

PGT, Inc.
Form 10-Q
November 05, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 3, 2015

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 000-52059

PGT, Inc.

1070 Technology Drive

North Venice, FL 34275

Registrant's telephone number: 941-480-1600

State of Incorporation
Delaware

IRS Employer Identification No.
20-0634715

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$0.01 par value, 48,653,104 shares, as of November 4, 2015.

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PGT, INC.

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Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****PGT, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(in thousands, except per share amounts)**(unaudited)*

| | Three Months Ended | | Nine Months Ended | |
|--|----------------------------|-------------------------------|----------------------------|-------------------------------|
| | October 3, 2015 | September 27, 2014 | October 3, 2015 | September 27, 2014 |
| Net sales | \$ 100,668 | \$ 77,320 | \$ 296,802 | \$ 221,666 |
| Cost of sales | 71,247 | 54,136 | 203,395 | 152,565 |
| Gross profit | 29,421 | 23,184 | 93,407 | 69,101 |
| Selling, general and administrative expenses | 16,364 | 14,290 | 50,804 | 40,619 |
| Income from operations | 13,057 | 8,894 | 42,603 | 28,482 |
| Interest expense, net | 2,934 | 1,020 | 8,787 | 2,809 |
| Debt extinguishment costs | | 2,829 | | 2,829 |
| Other expense, net | 131 | 1,019 | 357 | 918 |
| Income before income taxes | 9,992 | 4,026 | 33,459 | 21,926 |
| Income tax expense | 3,646 | 1,695 | 13,681 | 8,442 |
| Net income | \$ 6,346 | \$ 2,331 | \$ 19,778 | \$ 13,484 |
| Net income per common share: | | | | |
| Basic | \$ 0.13 | \$ 0.05 | \$ 0.41 | \$ 0.29 |
| Diluted | \$ 0.13 | \$ 0.05 | \$ 0.39 | \$ 0.27 |
| Weighted average shares outstanding: | | | | |
| Basic | 48,596 | 47,399 | 48,131 | 47,271 |
| Diluted | 50,563 | 49,792 | 50,290 | 49,728 |

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| | | | | |
|----------------------|----------|----------|-----------|-----------|
| Comprehensive income | \$ 6,346 | \$ 3,081 | \$ 21,449 | \$ 13,992 |
|----------------------|----------|----------|-----------|-----------|

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**PGT, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS***(in thousands, except per share amounts)**(unaudited)*

| | October 3, 2015 | January 3, 2015 |
|---|----------------------------|----------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 54,792 | \$ 42,469 |
| Accounts receivable, net | 38,957 | 25,374 |
| Inventories | 22,992 | 19,970 |
| Prepaid expenses and other current assets | 6,458 | 6,464 |
| Deferred income taxes | 5,110 | 5,160 |
| | | |
| Total current assets | 128,309 | 99,437 |
| Property, plant and equipment, net | 69,344 | 60,898 |
| Trade name and other intangible assets, net | 80,176 | 82,724 |
| Goodwill | 66,580 | 66,580 |
| Other assets, net | 2,370 | 2,110 |
| | | |
| Total assets | \$ 346,779 | \$ 311,749 |
| | | |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 24,414 | \$ 17,328 |
| Current portion of long-term debt | 1,965 | 1,962 |
| | | |
| Total current liabilities | 26,379 | 19,290 |
| Long-term debt, less current portion | 190,813 | 191,792 |
| Deferred income taxes | 25,956 | 25,956 |
| Other liabilities | 960 | 735 |
| | | |
| Total liabilities | 244,108 | 237,773 |
| | | |
| Shareholders' equity: | | |
| Preferred stock; par value \$.01 per share; 10,000 shares authorized; none outstanding | | |
| Common stock; par value \$.01 per share; 200,000 shares authorized; 50,933 and 49,985 shares issued and 48,633 and 47,707 shares outstanding at October 3, 2015 and | 509 | 498 |

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| | | |
|--|------------|------------|
| January 3, 2015, respectively | | |
| Additional paid-in-capital | 244,430 | 238,229 |
| Accumulated other comprehensive loss | | (1,671) |
| Accumulated deficit | (132,231) | (152,009) |
| Shareholders' equity | 112,708 | 85,047 |
| Less: Treasury stock at cost | (10,037) | (11,071) |
| Total shareholders' equity | 102,671 | 73,976 |
| Total liabilities and shareholders' equity | \$ 346,779 | \$ 311,749 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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PGT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

| | Nine Months Ended | |
|--|--------------------------|----------------------|
| | October 3, | September 27, |
| | 2015 | 2014 |
| | <i>(unaudited)</i> | |
| Cash flows from operating activities: | | |
| Net income | \$ 19,778 | \$ 13,484 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 4,997 | 3,116 |
| Amortization | 2,548 | 468 |
| Recovery on allowance for doubtful accounts | (257) | (484) |
| Stock-based compensation | 1,278 | 888 |
| Amortization and write-off of deferred financing costs | 745 | 3,490 |
| Derivative financial instruments | 126 | 174 |
| Deferred income taxes | 50 | 1,096 |
| Excess tax benefits on stock-based compensation | (4,197) | (7,322) |
| Loss on disposal of assets | 9 | |
| Change in operating assets and liabilities (net of the effect of the acquisition): | | |
| Accounts receivable | (13,842) | (5,416) |
| Inventories | (3,022) | (3,954) |
| Prepaid expenses, other current and other assets | (1,693) | (687) |
| Accounts payable, accrued and other liabilities | 14,986 | 12,025 |
| | | |
| Net cash provided by operating activities | 21,506 | 16,878 |
| Cash flows from investing activities: | | |
| Purchases of property, plant and equipment | (13,629) | (14,486) |
| Business acquisition | | (110,438) |
| | | |
| Net cash used in investing activities | (13,629) | (124,924) |
| Cash flows from financing activities: | | |
| Payments of long-term debt | (1,500) | (79,000) |
| Proceeds from issuance of long-term debt | | 198,000 |
| Payments of financing costs | | (5,291) |
| Purchases of treasury stock | (4) | (1,025) |
| Proceeds from exercise of stock options | 1,776 | 1,508 |
| Excess tax benefits on stock-based compensation | 4,197 | 7,322 |

| | | |
|---|-----------|------------|
| Other | (23) | |
| Net cash provided by financing activities | 4,446 | 121,514 |
| Net increase in cash and cash equivalents | 12,323 | 13,468 |
| Cash and cash equivalents at beginning of period | 42,469 | 30,204 |
| Cash and cash equivalents at end of period | \$ 54,792 | \$ 43,672 |
| Non-cash activity: | | |
| Property, plant and equipment additions in accounts payable | \$ (176) | \$ (1,007) |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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PGT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements include the accounts of PGT, Inc. and its wholly-owned subsidiary, PGT Industries, Inc., and its wholly-owned subsidiary CGI Window and Holdings, Inc. (CGI) (collectively the Company), after elimination of intercompany accounts and transactions. We acquired CGI effective on September 22, 2014. The purchase price paid in the acquisition was \$110.4 million, which was allocated to the net assets acquired and liabilities assumed as of the acquisition date, in accordance with ASC 805, Business Combinations . For a more detailed discussion of this acquisition, see Note 4 in the Company s Annual Report on Form 10-K for the year ended January 3, 2015.

These condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by United States Generally Accepted Accounting Principles (GAAP) for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the remainder of the current year or for any future periods. Each of our Company s fiscal quarters ended October 3, 2015 and September 27, 2014, consisted of 13 weeks.

The condensed consolidated balance sheet as of January 3, 2015, is derived from the audited consolidated financial statements, but does not include all disclosures required by GAAP. The condensed consolidated balance sheet as of January 3, 2015, and the unaudited condensed consolidated financial statements as of and for the period ended October 3, 2015, should be read in conjunction with the more detailed audited consolidated financial statements for the year ended January 3, 2015, included in the Company s most recent Annual Report on Form 10-K. Accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with the accounting policies described in the Notes to Consolidated Financial Statements included in the Company s Annual Report on Form 10-K.

Recently Adopted Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the criteria for reporting discontinued operations. Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of, or is classified as held for sale, and represents a strategic shift that has (or will have) a major effect on an entity s operations and financial results. Major strategic shifts include disposals of a significant geographic area or line of business. The new standard allows an entity to have significant continuing involvement and cash flows with the discontinued operation. The standard requires expanded disclosures for discontinued operations and new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. This new guidance is effective for annual reporting periods beginning on or after December 15, 2014, and interim periods within those annual periods, with early adoption permitted only for disposals (or classifications as held for sale) that have not been previously reported. The adoption of this standard did not have a significant impact on our consolidated financial statements.

NOTE 2. WARRANTY

Most of our manufactured products are sold with warranties. Warranty periods, which vary by product components, generally range from 1 to 10 years; however, the warranty period for a limited number of specifically identified components in certain applications is a lifetime. The majority of the products sold have warranties on components which range from 1 to 3 years. The reserve for warranties is based on management's assessment of the cost per service call and the number of service calls expected to be incurred to satisfy warranty obligations on the current net sales.

During the three months ended October 3, 2015, we recorded warranty expense at a rate of approximately 2.00% of sales. This rate is in line with the 2.00% of sales accrued in the third quarter of 2014.

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The following table summarizes: current period charges, adjustments to previous estimates, if necessary, as well as settlements, which represent actual costs incurred during the period for the three and nine months ended October 3, 2015, and September 27, 2014. The reserve is determined through specific identification and assessing Company history. Expected future obligations are discounted to a current value using a risk-free rate for obligations with similar maturities.

The following provides information with respect to our warranty accrual:

| Accrued Warranty <i>(in thousands)</i> | Beginning of Period | Acquired | Charged to Expense | Adjustments | Settlements | End of Period |
|--|------------------------------------|-----------------|-------------------------------|--------------------|--------------------|--------------------------|
| Three months ended October 3, 2015 | \$ 4,077 | \$ | \$ 1,992 | \$ 19 | \$ (1,812) | \$ 4,276 |
| Three months ended September 27, 2014 | \$ 2,306 | \$ 239 | \$ 1,535 | \$ 462 | \$ (1,337) | \$ 3,205 |
| Nine months ended October 3, 2015 | \$ 3,302 | \$ | \$ 6,168 | \$ 266 | \$ (5,460) | \$ 4,276 |
| Nine months ended September 27, 2014 | \$ 2,666 | \$ 239 | \$ 3,861 | \$ 316 | \$ (3,877) | \$ 3,205 |

NOTE 3. INVENTORIES

Inventories consist principally of raw materials purchased for the manufacture of our products. We have limited finished goods inventory since all products are custom, made-to-order and usually ship upon completion. Finished goods inventory costs include direct materials, direct labor, and overhead. All inventories are stated at the lower of cost (first-in, first-out method) or market value. Inventories consisted of the following:

| | October 3, 2015 | January 3, 2015 |
|------------------|----------------------------|----------------------------|
| | <i>(in thousands)</i> | |
| Raw materials | \$ 19,052 | \$ 16,674 |
| Work in progress | 1,136 | 791 |
| Finished goods | 2,804 | 2,505 |
| | \$ 22,992 | \$ 19,970 |

NOTE 4. STOCK BASED-COMPENSATION**Exercises**

For the three months ended October 3, 2015, there were 100,410 options exercised at a weighted average exercise price of \$1.99 per share. For the nine months ended October 3, 2015, there were 868,750 options exercised at a weighted average exercise price of \$2.04 per share.

Issuance

On March 4, 2015, we granted 178,256 restricted stock awards to certain executives and non-executive employees of the Company. The restrictions on these stock awards lapse over time based solely on continued service. However, the quantity of restricted shares granted on half of these shares, or 89,128 shares, is fixed, whereas the quantity granted on the remaining half, or 89,128 shares, is subject to Company-specific performance criteria. The restricted stock awards have a fair value on date of grant of \$10.95 per share based on the closing NASDAQ market price of the common stock on the day prior to day the awards were granted. Those restricted shares whose quantity is fixed vest in equal amounts over a three-year period on the first, second and third anniversary dates of the grant. Those restricted shares whose quantity is subject to Company performance criteria vest in equal amounts over a two-year period on the second and third anniversary dates of the grant.

The performance criteria, as defined in the share awards, provides for a graded awarding of shares based on the percentage by which the Company meets earnings before interest and taxes, as defined, in our 2015 business plan. The performance percentages, ranging from less than 80% to greater than 120%, provide for the awarding of shares ranging from no shares to 150% of the original amount of shares.

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We record stock compensation expense over an award's vesting period based on the award's fair value at the date of grant. We recorded compensation expense for stock based awards of \$0.3 million for the three months ended October 3, 2015 and \$0.3 million for the three months ended September 27, 2014. We recorded compensation expense for stock based awards of \$1.3 million for the nine months ended October 3, 2015 and \$0.9 million for the nine months ended September 27, 2014. As of October 3, 2015, and September 27, 2014, there was \$1.6 million and \$1.4 million, respectively, of total unrecognized compensation cost related to non-vested stock option agreements and restricted share awards. These costs are expected to be recognized in earnings on a straight-line basis over the weighted average remaining vesting period of 1.6 years at October 3, 2015, and 1.5 years at September 27, 2014.

NOTE 5. NET INCOME PER COMMON SHARE

Basic EPS is computed by dividing net income available to common shareholders, by the weighted-average number of common shares outstanding during the period. Diluted EPS reflects the dilutive effect of potential common shares from securities such as stock options.

Weighted average shares outstanding for the three months ended October 3, 2015, and September 27, 2014, excludes underlying options and restricted stock awards of 20 thousand and 92 thousand, respectively, because their effects were anti-dilutive. Weighted average shares outstanding for the nine months ended October 3, 2015, and September 27, 2014, excludes underlying options and restricted stock awards of 20 thousand and 70 thousand, respectively, because their effects were anti-dilutive.

The table below presents the calculation of EPS and a reconciliation of weighted average common shares used in the calculation of basic and diluted EPS for our Company:

| | Three Months Ended | | Nine Months Ended | |
|--|---|-------------------------------|----------------------------|-------------------------------|
| | October 3, 2015 | September 27, 2014 | October 3, 2015 | September 27, 2014 |
| | <i>(in thousands, except per share amounts)</i> | | | |
| Net income | \$ 6,346 | \$ 2,331 | \$ 19,778 | \$ 13,484 |
| Weighted-average common shares - Basic | 48,596 | 47,399 | 48,131 | 47,271 |
| Add: Dilutive effect of stock compensation plans | 1,967 | 2,393 | 2,159 | 2,457 |
| Weighted-average common shares - Diluted | 50,563 | 49,792 | 50,290 | 49,728 |
| Net income per common share: | | | | |
| Basic | \$ 0.13 | \$ 0.05 | \$ 0.41 | \$ 0.29 |
| Diluted | \$ 0.13 | \$ 0.05 | \$ 0.39 | \$ 0.27 |

Table of Contents**NOTE 6. GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS**

Goodwill, trade names, and other intangible assets, net, are as follows:

| | October 3, 2015 | January 3, 2015 | Initial Useful Life (in years) |
|---|-----------------------|--------------------|--|
| | <i>(in thousands)</i> | | |
| Goodwill | \$ 66,580 | \$ 66,580 | indefinite |
| Trade names and other intangible assets: | | | |
| Trade names | \$ 57,441 | \$ 57,441 | indefinite |
| Customer relationships | 79,700 | 79,700 | 8-10 |
| Developed technology | 1,700 | 1,700 | 10 |
| Non-compete agreement | 600 | 600 | 2 |
| Less: Accumulated amortization | (59,265) | (56,717) | |
| Subtotal | 22,735 | 25,283 | |
| Other intangible assets, net | \$ 80,176 | \$ 82,724 | |

NOTE 7. LONG-TERM DEBT

On September 22, 2014, we entered into a Credit Agreement (the "2014 Credit Agreement"), among us, the lending institutions identified in the 2014 Credit Agreement, and Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent. For further discussion of the significant terms of the 2014 Credit Agreement, see Note 8 in the Company's Annual Report on Form 10-K for the year ended January 3, 2015. As of October 3, 2015, there were \$0.5 million of letters of credit outstanding and \$34.5 million available under the revolving credit portion of the 2014 Credit Agreement.

The 2014 Credit Agreement contains a springing financial covenant, if we draw in excess of twenty percent (20%) of the revolving facility, which requires us to maintain a maximum total net leverage ratio (based on the ratio of total debt for borrowed money to trailing EBITDA, each as defined in the 2014 Credit Agreement), and is tested quarterly based on the last four fiscal quarters and is set at levels as described in the 2014 Credit Agreement. As of October 3, 2015, no such test is required as we have not exceeded 20% of our revolving capacity.

The 2014 Credit Agreement also contains a number of affirmative and restrictive covenants, including limitations on the incurrence of additional debt, liens on property, acquisitions and investments, loans and guarantees, mergers, consolidations, liquidations and dissolutions, asset sales, dividends and other payments in respect of our capital stock, prepayments of certain debt and transactions with affiliates. The 2014 Credit Agreement also contains customary events of default. Upon the occurrence of an event of default, the amounts outstanding under the 2014 Credit

Agreement may be accelerated and may become due and payable.

The face value of the debt as of October 3, 2015, was \$198.0 million. Related debt issuance costs and the debt discount are being amortized to interest expense, net on the condensed consolidated statements of comprehensive income over the term of the debt.

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The contractual future maturities of long-term debt outstanding as of October 3, 2015, are as follows (excluding unamortized debt discount and issuance costs):

| | <i>(in thousands)</i> |
|--------------|-----------------------|
| 2015 | \$ 500 |
| 2016 | 2,000 |
| 2017 | 2,000 |
| 2018 | 2,000 |
| 2019 | 2,000 |
| Thereafter | 189,500 |
| Total | \$ 198,000 |

NOTE 8. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table shows the components of accumulated other comprehensive loss for the three months ended September 27, 2014 and nine months ended October 3, 2015, and September 27, 2014. There was no activity for the three months ended October 3, 2015:

| Three months ended September 27, 2014 | Aluminum Forward Contracts | Interest Swap | Total |
|--|---|--------------------------|--------------|
| <i>(in thousands)</i> | | | |
| Balance at June 28, 2014 | \$ (1,676) | \$ (789) | \$ (2,465) |
| Amounts reclassified from accumulated other comprehensive loss | 63 | 1,188 | 1,251 |
| Tax effect | (102) | (399) | (501) |
| Net current-period other comprehensive income (loss) | (39) | 789 | 750 |
| Balance at September 27, 2014 | \$ (1,715) | \$ | \$ (1,715) |

| Nine months ended October 3, 2015 | Aluminum Forward Contracts |
|--|---|
| <i>(in thousands)</i> | |
| Balance at January 3, 2015 | \$ (1,671) |
| Amounts reclassified from accumulated other comprehensive loss | 126 |
| Tax effect | (50) |
| Reversal of income tax allocation | 1,595 |

| | |
|---|-------|
| Net current-period other comprehensive income | 1,671 |
|---|-------|

| | |
|----------------------------|----|
| Balance at October 3, 2015 | \$ |
|----------------------------|----|

Nine months ended September 27, 2014

| <i>(in thousands)</i> | Aluminum Forward Contracts | Interest Swap | Total |
|--|---|--------------------------|--------------|
| Balance at December 28, 2013 | \$ (1,837) | \$ (386) | \$ (2,223) |
| Other comprehensive income (loss) before reclassification | 345 | (557) | (212) |
| Amounts reclassified from accumulated other comprehensive loss | (65) | 1,188 | 1,123 |
| Tax effect | (158) | (245) | (403) |
| Net current-period other comprehensive income | 122 | 386 | 508 |
| Balance at September 27, 2014 | \$ (1,715) | \$ | \$ (1,715) |

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The following table shows the reclassification out of accumulated other comprehensive loss for the three and nine months ended October 3, 2015, and September 27, 2014 (in thousands):

| | Amounts Reclassified From Accumulated Other Comprehensive Loss | | Affected Line Item in Statement Where Net Income is Presented |
|--|---|-----------------------------------|--|
| | Three Months Ended | | |
| | October 3, 2015 | September 27, 2014 | |
| | <i>Debit (Credit)</i> | | |
| Aluminum forward contracts - effective portion | \$ | \$ 101 | Cost of sales |
| Aluminum forward contracts - ineffective portion | | (38) | Other expense, net |
| Interest rate swap - de-designation | | 1,188 | Other expense, net |
| Tax effect | | (501) | Tax expense |
| | Nine Months Ended | | |
| | October 3, 2015 | September 27, 2014 | |
| | <i>Debit (Credit)</i> | | |
| Aluminum forward contracts - effective portion | \$ 126 | \$ (27) | Cost of sales |
| Aluminum forward contracts - ineffective portion | | (38) | Other expense, net |
| Interest rate swap - de-designation | | 1,188 | Other expense, net |
| Tax effect | (50) | (588) | Tax expense |

NOTE 9. COMMITMENTS AND CONTINGENCIES*Litigation*

Our Company is a party to various legal proceedings in the ordinary course of business. Although the ultimate disposition of those proceedings cannot be predicted with certainty, management believes the outcome of any claim that is pending or threatened, either individually or in the aggregate, will not have a materially adverse effect on our operations, financial position or cash flows.

NOTE 10. INCOME TAXES

Income tax expense was \$3.6 million for the three months ended October 3, 2015, compared with \$1.7 million for the three months ended September 27, 2014. Our effective tax rate for the three months ended October 3, 2015, was

36.5%, and was 42.1% for the three months ended September 27, 2014. Income tax expense for the nine months ended October 3, 2015, was \$13.7 million, compared with \$8.4 million for the nine months ended September 27, 2014. Our effective tax rate for the nine months ended October 3, 2015, was 40.9%, and was 38.5% for the nine months ended September 27, 2014.

Income tax expense in the nine month period ended October 3, 2015, includes a \$1.6 million discrete item of income tax expense representing income tax expense previously classified within accumulated other comprehensive losses, relating to the intraperiod income taxes on our effective aluminum hedges, allocated to other comprehensive income in the year ended January 2, 2010, which we reversed in the second quarter of 2015, as the result of the culmination of our remaining cash flow hedges. Excluding this discrete item of income tax expense, the effective tax rate for the nine month period ended October 3, 2015, would have been 36.1%. The effective tax rates in all periods of both 2015 and 2014, excluding the effect of the discrete income tax item in the nine months ended October 3, 2015, were lower than our combined statutory federal and state tax rate of 38.8% primarily as the result of the estimated impact of the section 199 domestic manufacturing deduction.

Table of Contents**NOTE 11.DERIVATIVES****Derivative Financial Instruments Aluminum Contracts**

We enter into aluminum forward contracts to hedge the fluctuations in the purchase price of aluminum extrusion we use in production. Certain of our contracts are designated as cash flow hedges since they are highly effective in offsetting changes in the cash flows attributable to forecasted purchases of aluminum. For further discussion of our derivative financial instruments relating to aluminum contracts, see Note 9 in the Company's Annual Report on Form 10-K for the year ended January 3, 2015.

We maintain a \$2.0 million line of credit with our commodities broker to cover the liability position of open contracts for the purchase of aluminum in the event that the price of aluminum falls. Should the price of aluminum fall to a level which causes our liability for open aluminum contracts to exceed \$2.0 million, we are required to fund daily margin calls to cover the excess. As of October 3, 2015, no amounts were borrowed under this line of credit.

At October 3, 2015, the fair value of our aluminum forward contracts was in a net liability position of \$167 thousand, and had two outstanding forward contracts for the purchase of 0.8 million pounds of aluminum through December 2015, at an average price of \$0.93 per pound, which excludes the Midwest premium, with maturity dates of between one month and two months. We assessed the risk of non-performance of the Company to these contracts and recorded a de minimis adjustment to fair value as of October 3, 2015.

For the three and nine months ended October 3, 2015, and September 27, 2014, our outstanding contracts did not qualify as effective. In the case of our two outstanding contracts as of October 3, 2015, these contracts were never evaluated for or considered as qualifying for accounting as cash flow hedges. Effectiveness of aluminum forward contracts is determined by comparing the change in the fair value of the forward contract to the change in the expected cash to be paid for the hedged item. The effective portion of the gain or loss on our aluminum forward contracts is reported as a component of accumulated other comprehensive loss and is reclassified into earnings in the same line item in the income statement as the hedged item in the same period or periods during which the transaction affects earnings. When a cash flow hedge becomes ineffective, and if the forecasted hedged transaction is still probable of occurrence, amounts previously recorded in accumulated other comprehensive loss remain in accumulated other comprehensive loss and are recognized in earnings in the period in which the hedged transaction affects earnings. The changes in value of the aluminum forward contracts occurring after ineffectiveness and the contracts that had not been evaluated for or considered as qualifying for accounting as cash flow hedges, are recognized in other expense, net, on the condensed consolidated statements of comprehensive income. The adjustments relating to changes in value of aluminum forward contracts occurring after ineffectiveness were other income of \$54 thousand for the three months ended and September 27, 2014, and other expenses of \$224 thousand and other income of \$182 thousand for the nine months ended October 3, 2015, and September 27, 2014, respectively. The adjustments relating to changes in value of aluminum contracts that had not been evaluated for or considered as qualifying for accounting as cash flow hedges were \$131 thousand in the three and nine months ended October 3, 2015. As of October 3, 2015, we have no remaining accumulated other comprehensive income or loss.

Derivative Financial Instruments Interest Rate Contract

We had an interest rate cap agreement we entered into on September 16, 2013. It is a two-year agreement with a notional amount of \$20.0 million; and was initially designated as a cash flow hedge to protect the variable rate debt from an increase in the floating, one-month LIBOR rate of greater than 0.50%. Upon entering into the 2014 Credit Agreement, effective on September 22, 2014, it was de-designated as a cash flow hedge and has since been marked-to-market in other expense, net, on the condensed consolidated statements of comprehensive income, and were either zero or de minimis for the three and nine months ended October 3, 2015, and September 27, 2014,

respectively.

The fair value of our derivatives are classified in the accompanying condensed consolidated balance sheets as follows (in thousands):

| Derivatives in a net asset (liability) position | Balance Sheet Location | October 3, January 3, | |
|--|-------------------------------|------------------------------|-------------|
| | | 2015 | 2015 |
| Derivative instruments: | | | |
| Aluminum forward contracts | Accrued liabilities | \$ (167) | \$ (491) |
| Interest rate cap | Other current assets | | 2 |
| | | | |
| Total derivative instruments | | \$ (167) | \$ (489) |

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The impact of the offsetting derivative instruments are depicted below (in thousands):

| | Gross | | Net | | Gross Amounts not Offset | |
|-------------------------------|-------------------------------------|----------------------|-------------------------------------|-----------------------|--------------------------|------------|
| | Amounts of Recognized (Liabilities) | Gross Amounts Offset | Amounts of Recognized (Liabilities) | Financial Instruments | Cash Collateral Pledged | Net Amount |
| As of October 3, 2015: | | | | | | |
| Aluminum forward contracts | \$ (167) | \$ | \$ (167) | \$ | \$ | \$ (167) |
| As of January 3, 2015: | | | | | | |
| Aluminum forward contracts | \$ (491) | \$ | \$ (491) | \$ | \$ | \$ (491) |
| Interest rate cap | \$ 2 | \$ | \$ 2 | \$ | \$ | \$ 2 |

The following represents the gains (losses) on derivative financial instruments for the three and nine months ended October 3, 2015 and September 27, 2014, and their classifications within the accompanying condensed consolidated statements of comprehensive income. There were no amounts recognized in accumulated OCI(L) for either the three or nine months ended October 3, 2015, or the three months ended September 27, 2014. There were no amounts reclassified from accumulated OCI(L), or recognized in income for the three months ended October 3, 2015 (in thousands):

| Derivatives in Cash Flow Hedging Relationships | | | |
|---|--------------------|---|--|
| Location of Gain or (Loss) | | Amount of Gain or (Loss) Reclassified from Accumulated OCI(L) into Income (Effective Portion) | Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion) |
| | | Three Months Ended Sept. 27, 2014 | Three Months Ended Sept. 27, 2014 |
| Aluminum contracts | Cost of sales | \$ (101) | \$ |
| Aluminum contracts | Other expense, net | 38 | 16 |
| Interest rate swap | Other expense, net | (1,188) | 115 |
| | | \$ (1,251) | \$ 131 |

| Derivatives in Cash Flow Hedging Relationships | | | |
|---|----------------------------|--|--|
| Amount of Gain (Loss) Recognized in | Location of Gain or (Loss) | Amount of Gain or (Loss) Reclassified from | Amount of Gain or (Loss) Recognized in Income on |

| | Accumulated OCI(L) on Derivatives (Effective Portion) | | Accumulated OCI(L) into Income (Effective Portion) | | Derivatives (Ineffective Portion) | |
|--------------------|--|--------------------|---|------------|--|--------|
| | Nine Months Ended Sept. 27, 2014 | | Nine Months Ended Oct. 3, 2015 Sept. 27, 2014 | | Nine Months Ended Oct. 3, 2015 Sept. 27, 2014 | |
| Aluminum contracts | \$ 345 | Cost of sales | \$ (126) | \$ 27 | \$ (224) | \$ |
| Aluminum contracts | | Other expense, net | | 38 | | 144 |
| Interest rate cap | | Other expense, net | | | (2) | (27) |
| Interest rate swap | (557) | Other expense, net | | (1,188) | | 115 |
| | \$ (212) | | \$ (126) | \$ (1,123) | \$ (226) | \$ 232 |

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Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A three-tier fair value hierarchy is used to prioritize the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The accounting guidance concerning fair value allows us to elect to measure financial instruments at fair value and report the changes in fair value through the condensed consolidated statements of comprehensive income. This election can only be made at certain specified dates and is irrevocable once made. We do not have a policy regarding specific assets or liabilities to elect to measure at fair value, but rather make the election on an instrument-by-instrument basis as they are acquired or incurred.

Items Measured at Fair Value on a Recurring Basis

The following assets and liabilities are measured in the condensed consolidated balance sheets at fair value on a recurring basis and are categorized in the table below based upon the lowest level of significant input to the valuation (in thousands):

| | | Fair Value Measurements | | |
|-------------------------------|--------------|--|--|--|
| | | Assets (Liabilities) | | |
| | | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | Total | | | |
| As of October 3, 2015: | | | | |
| Aluminum forward contracts | \$(167) | \$ | \$ (167) | \$ |
| | \$(167) | \$ | \$ (167) | \$ |
| As of January 3, 2015: | | | | |
| Aluminum forward contracts | \$(491) | \$ | \$ (491) | \$ |
| Interest rate cap | 2 | | 2 | |

| | | | | |
|----------|----|----|-------|----|
| \$ (489) | \$ | \$ | (489) | \$ |
|----------|----|----|-------|----|

The following is a description of the methods and assumptions used to estimate the fair values of our assets and liabilities measured at fair value on a recurring basis, as well as the basis for classifying these assets and liabilities as Level 2.

Aluminum forward contracts identical to those held by us trade on the London Metal Exchange (LME). The LME provides a transparent forum and is the world's largest center for the trading of futures contracts for non-ferrous metals. The prices are used by the metals industry worldwide as the basis for contracts for the movement of physical material throughout the production cycle. Based on this high degree of volume and liquidity in the LME, we believe the valuation price at any measurement date for contracts with identical terms as to prompt date, trade date and trade price as those we hold at any time represents a contract's exit price to be used for purposes of determining fair value.

Interest rate cap and swap contracts identical to that held by us are sold by financial institutions. The valuation price at any measurement date for a contract with identical terms, exercise price, expiration date, settlement date, and notional quantities, as the one we hold, is used for determining the fair value.

Table of Contents***Fair Value of Financial Instruments***

The following table presents the carrying values and estimated fair values of financial assets and liabilities that are required to be recorded or disclosed at fair value at October 3, 2015, and January 3, 2015 (in thousands):

| | October 3, 2015 | | January 3, 2015 | |
|--|-----------------|----------------------|-----------------|----------------------|
| | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| <u>Financial assets (liabilities)</u> | | | | |
| Cash and cash equivalents | \$ 54,792 | \$ 54,792 | \$ 42,469 | \$ 42,469 |
| Accounts receivable, net | \$ 38,957 | \$ 38,957 | \$ 25,374 | \$ 25,374 |
| Accounts payable and accrued liabilities | \$ (24,414) | \$ (24,414) | \$ (17,328) | \$ (17,328) |
| Long-term debt (including current portion) | \$ (192,778) | \$ (192,778) | \$ (193,754) | \$ (193,754) |

The following provides a description of the methods and significant assumptions used in estimating the fair value of our financial instruments that are not measured at fair value on a recurring basis.

Cash and cash equivalents The estimated fair value of these financial instruments approximates their carrying amounts due to their highly liquid or short-term nature.

Accounts receivable, net The estimated fair value of these financial instruments approximates their carrying amounts due to their short-term nature.

Accounts payable and accrued liabilities The estimated fair value of these financial instruments approximate their carrying amounts due to their short-term nature.

Debt The estimated fair value of this debt is based on Level 2 inputs of debt with similar terms and characteristics.

NOTE 13.SUBSEQUENT EVENT

On October 28, 2015, we announced that our Board of Directors authorized a share buyback program of up to \$20 million. Repurchases under the program, the timing, manner, price and amounts of which will be determined by the Company, will be made in open market or privately negotiated transactions, subject to market conditions, applicable legal requirements, our credit facility, and other relevant factors. The program may be suspended, terminated or modified at any time for any reason.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto for the year ended January 3, 2015, included in our most recent Form 10-K annual report as well as our reports on Forms 10-Q and 8-K and other publicly available information. All amounts herein are unaudited.

Special Note Regarding Forward-Looking Statements

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

Level of indebtedness

Dependence on our WinGuard branded product lines

Integration of acquisition(s)

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 and at <http://ir.pgtindustries.com/sec.cfm>

EXECUTIVE OVERVIEW

Sales and Operations

On November 4, 2015, we issued a press release, and held a conference call on November 5, 2015, to review the results of operations for the three and nine months ended October 3, 2015. During the call, we also discussed current market conditions and gave an update on the status of operations of our new glass processing facility. The overview and estimates contained in this report are consistent with those given in our press release and our conference call remarks; we are neither updating nor confirming that information.

The ramp-up of operation of our new, state-of-the-art glass processing facility is nearing completion. We are in the third phase of the expansion by adding additional glass cutting and tempering equipment to the facility. We expect to be completed with this phase in the fourth quarter of 2015.

With regard to our results, we delivered another \$100 million-plus sales quarter, the second such quarter of 2015, with sales coming in at \$100.7 million, up 30.2% over the third quarter of 2014. This represents the third highest quarterly sales level in our history. Third quarter 2015 net sales includes \$17.6 million from CGI, compared to \$0.6 million in the post-acquisition period in last year's third quarter. Excluding CGI, our organic sales grew by \$6.3 million, or 8.1%. Our growth has been

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driven by continued focus on our core markets and products. Including CGI's sales, sales in our primary market of Florida represented 89% of total net sales during the third quarter of 2015. Impact product sales, also including CGI, whose product lines we consider to be all impact products, represented 83% of total net sales in the 2015 third quarter.

Our sales growth led to a \$6.2 million, or 26.9%, increase in gross profit in the third quarter of 2015, as compared to last year's third quarter. As a percent of net sales, gross margin was 29.2%, compared to 30.0% last year. During the quarter, we continued to focus on the future with three ongoing initiatives. We installed our new laminated glass line, we increased production capabilities of our new vinyl products, and we converted a large portion of our operations to our new ERP systems. Adjusting for costs related to these initiatives, totaling \$2.0 million and \$0.3 million in the third quarters of 2015 and 2014, respectively, gross margin was 31.2%, compared to 30.4%. Although increasing during the 2015 third quarter compared to last year, gross margin was pressured due to operating challenges which negatively impacted our gross margin. These challenges were centered primarily on production and scheduling issues for our insulated glass lines. The effects of these issues impacted our ability to produce vinyl products, which resulted in higher than anticipated labor costs and scrap levels. Additionally, these challenges temporarily decreased our vinyl manufacturing capacity and caused us to experience increased lead-times resulting in a nearly \$6 million, or 24 percent, increase in our backlog. Flow through from our main glass processing centers to our insulated glass facility and then to our window and door assembly lines has improved dramatically as we closed out our October results.

We are confident the majority of our systems issues, which disrupted the flow of our process through insulated glass, have been addressed. Recent improvements in both weekly sales and on-time delivery support this belief. In the last two weeks of October 2015, we shipped over \$7 million each week, and so far in the first week of November, we are at 96% on-time delivery. However, due to the nature of system issues, operational improvements will only gradually work their way to the bottom line, and gross margins in the near term will continue to be pressured. In addition to these operating challenges, we experienced other factors that had a negative impact on our gross margin during the third quarter of 2015, including increased overhead costs, primarily employee-related due to higher employment levels driven by higher sales. Gross margin was also negatively impacted by product mix with the increase in new construction sales.

Selling, general and administrative expenses as a percent of net sales were 16.3% in the third quarter of 2015, compared to 18.5% in the third quarter of 2014, which included \$1.5 million of CGI acquisition-related expenses. Although we continue to have strong leverage in this category as the result of the significant increase in sales, selling, general and administrative expenses in 2015 are being affected by increased depreciation due to our higher levels of capital expenditures and by amortization due to the intangibles acquired in the CGI acquisition.

Looking forward, we expect to capitalize on opportunities from both diversifying and broadening our product portfolio, as well as our increased capacity for processing glass. We expect economic conditions in the Florida market to remain stable or improve, which we anticipate will continue to drive year over year sales growth in the fourth quarter. We anticipate this growth will continue, both organically and as a result of the CGI acquisition. As we commented in our aforementioned earnings release and conference call, demand for our products remains strong, but the fourth quarter is typically our slowest quarter given the impact of both Thanksgiving and Christmas holiday weeks. Both labor and weather continue as headwinds in the Florida market. In the face of these facts, we estimate that consolidated sales in the fourth quarter of 2015 are expected to range between \$88 and \$92 million, which represents solid growth with a range between 4% and 9% over prior year sales of \$84.7 million. Sales comparisons between the fourth quarters of 2015 and 2014 will include CGI sales for the entire quarters in both years. Our ability to effect the top end of the range is dependent on our ability to decrease our lead-times and bring in some of the \$6 million increase in backlog. We have made meaningful strides in improving operations in recent weeks, but we do not anticipate any meaningful reduction in our backlog until the first quarter of 2016.

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The following table presents financial data derived from our unaudited condensed consolidated statements of comprehensive income as a percentage of total net sales for the periods indicated (in thousands, except percentages):

| | Three Months Ended | | | |
|--|----------------------------|--------------------|-----------------|-------------------------------|
| | October 3, 2015 | <i>(unaudited)</i> | | September 27, 2014 |
| Net sales | \$ 100,668 | 100.0% | \$ 77,320 | 100.0% |
| Cost of sales | 71,247 | 70.8% | 54,136 | 70.0% |
| Gross profit | 29,421 | 29.2% | 23,184 | 30.0% |
| Selling, general and administrative expenses | 16,364 | 16.3% | 14,290 | 18.5% |
| Income from operations | 13,057 | 13.0% | 8,894 | 11.5% |
| Interest expense, net | 2,934 | 2.9% | 1,020 | 1.3% |
| Debt extinguishment costs | | 0.0% | 2,829 | 3.7% |
| Other expense, net | 131 | 0.1% | 1,019 | 1.3% |
| Income before income taxes | 9,992 | 9.9% | 4,026 | 5.2% |
| Income tax expense | 3,646 | 3.6% | 1,695 | 2.2% |
| Net income | \$ 6,346 | 6.3% | \$ 2,331 | 3.0% |

| | Nine Months Ended | | | |
|--|----------------------------|--------------------|---------------|-------------------------------|
| | October 3, 2015 | <i>(unaudited)</i> | | September 27, 2014 |
| Net sales | \$ 296,802 | 100.0% | \$ 221,666 | 100.0% |
| Cost of sales | 203,395 | 68.5% | 152,565 | 68.8% |
| Gross profit | 93,407 | 31.5% | 69,101 | 31.2% |
| Selling, general and administrative expenses | 50,804 | 17.1% | 40,619 | 18.3% |
| Income from operations | 42,603 | 14.4% | 28,482 | 12.8% |
| Interest expense, net | 8,787 | 3.0% | 2,809 | 1.3% |
| Debt extinguishment costs | | 0.0% | 2,829 | 1.3% |
| Other expense, net | 357 | 0.1% | 918 | 0.4% |

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| | | | | |
|----------------------------|-----------|-------|-----------|------|
| Income before income taxes | 33,459 | 11.3% | 21,926 | 9.9% |
| Income tax expense | 13,681 | 4.6% | 8,442 | 3.8% |
| Net income | \$ 19,778 | 6.7% | \$ 13,484 | 6.1% |

Table of Contents**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED OCTOBER 3, 2015 AND SEPTEMBER 27, 2014**

The following table represents total sales by product category for the three months ended October 3, 2015, and September 27, 2014 (in millions):

| | Three Months Ended | | | | |
|--------------------------------|---------------------------|---------------|---------------------------|---------------|-----------------|
| | October 3, 2015 | | September 27, 2014 | | % change |
| Product category: | Sales | % of sales | Sales | % of sales | |
| Impact Windows and Doors | \$ 83.6 | 83.0% | \$ 60.0 | 77.6% | 39.4% |
| Other Window and Door Products | 17.1 | 17.0% | 17.3 | 22.4% | (1.2%) |
| Total net sales | \$ 100.7 | 100.0% | \$ 77.3 | 100.0% | 30.2% |

Net sales of impact window and door products, including \$17.6 million from CGI, were \$83.6 million for the third quarter of 2015, an increase of \$23.6 million, or 39.4%, from \$60.0 million in net sales for the third quarter of 2014. Our organic increase was driven mainly by improved market conditions, and our promotional and marketing activities.

Net sales of other window and door products were \$17.1 million for the third quarter of 2015, a decrease of \$0.2 million, or 1.2%, from \$17.3 million in net sales for the 2014 third quarter. This decrease was due mainly to a decrease in sales of our non-impact aluminum products, whose sales were down \$0.5 million, partially offset by an increase in Eze-Breeze sales.

Gross profit and gross margin

Gross profit was \$29.4 million in the third quarter of 2015, an increase of \$6.2 million, or 26.9%, from \$23.2 million in the 2014 third quarter. The gross margin percentage was 29.2% in the third quarter of 2015, compared to 30.0% in the prior year third quarter, a decrease of 0.8%. Adjusting for costs related to our ERP systems conversion, new product launch costs, and glass line installation costs, totaling \$2.0 million and \$0.3 million in the third quarters of 2015 and 2014, respectively, gross margin was 31.2%, compared to 30.4%. Gross margin was positively impacted by the addition of CGI, which resulted in a 1.3% increase, the effect of the previously announced price increase, by 1.3%, lower aluminum costs, by 0.7%, and improved leverage on higher volume, by 0.2%. These positive factors were offset by higher overhead costs, primarily employee-related due to higher employment levels driven by higher sales, which resulted in a decrease in gross margin of 2.3%, and product mix due to a shift towards new construction sales, which resulted in a gross margin decrease of 0.4%.

Selling, general and administrative expenses

Selling, general and administrative expenses were \$16.4 million in the third quarter of 2015, an increase of \$2.1 million, or 14.5%, from \$14.3 million in the 2014 third quarter. As a percentage of sales, these costs decreased to 16.3%, a decrease of 2.2%, from 18.5% from the third quarter of 2014. Selling, general, and administrative expenses in the third quarter of 2015 includes intangible amortization of \$0.9 million, related to the CGI acquisition, and a total for CGI of \$3.4 million. Selling, general and administrative expenses in the third quarter of 2014 includes \$0.1 million from CGI. Excluding CGI from both periods, selling, general and administrative costs decreased \$1.2 million. This

\$1.2 million decrease was related to a \$1.2 million decrease in personnel related costs. Also, the third quarter of 2014 includes \$1.5 million of CGI acquisition-related costs. These decreases were partially offset by a \$0.2 million increase in selling and distribution costs on the higher sales volume. There was also a \$0.2 million increase in depreciation on higher levels of capital expenditures and a \$0.1 million increase in stock-based compensation expense in the third quarter of 2015, compared to the third quarter of 2014. The remaining increase represents higher corporate administrative costs.

Interest expense, net

Interest expense was \$2.9 million in the third quarter of 2015, an increase of \$1.9 million, from \$1.0 million in the prior year third quarter. During 2014, concurrent with the acquisition of CGI late in the third quarter of 2014, we refinanced our then existing credit agreement into the 2014 Credit Agreement, a \$200 million senior secured credit facility, which increased our outstanding debt balance to \$200 million, up from \$79.0 million at the end of 2013. The increase in interest expense was due primarily to the increase in outstanding debt under the new credit facility and resulting increase in average outstanding debt balance during the third quarter of 2015, compared to the third quarter of 2014.

Table of Contents***Debt extinguishment costs***

Debt extinguishment costs were \$2.8 million in the three months ended September 27, 2014. These costs related to the write-off of deferred financing costs and remaining debt discount in connection with entering a new credit facility on September 22, 2014, which resulted in the retirement of the then existing credit facility.

Other expense, net

Other expense, net, was \$0.1 million in the 2015 third quarter, compared to other expense, net, of \$1.0 million in the third quarter of 2014. The amount in the three months ended October 3, 2015 relates to our remaining commodity contracts, which have never been evaluated for or considered as qualifying for accounting as cash flow hedges. The amount in the three months ended September 27, 2014 relates to our then existing interest rate swap, which was de-designated during the 2014 third quarter as the result of the refinancing.

Income tax expense

Our income tax expense was \$3.6 million for the third quarter of 2015, compared with \$1.7 million for the third quarter of 2014. Our effective tax rate for the third quarter of 2015 was 36.5%, and was 42.1% for the third quarter of 2014. The effective tax rate in the third quarter of 2015 was lower than our combined statutory federal and state tax rate of 38.8% as the result of the estimated impact of the section 199 domestic manufacturing deduction. The effective rate in the third quarter of 2014 was higher than the combined statutory federal and state rate as the result of an increase in our estimated annual rate.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED OCTOBER 3, 2015 AND SEPTEMBER 27, 2014

The following table represents total sales by product category for the nine months ended October 3, 2015, and September 27, 2014 (in millions):

| | Nine Months Ended | | | | |
|--------------------------------|-------------------|------------|--------------------|------------|----------|
| | October 3, 2015 | | September 27, 2014 | | % change |
| Product category: | Sales | % of sales | Sales | % of sales | |
| Impact Windows and Doors | \$ 242.0 | 81.5% | \$ 171.2 | 77.2% | 41.3% |
| Other Window and Door Products | 54.8 | 18.5% | 50.5 | 22.8% | 8.6% |
| Total net sales | \$ 296.8 | 100.0% | \$ 221.7 | 100.0% | 33.9% |

Net sales of impact window and door products, including \$47.1 million from CGI, were \$242.0 million for the first nine months of 2015, an increase of \$70.8 million, or 41.3%, from \$171.2 million in net sales for the first nine months of 2014. This increase was driven mainly by improved market conditions, and our promotional and marketing activities.

Net sales of other window and door products were \$54.8 million for the first nine months of 2015, an increase of \$4.3 million, or 8.6%, from \$50.5 million in net sales for the first nine months of 2014. This increase was due mainly to an

increase in sales of our non-impact vinyl products of \$4.0 million, and non-impact aluminum products, whose sales were up \$0.5 million.

Gross profit and gross margin

Gross profit was \$93.4 million in the first nine months of 2015, an increase of \$24.3 million, or 35.2%, from \$69.1 million in the first nine months of 2014. The gross margin percentage was 31.5% in the first nine months of 2015, compared to 31.2% in the prior year first nine months, an increase of 0.3%. Gross margin was positively impacted by several factors, including lower

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glass cost due to the increase in our capacity to process our own glass, which has reduced our dependence on outsourced, higher-cost glass, which benefitted gross margin by 0.7%. Gross margin also improved due to leverage on higher sales volume, resulting in an increase of 0.4%, and an increase in prices, which resulted in a 0.7% increase. The addition of CGI benefitted gross margin by 1.1%. These improvements were partially offset by decreases as the result of higher overhead costs, resulting in a decrease in gross margin of 1.9%, and product mix, which decreased gross margin by 0.5%. The remaining decrease was primarily related to higher scrap costs.

Selling, general and administrative expenses

Selling, general and administrative expenses were \$50.8 million in the first nine months of 2015, an increase of \$10.2 million, or 25.1%, from \$40.6 million in the first nine months of 2014. As a percentage, we leveraged these costs to 17.1%, a decrease of 1.2%, from 18.3% in the first nine months of 2014. Selling, general and administrative expenses in the first nine months of 2015 includes intangible amortization of \$2.5 million related to the CGI acquisition, and a total for CGI of \$9.1 million. Selling, general and administrative expenses in the third quarter of 2014 includes \$0.1 million from CGI. Excluding CGI from both periods, selling, general and administrative costs increased \$1.2 million. Contributing to the increase was an increase of \$1.3 million in selling and distribution costs on the higher sales volume. The increase was also related to an increase of \$0.3 million in bank-related fees due to the increased level of credit card use by customers on the higher sales volume, and an increase of \$0.5 million in depreciation on higher levels of capital expenditures. There was also a \$0.4 million increase in stock-based compensation expense in the first nine months of 2015, compared to the first nine months of 2014. These increases were partially offset by a \$0.4 million decrease in personnel-related costs, and a \$0.4 million decrease in intangible asset amortization expense due to our amortizable intangible assets, not including those acquired with the acquisition of CGI, becoming fully amortized early in 2014. Also, the third quarter of 2014 includes \$1.5 million of CGI acquisition-related costs. The remaining \$1.0 million increase represents higher corporate administrative costs.

Interest expense, net

Interest expense was \$8.8 million in the first nine months of 2015, an increase of \$6.0 million, from \$2.8 million in the first nine months of 2014. During 2014, concurrent with the acquisition of CGI late in the third quarter of 2014, we refinanced our then existing credit agreement into the 2014 Credit Agreement, a new \$200 million senior secured credit facility, which increased our outstanding debt balance to \$200 million, up from \$79.0 million at the end of 2013. The increase in interest expense was due primarily to the increase in outstanding debt under the new credit facility and resulting increase in average outstanding debt balance during the first nine months of 2015, compared to the first nine months of 2014.

Debt extinguishment costs

Debt extinguishment costs were \$2.8 million in the nine months ended September 27, 2014. These costs related to the write-off of deferred financing costs and remaining debt discount in connection with entering a new credit facility on September 22, 2014, which resulted in the retirement of the then existing credit facility.

Other expense, net

Other expense, net was \$0.4 million in the first nine months of 2015, compared to other income of \$0.9 million in the first nine months of 2014. The amount in the nine months ended October 3, 2015 relates to our remaining commodity contracts during the third quarter, which have never been evaluated for or considered as qualifying for accounting as cash flow hedges, and to ineffective aluminum hedges during the first half of the year. The amount in the three months ended September 27, 2014 relates to our then existing interest rate swap, which was de-designated during the quarter

as the result of the refinancing, and was considered to be ineffective.

Income tax expense

Our income tax expense was \$13.7 million for the first nine months of 2015, compared with \$8.4 million for the first nine months of 2014. Our effective tax rate for the first nine months of 2015 was 40.9%, and was 38.5% for the first nine months of 2014. Income tax expense in the first nine months of 2015 includes a \$1.6 million discrete item of income tax expense representing income tax expense previously classified within accumulated other comprehensive losses, relating to the intraperiod income taxes on our aluminum cash flow hedges, allocated to other comprehensive income in the year ended January 2, 2010, which we reversed in the second quarter of 2015 as the result of the culmination of our remaining cash flow

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hedges. Excluding income tax expense relating to this discrete item, the effective tax rate for the first nine months of 2015 would have been 36.1%. The effective tax rates in the first nine months of 2015, excluding the effect of the discrete income tax item, and the first nine months of 2014, were lower than our combined statutory federal and state tax rate of 38.8% as the result of the estimated impact of the section 199 domestic manufacturing deduction.

Table of Contents**LIQUIDITY AND CAPITAL RESOURCES**

Our principal source of liquidity is cash flow generated by operations and supplemented by borrowings under our credit facilities. This cash generating capability provides us with financial flexibility in meeting operating and investing needs. Our primary capital requirements are to fund working capital needs, meet required debt service payments on our credit facilities and fund capital expenditures.

Consolidated Cash Flows

Operating activities. Cash provided by operating activities during the first nine months of 2015 was \$21.5 million, compared to \$16.9 million in the first nine months of 2014.

Direct cash flows from operations for the first nine months of 2015 and 2014 are as follows:

| <i>(in millions)</i> | Direct Operating Cash Flows | |
|---------------------------------|--|-------------------------------|
| | Nine Months Ended October 3, 2015 | September 27, 2014 |
| Collections from customers | \$ 288.6 | \$ 221.8 |
| Other collections of cash | 2.8 | 2.0 |
| Disbursements to vendors | (172.6) | (131.7) |
| Personnel related disbursements | (83.3) | (72.8) |
| Income taxes paid | (5.9) | (0.1) |
| Debt service payments | (8.1) | (2.3) |
| Cash from operations | \$ 21.5 | \$ 16.9 |

Days sales outstanding (DSO), which we calculate as accounts receivable divided by quarterly average daily sales, was 35 days at October 3, 2015, which is higher compared to the 31 days at September 27, 2014. DSO s at October 3, 2015 were affected by payment delays by customers caused by issues with vinyl product production and the need for corrected shipments, as well as certain large projects by CGI, which have longer payment terms.

Inventory on hand as of October 3, 2015, was \$23.0 million, compared to \$20.0 million at January 3, 2015, an increase of \$3.0 million. Raw materials inventory at October 3, 2015, was higher than at January 3, 2015, due to the launch of our new WinGuard and EnergyVue vinyl lines.

We monitor and evaluate raw material inventory levels based on the need for each discrete item to fulfill short-term requirements calculated from current order patterns and to provide appropriate safety stock. Because all of our products are made-to-order, we have only a small amount of finished goods and work-in-process inventory. As a result of these factors, our inventories are not excessive and we believe the value of such inventories will be realized through sale.

Investing activities. Cash used in investing activities was \$13.6 million for the first nine months of 2015, compared to cash used in investing activities of \$124.9 million for the first nine months of 2014. We used \$110.4 million of cash in

the third quarter of 2014 to acquire CGI. The remainder of the decrease of \$111.3 million in cash used in investing activities was due to a decrease in capital expenditures of \$0.9 million.

Financing activities. Cash provided in financing activities was \$4.4 million in the first nine months of 2015, compared to cash provided by financing activities of \$121.5 million in the first nine months of 2014, a decrease in cash provided of \$117.1 million. Cash used for repayments of long-term debt in the first nine months of 2015 compared to the first nine months of 2014 decreased \$77.5 million, as the result of the September 2014 refinancing and contemporaneous pay-down of our then existing credit facility. The September 2014 refinancing resulted in \$198.0 million in proceeds from the issuance of long-term debt. In addition, there were payments of financing costs of \$5.3 million related to the refinancing in September 2014. Purchases of treasury stock were only \$4 thousand in the first nine months of 2015 versus \$1.0 million in the first nine months of 2014, a decrease in cash used of \$1.0 million. Proceeds from the exercises of stock options increased nearly \$0.3 million, and there was a decrease in tax benefits from option exercises of nearly \$3.1 million.

Debt Covenant. The 2014 Credit Agreement contains a springing financial covenant, if we draw in excess of twenty percent (20%) of the revolving facility, which requires us to maintain a maximum total net leverage ratio (based on the ratio of total

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debt for borrowed money to EBITDA, each as defined in the 2014 Credit Agreement), and is tested quarterly based on the last four fiscal quarters and is set at levels as described in the 2014 Credit Agreement. As of October 3, 2015, no such test is required as we have not exceeded 20% of our revolving capacity, and we believe that we are in compliance with all covenants.

The 2014 Credit Agreement also contains a number of affirmative and restrictive covenants, including limitations on the incurrence of additional debt, liens on property, acquisitions and investments, loans and guarantees, mergers, consolidations, liquidations and dissolutions, asset sales, dividends and other payments in respect of our capital stock, prepayments of certain debt and transactions with affiliates. The 2014 Credit Agreement also contains customary events of default. Upon the occurrence of an event of default, the amounts outstanding under the 2014 Credit Agreement may be accelerated and may become immediately due and payable. As of October 3, 2015, we were in compliance with all affirmative and restrictive covenants.

Capital Resources. On September 22, 2014, we entered into the 2014 Credit Agreement, among us, the lending institutions identified in the 2014 Credit Agreement, and Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent. The 2014 Credit Agreement establishes new senior secured credit facilities in an aggregate amount of \$235.0 million, consisting of a \$200.0 million Term B term loan facility maturing in seven years that will amortize on a basis of 1% annually during the seven-year term, and a \$35.0 million revolving credit facility maturing in five years that includes a swing line facility and a letter of credit facility. Our obligations under the 2014 Credit Agreement are secured by substantially all of our assets as well as our direct and indirect subsidiaries' assets. As of October 3, 2015, there were \$0.5 million of letters of credit outstanding and \$34.5 million available on the revolver.

Interest on all loans under the 2014 Credit Agreement is payable either quarterly or at the expiration of any LIBOR interest period applicable thereto. Borrowings under the term loans and the revolving credit facility accrue interest at a rate equal to, at our option, LIBOR (with a floor of 100 basis points in respect of the term loan), or a base rate (with a floor of 200 basis points in respect of the term loan) plus an applicable margin. The applicable margin is 425 basis points in the case of LIBOR and 325 basis points in the case of the base rate. We pay quarterly fees on the unused portion of the revolving credit facility equal to 50 basis points per annum as well as a quarterly letter of credit fee at 425 basis points per annum on the face amount of any outstanding letters of credit.

On September 16, 2013, we entered into two interest rate caps and an interest rate swap to hedge a portion of the 2013 Credit Agreement against volatility in future interest rates. At the time we entered into the 2014 Credit Agreement, we had one cap and the swap outstanding. As a result of the termination of the 2013 Credit Agreement, the underlying transactions relating to the cap and the swap were no longer probable of occurring and both instruments were de-designated and marked-to-market. During the fourth quarter of 2014, we terminated the swap with a payment of \$1.4 million.

The face value of the debt as of October 3, 2015, was \$198.0 million. Related debt issuance costs and the debt discount are being amortized to interest expense, net, on the condensed consolidated statements of comprehensive income over the term of the debt.

The contractual future maturities of long-term debt outstanding as of October 3, 2015, are as follows (excluding unamortized debt discount and issuance costs):

| | |
|------|-----------------------|
| | <i>(in thousands)</i> |
| 2015 | \$ 500 |

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| | |
|--------------|-------------------|
| 2016 | 2,000 |
| 2017 | 2,000 |
| 2018 | 2,000 |
| 2019 | 2,000 |
| Thereafter | 189,500 |
| Total | \$ 198,000 |

Capital Expenditures. Capital expenditures vary depending on prevailing business factors, including current and anticipated market conditions. For the first nine months of 2015, capital expenditures were \$13.6 million, compared to \$14.5 million for the first nine months of 2014. This includes spending on our new glass facility. In the fourth quarter of 2015, we expect to spend approximately \$4-\$6 million on capital expenditures, including expenditures related to the last phase of the new glass plant, primarily acquiring new glass insulating equipment, continued investments in our ERP system and product investments in lines targeted at increasing both gross sales and margins.

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Hedging. We enter into aluminum forward contracts to hedge the fluctuations in the purchase price of aluminum extrusion we use in production. We enter into these contracts by trading on the London Metal Exchange (LME). We trade on the LME using an international commodities broker that offers global access to all major markets. We maintain a \$2.0 million line of credit with our commodities broker to cover the liability position of open contracts for the purchase of aluminum in the event that the price of aluminum falls. Should the price of aluminum fall to a level which causes our liability for open aluminum contracts to exceed \$2.0 million, we are required to fund daily margin calls to cover the excess.

Contractual Obligations

Other than described below, there have been no significant changes to the Disclosures of Contractual Obligations and Commercial Commitments table in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended January 3, 2015.

To cover its needs for aluminum, during the first nine months of 2015, the Company has entered into contracts for future purchases of aluminum with two U.S. vendors of aluminum extrusion. At October 3, 2015, these contracts run through December 2016, and are for a total of 18.6 million pounds of aluminum at an average, delivered price of \$0.90 per pound. This average price per pound includes components for the LME and Midwest premium, excluding conversion costs, and represents a contractual commitment totaling \$16.3 million as of October 3, 2015.

Subsequent Event

On October 28, 2015, we announced that our Board of Directors authorized a share buyback program of up to \$20 million. Repurchases under the program, the timing, manner, price and amounts of which will be determined by the Company, will be made in open market or privately negotiated transactions, subject to market conditions, applicable legal requirements, our credit facility, and other relevant factors. The program may be suspended, terminated or modified at any time for any reason.

Significant Accounting Policies and Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Significant accounting policies are those that are both important to the accurate portrayal of a Company's financial condition and results, and those that require subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.

We identified our significant accounting policies in our Form 10-K annual report for the year ended January 3, 2015. There have been no changes to our critical accounting policies during the first nine months of 2015.

Recently Issued Accounting Standards

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-11, Inventory (Topic 330) Simplifying the Measurement of Inventory . This guidance changes the subsequent measurement of inventory, excluding inventory accounted for under LIFO or the retail inventory method, to be at lower of cost and net realizable value. Topic 330, Inventory, currently requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an

approximately normal profit margin. Under this ASU, an entity should measure inventory within its scope at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This ASU is effective in financial statements issued for fiscal years beginning after December 15, 2016, with early application at the beginning of interim or annual periods permitted, and is required to be adopted prospectively. We are evaluating the impact the adoption of this ASU will have on our financial statements.

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In April 2015, the FASB issued ASU No. 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, which will require debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. This ASU is effective in financial statements issued for fiscal years beginning after December 15, 2015, with early adoption permitted, and is required to be adopted retrospectively. In August 2015, the FASB issued ASU No. 2015-15, *Interest Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements - Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting*, which amends Subtopic 835-30 to add SEC paragraphs pursuant to the SEC Staff Announcement at the June 18, 2015 Emerging Issues Task Force (EITF) meeting about the presentation and subsequent measurement of debt issuance costs associated with line-of-credit arrangements, regarding the SECs views of the classification of debt issuance costs relating to line-of-credit arrangements as deferred assets when no borrowings exist under the arrangement. We do not believe the adoptions of either of these ASU s relating to Subtopic 835-30 will have a material impact on our financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern*, which requires management to evaluate whether there is substantial doubt about an entity s ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. ASU 2014-15 is effective for annual and interim periods beginning after December 15, 2016, with early adoption permitted. We do not believe the adoption of this ASU will have a material impact on our consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, *Compensation Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force)*. The new standard requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. The update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. The amendments in this ASU will be effective for us beginning the first interim period of our 2016 fiscal year and can be applied either prospectively or retrospectively to all awards outstanding as of the beginning of the earliest annual period presented as an adjustment to opening retained earnings. Early adoption is permitted. We are evaluating the impact of adoption of this ASU on our financial condition, result of operations and cash flows.

In April 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which states the core principal of the guidance is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The provisions of the guidance was to be effective for us beginning in first quarter of 2017. However, in August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606) Deferral of the Effective Date*, which delayed the effective date of ASU 2014-09 by one year.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We utilize derivative financial instruments to hedge price movements in our aluminum materials. We are exposed to changes in the price of aluminum as set by the trades on the London Metal Exchange. At October 3, 2015, we had two forward aluminum contracts. These settle at various times throughout December 2015 for 0.8 million pounds at an average price of \$0.93 per pound. The fair value of our aluminum forward contracts is \$167 thousand and is included

in other current liabilities in the accompanying consolidated balance sheet as of October 3, 2015. These contracts were never evaluated for or considered as qualifying for accounting as cash flow hedges and, as such, changes in their fair value are recorded as other expense, net, in the accompanying condensed consolidated statements of comprehensive income.

For forward contracts for the purchase of aluminum at October 3, 2015, a 10% decrease in the LME price of aluminum would decrease the fair value of our forward contracts of aluminum by \$54 thousand. This calculation utilizes our actual commitment of 0.8 million pounds under contract (to be settled through December 2015) and the LME market price of aluminum, which excludes the Midwest premium, as of October 3, 2015, which was approximately \$0.80 per pound.

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We experience changes in interest expense when market interest rates change. Changes in our debt could also increase these risks. Based on debt outstanding at October 3, 2015 of \$198.0 million, a 100 basis point increase above the interest rate floor of 100 basis points would result in approximately \$2.0 million of additional interest costs annually.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

A control system, however, no matter how well conceived and operated, can at best provide reasonable, not absolute, assurance that the objectives of the control system are met. Additionally, a control system reflects the fact that there are resource constraints, and the benefits of controls must be considered relative to costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of error or fraud, if any, within our Company have been detected, and due to these inherent limitations, misstatements due to error or fraud may occur and not be detected.

Our chief executive officer and chief financial officer, with the assistance of management, evaluated the design, operation and effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report (the Evaluation Date). Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective for the purposes of ensuring that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

During the second quarter of fiscal year 2012, we started the implementation of our new Enterprise Resource Planning System (ERP System). We substantially completed this implementation by the end of 2014 and we are continuing to migrate processes over to the new ERP System. The implementation of this ERP System has affected and will continue to affect our internal controls over financial reporting by, among other things, improving user access security and automating a number of accounting, back office and reporting processes and activities. Management will continue to evaluate the operating effectiveness of related key controls during subsequent periods.

Changes in Internal Control over Financial Reporting. During the period covered by this report, there have been no changes in our internal control over financial reporting identified in connection with the evaluation described above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities with respect to claims and lawsuits. We do not believe that the ultimate resolution of these matters will have a material adverse impact on our financial position or results of operations.

Although our business and facilities are subject to federal, state, and local environmental regulation, environmental regulation does not have a material impact on our operations. We believe that our facilities are in material compliance with such laws and regulations. As owners and lessees of real property, we can be held liable for the investigation or remediation of contamination on such properties, in some circumstances without regard to whether we knew of or were responsible for such contamination. Our current expenditures with respect to environmental investigation and remediation at our facilities are minimal, although no assurance can be provided that more significant remediation may not be required in the future as a result of spills or releases of petroleum products or hazardous substances, or the discovery of previously unknown environmental conditions.

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ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part 1, Item 1A. Risk Factors of our Form 10-K annual report for the year ended January 3, 2015, which could materially affect our business, financial condition, or future results.

Additional risk and uncertainties not currently known to us or that we currently deem to be immaterial, may also materially adversely affect our business, financial condition, and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following items are attached or incorporated herein by reference:

- 3.1 Amended and Restated Certificate of Incorporation of PGT, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)
- 3.2 Amended and Restated By-Laws of PGT, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)
- 4.1 Form of Specimen Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on May 26, 2006, Registration No. 333-132365)

- 4.3 PGT Savings Plan (incorporated herein by reference to Exhibit 4.5 to the Company's Form S-8 Registration Statement, filed with the Securities and Exchange Commission on October 15, 2007, Registration No. 000-52059)
- 10.1 Credit Agreement, dated September 22, 2014, among PGT, Inc., the lending institutions from time to time party thereto, and Deutsche Bank AG New York Branch, as Letter of Credit Issuer, Swing Line Lender, Administrative Agent and Collateral Agent. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated September 22, 2014, filed with the Securities and Exchange Commission on September 23, 2014, Registration No. 000-52059)
- 10.2 Supply Agreement, executed on January 24, 2014, by and between Keymark Corporation and PGT Industries, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated January 24, 2014, filed with the Securities and Exchange Commission on January 28, 2014, Registration No. 000-52059)
- 10.3 Supply Agreement, executed on December 16, 2013, by and between PPG Industries, Inc. and PGT Industries, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 16, 2013, filed with the Securities and Exchange Commission on December 20, 2013, Registration No. 000-52059)

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- 10.4 Supply Agreement, executed on December 17, 2014, by and between PGT Industries, Inc. and Kuraray America, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 17, 2014, filed with the Securities and Exchange Commission on December 18, 2014, Registration No. 000-52059)
- 10.5 Supply Agreement, executed on January 24, 2014, by and between, PGT Industries, Inc. and SAPA Extruder, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated January 24, 2014, filed with the Securities and Exchange Commission on January 28, 2014, Registration No. 000-52059)
- 10.6 PGT, Inc. Amended and Restated 2006 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)
- 10.7 Form of PGT, Inc. 2006 Equity Incentive Plan Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.8 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365)
- 10.8 Form of Employment Agreement, between PGT Industries, Inc. and, individually, Rodney Hershberger, Jeffery T. Jackson, Mario Ferrucci III, Deborah L. LaPinska, Monte Burns, David B. McCutcheon, Bradley West and Todd Antonelli (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated February 20, 2009, filed with the Securities and Exchange Commission on February 26, 2009, Registration No. 000-52059)
- 10.9 Form of Director Indemnification Agreement (incorporated herein by reference to Exhibit 10.17 to Amendment No. 3 to the Registration Statement of the Company on Form S-1, filed with the Securities and Exchange Commission on June 8, 2006, Registration No. 333-132365)
- 10.10 Form of PGT, Inc. 2006 Equity Incentive Plan Replacement Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2010, Registration No. 000-52059)
- 10.11 PGT, Inc. 2014 Omnibus Equity Incentive Plan (incorporated herein by reference to Appendix A to Definitive Proxy Statement on Form DEF 14A dated March 28, 2014, filed with the Securities and Exchange Commission on April 2, 2014)
- 10.12 Supply Agreement, executed on December 3, 2014, by and between PGT Industries, Inc. and Quanex IG Systems, Inc. (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated December 3, 2014, filed with the Securities and Exchange Commission on December 4, 2014, Registration No. 000-52059)
- 10.13 Agreement and Plan of Merger, executed on July 25, 2014, with CGI Windows and Doors Holdings, Inc., and PGT Industries, Inc., and Cortec Group IV, L.P., solely in its capacity as the representatives of the equity holders of CGI (incorporated herein by reference to Exhibit 10.1 to Current Report For 8-K dated July 25, 2014, filed with the Securities and Exchange Commission on July 28, 2014, Registration No. 000-52059)
- 10.14 Supply Agreement, executed on April 29, 2014, by and between and PGT Industries, Inc. and Royal Group, Inc., for its Window & Door Profiles division (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K dated April 29, 2014, filed with the Securities and Exchange Commission on May 5, 2014, Registration No. 000-52059)

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|---------|---|
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1* | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2* | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Taxonomy Extension Schema* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase* |
| 101.DEF | XBRL Taxonomy Definition Linkbase* |

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101.LAB XBRL Taxonomy Extension Label Linkbase*

101.PRE XBRL Taxonomy Extension Presentation Linkbase*

* Filed herewith.

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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.

PGT, INC.
(Registrant)

Date: November 5, 2015

/s/ Bradley West
Bradley West
Vice President and Chief Financial Officer