

STADIUM RELATIVE VALUE PARTNERS LP  
 Form 3  
 September 29, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â STADIUM CAPITAL MANAGEMENT LLC          |         | (Month/Day/Year)                     | Builders FirstSource, Inc. [BLDR]  |  |
| (Last)                                    | (First) | (Middle)                             |  |  |
| 19785 VILLAGE OFFICE COURT, SUITE 101,Â   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| BEND,Â ORÂ 97702                          |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below)    (specify below)<br>See Footnote 1. |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)   |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 1,786,442   | I <sup>(1)</sup>   | By Client Accounts <sup>(2)</sup>                       |
| Common Stock, par value \$0.01 per share | 3,580,698   | I <sup>(1)</sup>   | By Stadium Relative Value Partners, L.P. <sup>(3)</sup> |

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

SEC 1473 (7-02)

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

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|   |  |  |  |  |   |
|---|--|--|--|--|---|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                 |
|--|---------------|-----------|---------|-----------------|
|  | Director      | 10% Owner | Officer | Other           |
| STADIUM CAPITAL MANAGEMENT LLC<br>19785 VILLAGE OFFICE COURT, SUITE 101<br>BEND, OR 97702  | ^             | ^         | ^       | See Footnote 1. |
| KENT BRADLEY R<br>C/O STADIUM CAPITAL MANAGEMENT, LLC<br>19785 VILLAGE OFFICE COURT, SUITE 101<br>BEND, OR 97702                     | ^             | ^         | ^       | See Footnote 1. |
| SEAVER ALEXANDER M<br>C/O STADIUM CAPITAL MANAGEMENT, LLC<br>19785 VILLAGE OFFICE COURT, SUITE 101<br>BEND, OR 97702                 | ^             | ^         | ^       | See Footnote 1. |
| STADIUM RELATIVE VALUE PARTNERS LP<br>C/O STADIUM CAPITAL MANAGEMENT, LLC<br>19785 VILLAGE OFFICE COURT, SUITE 101<br>BEND, OR 97702 | ^             | ^         | ^       | See Footnote 1. |

## Signatures

|   |            |
|---|------------|
| By: Stadium Capital Management, LLC, By: /s/ Bradley R. Kent, Manager   | 09/29/2009 |
| __Signature of Reporting Person   | Date       |
| /s/ Kent, Bradley R.  | 09/29/2009 |
| __Signature of Reporting Person   | Date       |
| /s/ Seaver, Alexander M.  | 09/29/2009 |
| __Signature of Reporting Person   | Date       |
| By: Stadium Relative Value Partners, L.P., By: Stadium Capital Management, LLC, By: /s/<br>Bradley R. Kent, Manager | 09/29/2009 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This report is filed jointly by Stadium Capital Management, LLC ("SCM"), Stadium Relative Value Partners, L.P. ("SRV"), Bradley R. Kent and Alexander M. Seaver. SCM is the general partner and investment adviser of SRV. Messrs. Kent and Seaver are managers of SCM. By virtue of these relationships, each of the reporting persons may be deemed to be beneficial owners of more than 10% of the

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outstanding common stock of Builders FirstSource, Inc. (the "Issuer"). SRV is filing this statement jointly with the other reporting persons, but not as a member of a group and expressly disclaims membership in a group. Each of the reporting persons disclaims beneficial ownership of shares of common stock of the Issuer not directly owned by it/him, except to the extent of its/his pecuniary interest therein.

- (2) Represents shares beneficially owned by SCM that were acquired for client accounts for which SCM is the investment adviser.
- (3) Represents shares beneficially owned by SRV.

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

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