

NCI BUILDING SYSTEMS INC  
Form 8-K  
September 08, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: September 1, 2005**

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**NCI BUILDING SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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

**1-14315**  
(Commission File Number)

**76-0127701**  
(I.R.S. Employer

Identification Number)

**10943 North Sam Houston Parkway West**

**Houston, Texas**  
(Address of principal executive offices)

**77064**  
(Zip Code)

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Registrant's telephone number, including area code: (281) 897-7788

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.**

On September 1, 2005, the Board of Directors of NCI Building Systems, Inc. amended NCI's By-laws to provide that no person may stand for election as a director if, on the date of any annual or special meeting held for the purpose of electing directors, such person shall have surpassed the age of 73. Prior to the amendment, the By-laws provided that no person who had reached the age of 72 could stand for election as director. The By-laws as amended are attached hereto as exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

**Exhibit**

| <u>Number</u> | <u>Description</u>  |
|---------------|---|
| 3.1           | By-laws of NCI Building Systems, Inc., as amended September 1, 2005 |

**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.

By: /s/ Todd R. Moore

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Name: Todd R. Moore

Title: Vice President and General Counsel

Dated: September 8, 2005