

PGT, Inc.
Form 4
December 13, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
12/12/2013

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 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/12/2013		J ⁽¹⁾	4,963,489	D	\$ 0 <u>(1)</u>	1,883,870 I ⁽²⁾	See footnotes <u>(2)</u>

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
LEVY PAUL S C/O JLL PARTNERS, INC. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017	X	X		

Signatures

/s/ Paul S. Levy 12/13/2013

**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 December 12, 2013, JLL Partners Fund IV, L.P. effected a pro-rata, in-kind distribution for no additional consideration of 6,298,189 shares of the common stock of PGT, Inc. (the "Company") theretofore owned by JLL Partners Fund IV, L.P. to its partners (the "Distribution"), of which 1,334,700 shares of common stock were distributed to JLL Associates IV, L.P., the general partner of JLL Partners Fund IV, L.P.

(2) 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 1,883,870 shares of the Company's common stock, which is comprised of 1,334,700 shares directly owned by JLL Associates IV, L.P. and 549,170 shares directly owned by an entity owned by Mr. Levy, Mr. Levy disclaims beneficial ownership of the shares directly owned by JLL Associates IV, L.P., except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.