BEACON ROOFING SUPPLY INC Form 8-K December 16, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported):

December 15, 2005

BEACON ROOFING SUPPLY, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50924 (Commission File Number) **36-4173371** (IRS Employer Identification No.)

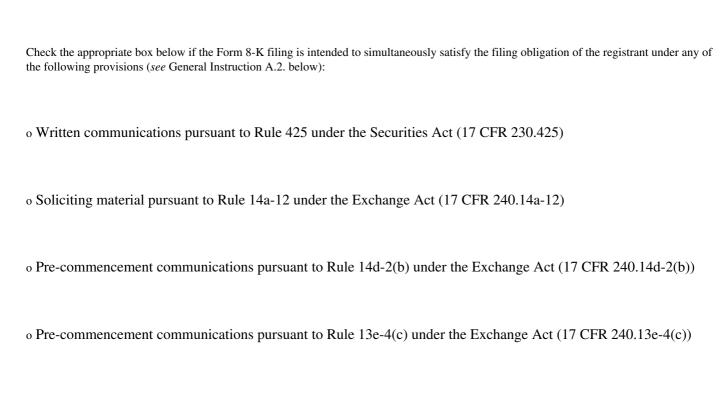
1 Lakeland Park Drive

Peabody, MA(Address of Principal Executive Offices)

01960 (Zip Code)

(877) 645-7663

(Registrant s telephone number, including area code)



Item 1.01 Entry into a Material Definitive Agreement.

On December 15, 2005, Beacon Roofing Supply, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities Inc. and William Blair & Company, L.L.C., as representatives of the several underwriters (collectively, the Underwriters). The Underwriting Agreement provides for the sale of 2,000,000 shares of the Company s common stock to the Underwriters at \$26.194 per share. Selling stockholders are also selling 6.75 million shares on the same terms. The shares were offered to the public at \$27.50 per share. The transactions contemplated by the Underwriting Agreement are expected to close on December 21, 2005. In addition, certain selling stockholders have granted the Underwriters a 30 day option to purchase an additional approximately 1.3 million shares of common stock to cover over-allotments. The shares are being offered and sold pursuant to the Company s registration statement on Form S-3 (Registration No. 333-128919).

Item 9.01.	Financial Statements and Exhibit

(d) Exhibits.

Exhibit Number Description

1.1 Underwriting Agreement, dated as of December 15, 2005, between Beacon Roofing Supply, Inc., the selling stockholders named therein and J.P. Morgan Securities Inc. and William Blair & Company, L.L.C., as representatives of

the several underwriters.

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 hereunto duly authorized.

BEACON ROOFING SUPPLY, INC.

Date: December 15, 2005 By: /s/ David R. Grace

David R. Grace Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.

Description

1.1

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