

NCI BUILDING SYSTEMS INC

Form 10-Q/A

September 16, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: July 31, 2004

Commission file number: 1-14315

NCI BUILDING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

76-0127701

**(State or other jurisdiction of
incorporation or organization)**

**(I.R.S. Employer
Identification No.)**

10943 N. Sam Houston Parkway W.
Houston, TX

77064

(Address of principal executive offices)

(Zip Code)

(281) 897-7788

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, \$.01 Par Value 20,287,794 shares as of July 31, 2004

EXPLANATORY NOTE

This Amendment on Form 10-Q/A constitutes Amendment No. 1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2004, which was previously filed with the Securities and Exchange Commission on September 14, 2004 (the Quarterly Report), of NCI Building Systems, Inc. We are filing this Amendment to refile Exhibit 4.1 to the Quarterly Report with the correct formatting. The copy of Exhibit 4.1 that was originally filed with the Quarterly Report was based on a corrupted version of the document in Microsoft Word and although the contents of Exhibit 4.1 are accurate from a textual standpoint, the formatting was incorrect.

This Amendment No. 1 amends only the item of the Quarterly Report specified above and amends that item solely to reflect the changes described above. This Amendment No. 1 does not otherwise update the disclosures in the Quarterly Report as originally filed and does not reflect events occurring after the original filing of the Quarterly Report on September 14, 2004.

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NCI BUILDING SYSTEMS, INC.

PART II OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

- *4.1 Credit Agreement, dated June 18, 2004, among Wachovia Bank, National Association, Bank of America, N.A., NCI Building Systems, Inc. and the other parties thereto
- *31.1 Rule 13a-14(a)/15d-14(a) Certifications (Section 302 of the Sarbanes-Oxley Act of 2002)
- *31.2 Rule 13a-14(a)/15d-14(a) Certifications (Section 302 of the Sarbanes-Oxley Act of 2002)
- **32.1 Certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (Section 906 of the Sarbanes-Oxley Act of 2002)
- **32.2 Certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (Section 906 of the Sarbanes-Oxley Act of 2002)

* filed herewith

** previously filed
(b) Reports on Form 8-K

On May 27, 2004, the Company filed a current report on Form 8-K to announce the public dissemination of a press release reporting its financial results for the second quarter ended May 1, 2004.

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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.

NCI BUILDING SYSTEMS, INC.
(Registrant)

Date: September 16, 2004

By: /s/ Robert J. Medlock

Robert J. Medlock
Executive Vice President and
Chief Financial Officer

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