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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): September 25, 2019**

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**BEACON ROOFING SUPPLY, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50924**  
(Commission File Number)

**36-4173371**  
(IRS Employer  
Identification No.)

**505 Huntmar Park Drive, Suite 300, Herndon, VA 20170**  
(Address of Principal Executive Offices) (Zip Code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$0.01 par value</b>	<b>BECN</b>	<b>NASDAQ Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events**

On September 25, 2019, Beacon Roofing Supply, Inc. (the “Company”) issued a press release, made pursuant to Rule 135c promulgated under the Securities Act of 1933, as amended (the “Securities Act”), announcing the commencement of a private offering, subject to market and other conditions, of \$300.0 million aggregate principal amount of its senior secured notes due 2026 (the “2026 Senior Notes”). The Company intends to use the net proceeds from this offering, together with cash on hand and/or available borrowings under its existing senior secured asset-based revolving credit facility, to redeem all \$300.0 million aggregate principal amount of its 6.375% senior unsecured notes due 2023 and pay related transaction premiums, accrued interest, fees and expenses. A copy of such press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The 2026 Senior Notes and related subsidiary guarantees will be offered in the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and, outside the United States, only to certain non-U.S. persons pursuant to Regulation S under the Securities Act. The issuance and sale of the 2026 Senior Notes and related subsidiary guarantees have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction, and the 2026 Senior Notes and related subsidiary guarantees may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This Current Report on Form 8-K (and the exhibit hereto) shall not constitute an offer to sell or the solicitation of an offer to buy the 2026 Senior Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Beacon Roofing Supply, Inc. press release dated September 25, 2019</a>
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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

BEACON ROOFING SUPPLY, INC.

Date: September 25, 2019

By: /s/ JOSEPH M. NOWICKI

JOSEPH M. NOWICKI

Executive Vice President & Chief Financial Officer



## Beacon Roofing Supply Announces \$300 Million Senior Secured Notes Offering

HERNDON, Va.—(BUSINESS WIRE)—September 25, 2019—Beacon Roofing Supply, Inc. (Nasdaq: BECN) (“Beacon” or the “Company”) announced today the commencement of a private offering of \$300.0 million aggregate principal amount of senior secured notes due 2026 (the “2026 Senior Notes”). The offering is subject to market and other conditions, and there is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

Beacon intends to use the net proceeds from the offering, together with cash on hand and/or available borrowings under its existing senior secured asset-based revolving credit facility, to redeem all \$300.0 million aggregate principal amount outstanding of its 6.375% senior unsecured notes due 2023 and pay related transaction premiums, accrued interest, fees and expenses.

The 2026 Senior Notes will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons in transactions outside the United States under Regulation S under the Securities Act. The issuance and sale of the 2026 Senior Notes and related subsidiary guarantees have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction, and the 2026 Senior Notes and related subsidiary guarantees may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the 2026 Senior Notes. The 2026 Senior Notes offering is being made only by means of a private offering memorandum and is not being made to any person in any jurisdiction in which such offer, sale or solicitation is unlawful.

### **Forward-Looking Statements**

*This press release contains information about management’s view of Beacon’s future expectations, plans and prospects that constitute forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to, among other things, expectations regarding the proposed 2026 Senior Notes offering and the use of proceeds therefrom. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including, but not limited to, those set forth in the “Risk Factors” section of Beacon’s latest Form 10-K and subsequent filings with the U.S. Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent Beacon’s views as of the date of this press release and these views could change. However, while Beacon may elect to update these forward-looking statements at some point, Beacon specifically disclaims any obligation to do so, other than as required by federal securities laws. These forward-looking statements should not be relied upon as representing Beacon’s views as of any date subsequent to the date of this press release.*

### **About Beacon Roofing Supply**

*Founded in 1928, Beacon Roofing Supply is the largest publicly traded distributor of residential and commercial roofing materials and complementary building products in North America, operating over 500 branches throughout all 50 states in the U.S. and 6 provinces in Canada.*

### **Contact Information:**

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