

PGT, Inc.
Form 4
January 16, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JLL Associates G.P. IV, L.L.C.

(Last) (First) (Middle)

450 LEXINGTON AVE., 31ST
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PGT, Inc. [PGTI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

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 (Instr. 4)
Common Stock, par value \$0.01 per share	01/15/2014		J ⁽¹⁾	1,334,700	D \$ 0 ⁽¹⁾ 0	I ⁽²⁾	See footnotes ⁽²⁾

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

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SEC 1474
(9-02)

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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 Repo 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
JLL Associates G.P. IV, L.L.C. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017				See Remarks
JLL Associates IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Fund IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ Paul S. Levy, Managing Member	01/16/2014
__Signature of Reporting Person	Date
By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C.	01/16/2014
__Signature of Reporting Person	Date
By JLL Associates IV, L.P., its General Partner; By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C.	01/16/2014
__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) On January 15, 2014, JLL Associates IV, L.P. effected a pro-rata, in-kind distribution for no additional consideration of 1,334,700 shares of the common stock of PGT, Inc. (the "Company") theretofore owned by JLL Associates IV, L.P. to its partners.

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- (2) This report is filed jointly by JLL Partners Fund IV, L.P., JLL Associates IV, L.P. and JLL Associates G.P. IV, L.L.C. (together, the "Reporting Persons"). None of the Reporting Persons directly or beneficially owns any shares of common stock of the Company.

Remarks:

Paul S. Levy, a director of the Company, is the managing member of JLL Associates G.P. IV, L.L.C. JLL Associates G.P. IV,

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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