

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CD&amp;R Investment Associates IX, Ltd.</u>  (Last) (First) (Middle) C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST  (Street) GEORGE TOWN E9 KY1-1104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BEACON ROOFING SUPPLY INC [ BECN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2019</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2019		P		5,609,763	A	\$33.3128	5,924,163	I <sup>(1)</sup>	By affiliate

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CD&amp;R Investment Associates IX, Ltd.</u>  (Last) (First) (Middle) C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST  (Street) GEORGE TOWN E9 KY1-1104  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[CD&R Boulder Holdings, L.P.](#)

(Last) (First) (Middle)

C/O M+C CORPORATE SERVICES LIMITED  
P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST

(Street)

GEORGE TOWN E9 KY1-1104

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned directly by CD&R Boulder Holdings, L.P. ("CD&R Stockholder"). CD&R Associates IX, Ltd., as the general partner of CD&R Stockholder may be deemed to beneficially own the shares of common stock held by CD&R Stockholder. CD&R Investment Associates IX, Ltd. expressly disclaims beneficial ownership of the shares of common stock held by CD&R Stockholder, except to the extent of its pecuniary interest therein.

[CD&R Investment Associates IX, Ltd., By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.](#) 03/14/2019

[CD&R Boulder Holdings, L.P., By: CD&R Investment Associates IX, Ltd. general partner; By: /s/ Theresa A. Gore, Vice President, Treasurer and Assistant Secretary](#) 03/14/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**