

LEVY PAUL S
Form 4/A
March 18, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVY PAUL S

(Last) (First) (Middle)

C/O JLL PARTNERS, INC., 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)
03/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Indirect Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/10/2010		X	(A) 2,613,943 (1) (2)	\$ 1.5 32,092,267	I (3)	By JLL Partners Fund IV, L.P.

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 Underlying Security (Instr. 3 and 4)
Subscription Rights (right to buy)	\$ 1.5	03/10/2010		X	2,613,943 ⁽⁴⁾	02/12/2010 03/12/2010 ⁽⁵⁾	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY PAUL S C/O JLL PARTNERS, INC. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017	X	X		

Signatures

/s/ Paul S. Levy 03/18/2010

**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) These shares of common stock, par value \$0.01 per share, of PGT, Inc. (the "Company") were purchased by JLL Partners Fund IV, L.P. upon exercise of subscription rights issued pro rata to holders of the Company's common stock as of the close of business on February 8, 2010, to purchase shares of the Company's common stock at a subscription price of \$1.50 per share (the "Rights Offering") under JLL Partners Fund IV, L.P.'s over-subscription privilege in the Rights Offering. This Form 4 amends the Form 4 filed on March 12, 2010, which reported the purchase of 10,719,390 shares of the Company's common stock under JLL Partners Fund IV, L.P.'s basic subscription privilege in the Rights Offering.

(2) Pursuant to the over-subscription privilege in the Rights Offering, JLL Partners Fund IV, L.P. was entitled to acquire, on a pro rata basis, a portion of any shares of the Company's common stock that were not purchased by other stockholders as of the expiration of the Rights Offering under the basic subscription privilege of the Rights Offering at the same subscription price of \$1.50 per share. On March 16, 2010, the Company and American Stock Transfer & Trust Company, LLC, as subscription agent for the Rights Offering, determined the allocation of shares of the Company's common stock under the over-subscription privilege in the Rights Offering, and JLL Partners Fund IV, L.P. was notified that it was entitled to purchase 2,613,943 additional shares of the Company's common stock.

(3) JLL Partners Fund IV, L.P. is the direct beneficial owner of 32,092,267 shares of common stock of the Company. Mr. Levy is the managing member of JLL Associates G.P. IV, L.L.C., which is the general partner of JLL Associates IV, L.P., which in turn is the general partner of JLL Partners Fund IV, L.P. Although Mr. Levy may be deemed to be an indirect beneficial owner of shares of the Company's common stock owned by JLL Partners Fund IV, L.P., Mr. Levy disclaims beneficial ownership of such shares except to the

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extent of any pecuniary interest therein.

- (4) These subscription rights were exercised by JLL Partners Fund IV, L.P. under its over-subscription privilege in the Rights Offering, as described above in Notes 1 and 2.

The Rights Offering expired at 5:00 p.m., Eastern Time, on March 12, 2010. JLL Partners Fund IV, L.P. exercised its subscription rights under its basic subscription privilege and over-subscription privilege in the Rights Offering on March 10, 2010, and was notified on

- (5) March 16, 2010, of the number of shares of the Company's common stock it was entitled to purchase under its over-subscription privilege, as described above in Notes 1 and 2.

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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