

Landy Joseph P.
Form 4
May 23, 2012

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Warburg Pincus Private Equity IX,
L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|--|--|--|
| Common Stock, par value \$0.01 per share ("Common Stock") | 05/21/2012 | | P | 30,500 A | \$ 3.67 24,750,844 (1) (2) | D (3) (4) | |
| Common Stock | 05/22/2012 | | P | 13,300 A | \$ 3.73 24,764,144 (1) (5) | D (3) (4) | |
| Common Stock | 05/23/2012 | | P | 13,000 A | \$ 3.81 24,777,144 (1) (6) | D (3) (4) | |

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus IX LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Partners LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| | | X | | |

KAYE CHARLES R
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: Warburg Pincus IX LLC, its
General Partner, By: Warburg Pincus Partners LLC, its Sole Member, By: Warburg Pincus &
Co., its Managing Member, By: /s/ Scott A. Arenare, Name: Scott A. Arenare, Partner

05/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) See Exhibit 99.1, note (1)
 - (2) See Exhibit 99.1, note (2)
 - (3) See Exhibit 99.1, note (3)
 - (4) See Exhibit 99.1, note (4)
 - (5) See Exhibit 99.1, note (5)
 - (6) See Exhibit 99.1, note (6)

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

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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