

PGT, Inc.
Form 4
January 16, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JLL Associates G.P. IV, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
PGT, Inc. [PGTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 LEXINGTON AVE., 31ST FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2014

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
See Remarks

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/15/2014		J ⁽¹⁾		1,334,700	D	\$ 0 <u>(1)</u> 0
						I ⁽²⁾	See footnotes <u>(2)</u>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL Associates G.P. IV, L.L.C. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017				See Remarks
JLL Associates IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Fund IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ Paul S. Levy, Managing Member 01/16/2014
__Signature of Reporting Person Date

By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 01/16/2014
__Signature of Reporting Person Date

By JLL Associates IV, L.P., its General Partner; By JLL Associates G.P. IV, L.L.C., its General Partner; /s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 01/16/2014
__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) On January 15, 2014, JLL Associates IV, L.P. effected a pro-rata, in-kind distribution for no additional consideration of 1,334,700 shares of the common stock of PGT, Inc. (the "Company") theretofore owned by JLL Associates IV, L.P. to its partners.

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- (2) This report is filed jointly by JLL Partners Fund IV, L.P., JLL Associates IV, L.P. and JLL Associates G.P. IV, L.L.C. (together, the "Reporting Persons"). None of the Reporting Persons directly or beneficially owns any shares of common stock of the Company.

Remarks:

Paul S. Levy, a director of the Company, is the managing member of JLL Associates G.P. IV, L.L.C. JLL Associates G.P. IV,

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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