

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&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) 08/09/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/09/2018		P		3,200	A	\$37.013 ⁽¹⁾	3,200	I ⁽²⁾	By affiliate
Common Stock	08/09/2018		P		115,077	A	\$38.434 ⁽³⁾	118,277	I ⁽²⁾	By affiliate
Common Stock	08/09/2018		P		196,123	A	\$38.998 ⁽⁴⁾	314,400	I ⁽²⁾	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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CD&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. This transaction was executed in multiple trades at prices ranging from \$36.600 to \$37.450. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
2. 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.
3. This transaction was executed in multiple trades at prices ranging from \$37.740 to \$38.739. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
4. This transaction was executed in multiple trades at prices ranging from \$38.740 to \$39.600. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

[CD&R Investment Associates IX, Ltd., By: Theresa A. Gore, 08/10/2018](#)
[VP, Treas. and Asst. Sec.](#)

[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](#) [08/10/2018](#)

** 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.