

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Potential Payments Upon Termination or Change in Control

As described above in Employment Agreements, we entered into employment agreements with four of our NEOs, which, among other things, provide benefits to such NEOs in the event of a termination of employment under certain circumstances.

Mr. Sherman's Agreement

Termination by the Corporation Without Cause. Mr. Sherman's employment agreement provides that if he is terminated by the Corporation without cause (as defined in the employment agreement) he will be entitled to payment of his annual base salary and health and welfare benefits for the remainder of the term of the employment agreement.

Termination by Reason of Executive's Death or Disability. The agreement also provides that, upon Mr. Sherman's termination of employment by reason of his death or disability, Mr. Sherman (or his beneficiaries) will be entitled to continuation of his base salary and health benefits for one year after his date of termination. In the event of Mr. Sherman's disability, this amount will be reduced by the proceeds of any short- and/or long-term disability payments he receives under the Corporation's plans.

Restrictive Covenants. During his employment with the Corporation and for one year thereafter, Mr. Sherman may not disclose confidential information and may not directly or indirectly compete with the Corporation. In addition, Mr. Sherman may not solicit or hire any employees of the Corporation or any of its subsidiaries during his employment with the Corporation and for two years thereafter.

Agreements with Messrs. Crow, Tolly, and McAleenan

Termination by the Corporation Without Cause; Certain Terminations by the Executive; Non-Renewal of Employment Agreement; Mutual Consent to Termination. Under each of these employment agreements, in the event that (i) the executive's employment is terminated by us without cause (as defined in the employment agreement), (ii) the executive terminates his employment because of a material adverse diminution in job title or responsibilities or a relocation of his principal place of employment more than 100 miles from its current location without his consent, (iii) we notify the executive of our intent not to renew the employment agreement and the executive delivers a notice of resignation (as defined in the employment agreement) within 90 days of receipt of the notice of non-renewal, or (iv) the executive's employment is terminated by mutual consent and the parties enter into an agreement whereby the executive agrees to be bound by the post-termination restrictive covenants in the agreement (described below), the executive will be entitled to continuation of his base salary and health benefits for one year after the date of termination plus payment of an amount equal to his average bonus compensation (defined in the employment agreements as an amount equal to the average of the annual bonus amounts earned by the executive under the Corporation's annual incentive plan during the two most recent fiscal years ended prior to the executive's date of termination).

Termination by Reason of Executive's Death or Disability. The agreements also provide that, upon the executive's termination of employment by reason of his death or disability, the executive (or his beneficiaries) will be entitled to continuation of his base salary and health benefits for one year after the date of termination. In the event of executive's disability, this amount will be reduced by the proceeds of any short- and/or long-term disability payments the executive receives under the Corporation's plans.

Restrictive Covenants. During the executive's employment with us and for one year thereafter, the executive may not disclose confidential information and may not directly or indirectly compete with the Corporation. In addition, the executive may not solicit or hire any employees of the Corporation or any of its subsidiaries during his employment with us and for two years thereafter.

Table of Contents**Summary of Termination Payments and Benefits**

The following table summarizes the value of the termination payments and benefits that our NEOs would receive if they had terminated employment on December 31, 2012 under the circumstances shown. The amounts shown in the table exclude distributions under our 401(k) retirement plan and any additional benefits that are generally available to all of our salaried employees.

	Mr. Sherman	Mr. Crow	Mr. Tolly	Mr. McAleenan	Mr. Schenkel
Reason for Termination:					
By Corporation Without Cause; Certain Terminations by the Executive; Non-Renewal of Employment Agreement; Mutual Consent to Termination(1)					
Cash Severance(2)	\$ 999,452	\$ 450,000	\$ 506,250	\$ 438,750	\$
Health and Welfare Continuation(3)	24,348	6,796	7,189	8,190	
Total Estimated Value of Payments and Benefits(4)	\$ 1,023,800	\$ 456,796	\$ 513,439	\$ 446,940	\$
Death or Disability(5)					
Cash Severance(6)	\$ 600,000	\$ 400,000	\$ 450,000	\$ 390,000	
Health and Welfare Continuation(7)	14,617	6,796	7,189	8,190	
Total Estimated Value of Payments and Benefits(4)	\$ 614,617	\$ 406,796	\$ 457,189	\$ 398,190	\$

- (1) Mr. Sherman will only receive these benefits (1) upon a termination of his employment by the Corporation without cause. In the case of a termination by mutual consent of a named executive officer with an employment agreement (other than Mr. Sherman), the officer must agree to be bound by certain post-termination restrictive covenants in order to be eligible to receive these benefits.
- (2) For Mr. Sherman, includes the dollar value of continuation of his annual base salary for the remainder of the term of the employment agreement (one year and eight months). For Messrs. Crow, Tolly, and McAleenan, includes the dollar value of continuation of the executive's then-current base salary for a period of one year and a lump sum payment equal to his average bonus compensation (defined in the employment agreements as an amount equal to the average of the annual bonus amounts earned by the executive under the Corporation's annual incentive plan during the two most recent fiscal years ended prior to the executive's date of termination).
- (3) For Mr. Sherman, the dollar value represents the cost of providing continued health and welfare benefits to the executive for the remainder of the term of the employment agreement (one year and eight months). For Messrs. Crow, Tolly, and McAleenan, the dollar value represents the cost of providing continued health and welfare benefits to the executive for one year after his date of termination of employment.
- (4) Payments of cash severance under these agreements will be made in accordance with the Corporation's regular payroll practices. However, to the extent any amount or benefit would constitute non-exempt deferred compensation for purposes of Section 409A of the Internal Revenue Code of 1986, as amended, (i) the payment of such amount or benefit shall only be in connection with an event that constitutes a Section 409A-compliant separation from service and (ii) if the amount or benefit would otherwise be payable or distributable during a period in which the executive is a specified employee (as defined in Code Section 409A and the final regulations thereunder), then the executive's right to receive such payment or distribution will be delayed until the earlier of the executive's death or the first day of the seventh month following the executive's separation of service.
- (5) Does not include the dollar value of potential short-term and/or long-term disability payments.

- (6) For Messrs. Sherman, Crow, Tolly, and McAleenan, includes the dollar value of continuation of the executive's then-current base salary for a period of one year. In the case of disability, this amount shall be reduced by the proceeds of any short- and/or long-term disability payments.

- (7) For Messrs. Sherman, Crow, Tolly, and McAleenan, the dollar value represents the cost of providing continued health and welfare benefits to the executive for one year after his date of termination of employment.

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Since February 28, 2012, the Compensation Committee has consisted of Messrs. Christophe, Kruse, and Milgrim. Ramsey Frank, who resigned as a director on February 28, 2012, served on the Compensation Committee until his resignation as a director. Mr. Milgrim was appointed to fill the vacancy created by Mr. Frank's resignation on February 28, 2012. No member of the Compensation Committee was an officer or employee of Builders FirstSource or any of its subsidiaries during the last fiscal year or at any other time or had any relationship with the Corporation requiring disclosure under Item 404 of Regulation S-K, except as otherwise disclosed under Certain Relationships and Related Party Transactions. No member of the Compensation Committee was an executive officer of another entity on whose compensation committee or board of directors an executive officer of the Corporation served. Additionally, no executive officer of the Corporation served as a member of the board of directors or compensation committee of another entity, one of whose executive officers served on the Compensation Committee or the Board of Builders FirstSource.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The Corporation's Code of Business Conduct and Ethics and its Supplemental Code of Ethics, both of which are in writing, provide guidelines for identifying, reviewing, approving, and ratifying related party transactions. Related party transactions include those transactions that create an actual, apparent, or potential conflict of interest. Related party transactions involving the Corporation's Chief Executive Officer, President, Chief Financial Officer, or Controller (or persons forming similar functions) must be submitted to the General Counsel for review. If the General Counsel determines that an actual or apparent conflict of interest exists, the transaction must be submitted to the Audit Committee for approval. The directors and executive officers, as well as all other employees of the Corporation, must obtain a waiver for any activity that violates the Corporation's Code of Business Conduct and Ethics. The Corporation's Compliance Committee is responsible for the administration of the Code of Business Conduct and Ethics. However, only the Audit Committee may waive any violation of this code by directors or executive officers.

The Corporation's By-laws provide that no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other entity in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof that authorizes the contract or transaction, or solely because any such director's or officer's vote is counted for such purpose if: (i) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders, or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board, a committee thereof, or the stockholders.

In the ordinary course of business and on terms no less favorable to us than we could obtain from unaffiliated third parties, in 2012 we purchased \$4.5 million in windows and related products from PGT, Inc., through its wholly-owned subsidiary, PGT Industries, Inc. PGT, Inc. is controlled by an affiliate of JLL Partners, Inc. Another affiliate of JLL Partners, Inc. is the beneficial owner of more than five percent of the Corporation's outstanding Common Stock. From January 1, 2013 through February 28, 2013, we purchased \$0.8 million in windows and related products from PGT Industries, Inc. We will most likely continue such purchases in the foreseeable future. Our President, Chief Executive Officer, and Director, Floyd F. Sherman, and our Directors, Paul S. Levy, Daniel Agroskin, and Brett N. Milgrim, are also directors of PGT, Inc. Ramsey Frank, a former director of the Corporation, was also a director of PGT, Inc.

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REPORT OF THE AUDIT COMMITTEE

The Audit Committee serves an independent oversight role by consulting with and providing guidance to management and the external auditors on matters such as accounting, audits, compliance, controls, disclosure, finance, and risk management. The Board of Directors affirmatively determined that all Audit Committee members are financially literate and possess financial sophistication as defined by the Nasdaq Rules. The Board of Directors designated the Chairman of the Audit Committee, Robert C. Griffin, and committee members Cleveland A. Christophe and Craig A. Steinke as audit committee financial experts under the SEC's guidelines.

The Audit Committee's purposes and responsibilities are described in its charter, available on the Governance section of the Corporation's website. They include overseeing the integrity of the Corporation's financial statements and financial reporting processes, overseeing compliance with legal and regulatory requirements, reviewing the external auditors' qualifications and independence (including auditor rotation), and reviewing the performance of the Corporation's internal audit function. The Audit Committee members do not act as accountants or auditors for the Corporation. Management is responsible for the Corporation's financial statements and the financial reporting process, including the implementation and maintenance of effective internal control over financial reporting and the assessment of, and reporting on, the effectiveness of internal control over financial reporting.

In this context, the Audit Committee has reviewed and discussed, with management and the external auditors, the Corporation's audited financial statements for the year ended December 31, 2012. The Audit Committee has discussed with the external auditors the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) standards, AU Section 380 Communication with Audit Committees. In addition, the Audit Committee has received from the external auditors the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board and has discussed with them their independence from the Corporation and its management. The Audit Committee has considered whether the external auditors' provision of non-audit services to the Corporation is compatible with the auditors' independence.

Following the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited financial statements be included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

Submitted by the Audit Committee:

Robert C. Griffin (Chairman)

Cleveland A. Christophe

Craig A. Steinke

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EXECUTIVE OFFICERS OF THE REGISTRANT

The executive officers of Builders FirstSource and their ages (as of April 12, 2013) are as follows:

Floyd F. Sherman, Chief Executive Officer, President, and Director, age 73. Mr. Sherman has been our Chief Executive Officer and a director since 2001, when he joined the Corporation. He served as President of the Corporation from 2001 until October 2006 and from February 2008 to the present. Prior to joining the Corporation, he spent 28 years at Triangle Pacific/Armstrong Flooring, the last nine of which he served as Chairman and Chief Executive Officer. Mr. Sherman is currently a director of PGT, Inc. Mr. Sherman has over 40 years of experience in the building products industry. A native of Kerhonkson, New York, and a veteran of the U.S. Army, Mr. Sherman is a graduate of the New York State College of Forestry at Syracuse University. He also holds an M.B.A. degree from Georgia State University.

Morris E. Tolly, Senior Vice President – Operations, age 70. Mr. Tolly has been with the Corporation since 1998, when the Corporation acquired Pelican Companies, Inc. (Pelican), and has over 40 years of experience in the building products industry. Mr. Tolly was promoted to the position of Senior Vice President – Operations of the Corporation on January 25, 2007. He served in a myriad of roles at Pelican, including sales, Sales Manager, and General Manager. Mr. Tolly was an Area Vice President responsible for 12 locations at the time of Pelican's acquisition. In 2000, he was promoted to President – Southeast Group with responsibility for 48 locations.

Donald F. McAleenan, Senior Vice President and General Counsel, age 58. Mr. McAleenan has served as Senior Vice President and General Counsel of the Corporation since 1998. Prior to joining the Corporation, 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.

M. Chad Crow, Senior Vice President and Chief Financial Officer, age 44. Mr. Crow joined the Corporation in September 1999 as Assistant Controller. He served as Vice President – Controller of the Corporation from May 2000 and was promoted to Senior Vice President and Chief Financial Officer in November 2009. Prior to joining the Corporation, Mr. Crow served in a variety of positions at Pier One Imports, most recently as Director of Accounting. Mr. Crow also has five years of public accounting experience with Price Waterhouse LLP. Mr. Crow is a C.P.A. and received his B.B.A. degree from Texas Tech University.

Frederick B. Schenkel, our Vice President – Manufacturing and an executive officer, passed away on April 6, 2013.

Table of Contents**OWNERSHIP OF SECURITIES****Securities Owned by Directors, Executive Officers, and Certain Beneficial Owners**

The following table sets forth certain information regarding the beneficial ownership, as of March 31, 2013, of our Common Stock by (i) each person known to us (based upon their Schedule 13D and 13G filings with the SEC) to hold greater than 5% of the total number of outstanding shares and (ii) each current director or named executive officer and all the current directors (including director nominees) and executive officers as a group. The number of shares beneficially owned by each person or group as of March 31, 2013 includes shares of Common Stock that such person or group had the right to acquire on or within 60 days after March 31, 2013, including upon the exercise of options. All such information is estimated and subject to change. Each outstanding share of Common Stock entitles its holder to one vote on all matters submitted to a vote of our stockholders.

Ownership of our Common Stock is shown in terms of beneficial ownership. Amounts and percentages of Common Stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which he has a right to acquire beneficial ownership within 60 days. More than one person may be considered to beneficially own the same shares. In the table below, unless otherwise noted, a person has sole voting and dispositive power for those shares shown as beneficially owned by such person.

Name and Address of Beneficial Owner(1)	Shares of Common Stock Beneficially Owned(2)	Percentage Ownership of Shares Beneficially Owned(3)(4)
JLL Building Holdings, LLC(5)(6)(7)	24,344,584	25.1%
Warburg Pincus Private Equity IX, L.P.(7)(8)(9)	24,863,266	25.7%
Stadium Capital Management, LLC(10)(11)	14,899,870	15.4%
Robert Robotti(12)(13)	5,083,660	5.2%
Paul S. Levy(5)(6)(7)	24,344,584	25.1%
Daniel Agroskin (6)		*
David A. Barr(8)	24,863,266	25.7%
Cleveland A. Christophe	190,976	*
Michael Graff(8)	24,863,266	25.7%
Robert C. Griffin	141,547	*
Kevin J. Kruse	17,060	*
Brett N. Milgrim	17,060	*
Craig A. Steinke	117,868	*
Floyd F. Sherman(14)	934,027	*
M. Chad Crow(15)	355,808	*
Morris E. Tolly(16)	377,633	*
Donald F. McAleenan(17)	735,657	*
Frederick B. Schenkel(18)	138,715	*
Directors, Director Nominees, and Executive Officers as a group (14 persons)	52,234,201	52.9%

* Percentage does not exceed one percent of the total outstanding class.

(1) Unless otherwise indicated, the business address of each person named in the table is Builders FirstSource, Inc., 2001 Bryan Street, Suite 1600, Dallas, Texas 75201.

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- (2) The number of shares beneficially owned by each person or group as of March 31, 2013 includes shares of Common Stock that such person or group had the right to acquire on or within 60 days after March 31, 2013, including upon the exercise of stock options.

- (3) For each person and group included in the table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group as described above by the sum of 96,900,244 shares of Common Stock outstanding on March 31, 2013 and the number of shares of Common Stock that such person or group had the right to acquire on or within 60 days of March 31, 2013, including upon the exercise of options.

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- (4) Subject to dilution resulting from awards of Common Stock and exercise of options to acquire Common Stock under the 1998 Stock Incentive Plan, the 2005 Equity Incentive Plan, and/or the 2007 Incentive Plan.
- (5) Consists of 24,344,584 shares of Common Stock held directly by JLL Building Holdings, LLC, a Delaware limited liability company (JLL Holdings). JLL Partners Fund V, L.P., a Delaware limited partnership (JLL Fund V), is the sole member of JLL Holdings. JLL Associates V, L.P., a Delaware limited partnership (JLL Associates V), is the general partner of JLL Fund V. JLL Associates G.P. V, L.L.C., a Delaware limited liability company (JLL Associates G.P.), is the general partner of JLL Associates V. Mr. Paul Levy is the sole managing member of JLL Associates G.P. Each of JLL Holdings, JLL Fund V, JLL Associates V, JLL Associates G.P., and Mr. Levy (collectively, the JLL Persons) may be deemed to be the beneficial owner of 24,344,584 shares of Common Stock, with shared voting and dispositive power with regard to such shares. Each of JLL Holdings, JLL Fund V, JLL Associates V, and JLL Associates G.P. disclaims beneficial ownership of our Common Stock.

The information in the foregoing table and in footnotes (5), (6), and (7) is based on the Schedule 13D filing by the above referenced persons, as last amended by Amendment No. 6 on June 24, 2010.

- (6) The business address for JLL Building Holdings, LLC, JLL Partners Fund V, L.P., JLL Associates V, L.P., JLL Associates G.P. V, L.L.C., and Messrs. Levy and Agroskin is 450 Lexington Ave., 31st Floor, New York, New York 10017.
- (7) The JLL Persons set forth in footnote (5) and Warburg Pincus Persons set forth in footnote (8) may be deemed to have formed a group as reported in a jointly filed a Schedule 13D. The group consisting of the JLL Persons and the Warburg Pincus Persons collectively owns 49,207,850 shares, or 50.8% of our Common Stock. Each of the JLL Persons disclaims beneficial ownership of shares of our Common Stock reported as beneficially owned by the Warburg Pincus Persons. Each of the Warburg Pincus Persons disclaims beneficial ownership of shares of our Common Stock reported as beneficially owned by the JLL Persons.
- (8) Consists of 24,863,266 shares of Common Stock held directly by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership (WP IX). Warburg Pincus IX LLC, a New York limited liability company (WP IX LLC), is the sole general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company (WPP LLC), is the sole member of WP IX LLC. Warburg Pincus & Co., a New York general partnership (WP), is the managing member of WPP LLC. Warburg Pincus LLC, a New York limited liability company (WP LLC), manages WP IX. Charles R. Kaye and Joseph P. Landy are each managing general partners of WP and co-presidents and managing members of WP LLC. Each of WP IX, WP IX LLC, WPP LLC, WP LLC, WP, and Messrs. Kaye and Landy (collectively, the Warburg Pincus Persons) may be deemed to be the beneficial owner of 24,863,266 shares of Common Stock, with shared voting and dispositive power with regard to such shares. Each of Messrs. Kaye and Landy disclaims beneficial ownership of the Common Stock held by WP IX.

Messrs. Barr and Graff are partners of WP and are members and managing directors of WP LLC. Messrs. Barr and Graff disclaim beneficial ownership of all shares owned by the Warburg Pincus Persons. None of Messrs. Barr or Graff directly owns any shares of Common Stock.

The information in the foregoing table and in footnotes (7), (8), and (9) is based on the Schedule 13D filed by the above referenced persons, as last amended by Amendment No. 2 on June 19, 2012.