

Installed Building Products, Inc.  
Form 4  
June 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cetus Capital II, LLC

2. Issuer Name and Ticker or Trading Symbol  
Installed Building Products, Inc.  
[IBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8 SOUND SHORE DRIVE, SUITE 303  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_X\_\_ Other (specify below)  
Former 10% owner

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 06/17/2014                           |  | S                              | 3,300,000 D 11.875 (1)  | 1,692,000   | I  | See footnote (2)                           |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

  

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                  |
|---|---------------|-----------|---------|------------------|
|   | Director      | 10% Owner | Officer | Other            |
| Cetus Capital II, LLC<br>8 SOUND SHORE DRIVE, SUITE 303<br>GREENWICH, CT 06830            |               |           |         | Former 10% owner |
| Littlejohn Fund IV, L.P.<br>8 SOUND SHORE DRIVE, SUITE 303<br>GREENWICH, CT 06830         |               |           |         | Former 10% owner |
| Littlejohn Associates IV, L.L.C.<br>8 SOUND SHORE DRIVE, SUITE 303<br>GREENWICH, CT 06830 |               |           |         | Former 10% owner |

## Signatures

|   |      |            |
|---|------|------------|
| /s/ Steven G. Raich - as Managing Director of Cetus Capital II,<br>LLC  | Date | 06/19/2014 |
| **Signature of Reporting Person   | Date |            |
| /s/ Steven G. Raich - as Manager of Littlejohn Fund IV, L.P.            | Date | 06/19/2014 |
| **Signature of Reporting Person   | Date |            |
| /s/ Steven G. Raich - as Manager of Littlejohn Associates IV,<br>L.L.C. | Date | 06/19/2014 |
| **Signature of Reporting Person   | Date |            |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price represents the public offering price of \$12.50 per share, net of underwriting discounts of \$0.625 per share.
  - (2) Cetus Capital II, LLC, a Delaware limited liability company, or Cetus II, is the direct holder of these shares. Littlejohn Fund IV, L.P., or Fund IV, as the sole member of Cetus II, and Littlejohn Associates IV, L.L.C., or Associates IV, the general partner of Fund IV, may each be deemed to be the indirect beneficial owner of these shares. Each of Fund IV and Associates IV disclaim beneficial ownership of these

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securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. Steven G. Raich, a manager of Associates IV, has never had, and does not have, any pecuniary interest in any of the shares held by Cetus II.

### **Remarks:**

This report is filed jointly by Cetus Capital II, LLC, Littlejohn Fund IV, L.P. and Littlejohn Associates IV, L.L.C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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