



ITEM 2.02. Results of Operations and Financial Condition.

On February 19, 2014, PGT, Inc. (the “Company”) issued a press release announcing its unaudited condensed consolidated results of operations for the fourth quarter ended December 28, 2013 (the “Press Release”). Included as an exhibit to this current report on Form 8-K is a copy of the Press Release.

The information in this Item 2.02 of this current report on Form 8-K, including the information set forth on Exhibit 99, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 18, 2014, the Board of Directors of the Company (the “Board”) accepted the resignation of each of Paul Levy, Eugene Hahn and Dan Agroskin from the Board. Each of Messrs. Levy, Hahn and Agroskin are affiliated with JLL Partners Fund IV, L.P. (“JLL”), and their respective resignations were tendered in connection with JLL divesting its interest in the Company. None of the resignations resulted from a disagreement with the Company, the Board or the Company’s independent accountants regarding its operations, policies or practices.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

See Exhibit Index.

Forward-Looking Statement

From time to time, we have made or will make forward-looking statements within the meaning of Section 21E of the Exchange Act. These statements do not relate strictly to historical or current facts. Forward-looking statements usually can be identified by the use of words such as “goal”, “objective”, “plan”, “expect”, “anticipate”, “intend”, “project”, “believe”, “may”, “could”, or other words of similar meaning. Forward-looking statements provide our current expectations or forecasts of future events, results, circumstances or aspirations. Our disclosures in this report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may also make forward-looking statements in our other documents filed or furnished with the Securities and Exchange Commission and in oral presentations. Forward-looking statements are based on assumptions and by their nature are subject to risks and uncertainties, many of which are outside of our control. Our actual results may differ materially from those set forth in our forward-looking statements. There is no assurance that any list of risks and uncertainties or risk factors is complete. Factors that could cause actual results to differ materially from those described in our forward-looking statements include, but are not limited to:

- Changes in new home starts and home remodeling trends
- The economy in the U.S. generally, or in Florida, where the substantial portion of our sales are generated
  - Raw material prices, especially aluminum
  - Transportation costs

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- Level of indebtedness
- Dependence on our WinGuard branded product lines
  - Product liability and warranty claims
  - Federal and state regulations
- Dependence on our manufacturing facilities

Any forward-looking statements made by us or on our behalf speak only as of the date they are made and we do not undertake any obligation to update any forward-looking statement to reflect the impact of subsequent events or circumstances. Before making any investment decision, you should carefully consider all risks and uncertainties disclosed in all our SEC filings, including our reports on Forms 8-K, 10-Q and 10-K and our registration statements under the Securities Act of 1933, as amended, all of which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and at <http://ir.pgtindustries.com/sec.cfm>

### 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 hereunto duly authorized.

PGT, INC.

By: /s/ Mario Ferrucci III  
Name: Mario Ferrucci III  
Title: Vice President, General Counsel, and  
Secretary

Dated: February 19, 2014

EXHIBIT INDEX

Exhibit No.	Description
99	Press release of PGT, Inc., dated February 19, 2014.