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BEACON ROOFING SUPPLY INC
Form SC 13G
May 10, 2007

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Beacon Roofing Supply Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

073685109
(CUSIP Number)

April 2, 2007
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 17 Pages)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

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-
- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

Labrador Partners L.P.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 1,402,215
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 1,402,215

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 1,402,215

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 3.2%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) Farley Associates L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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NUMBER OF (5) SOLE VOTING POWER -0-
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER 1,402,215
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER -0-
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 1,402,215

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 1,402,215

 (10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES ** []

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9) 3.2%

 (12) TYPE OF REPORTING PERSON **
 PN

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY) Farley Capital L.P.

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
 (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER 13,650
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER -0-

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REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 13,650

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 13,650

 (10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES ** []

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9) 0.03%

 (12) TYPE OF REPORTING PERSON ** PN

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 (1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY) Newfoundland Partners L.P.

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 NUMBER OF (5) SOLE VOTING POWER -0-
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER 394,718
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER -0-
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 394,718

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 394,718

 (10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 0.9%

(12) TYPE OF REPORTING PERSON **
PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) FA Newfoundland LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 394,718

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
394,718

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 394,718

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 0.9%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) Dalmation Master Fund Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF	(5) SOLE VOTING POWER	-0-
SHARES	-----	-----
BENEFICIALLY	(6) SHARED VOTING POWER	408,567
OWNED BY	-----	-----
EACH	(7) SOLE DISPOSITIVE POWER	-0-
REPORTING	-----	-----
PERSON WITH	(8) SHARED DISPOSITIVE POWER	408,567

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 408,567

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 0.9%

(12) TYPE OF REPORTING PERSON ** CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.

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OF ABOVE PERSONS (ENTITIES ONLY)

FA Dalmatian LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 408,567
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 408,567

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 408,567

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.9%

(12) TYPE OF REPORTING PERSON ** CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) Stephen Farley LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES ----- -0-
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY ----- 803,285
EACH (7) SOLE DISPOSITIVE POWER
REPORTING ----- -0-
PERSON WITH (8) SHARED DISPOSITIVE POWER
----- 803,285
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
----- 803,285
(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []
(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
----- 1.8%
(12) TYPE OF REPORTING PERSON **
----- CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
----- Stephen L. Farley
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
----- (a) [X]
(b) []
(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
----- United States

NUMBER OF (5) SOLE VOTING POWER
SHARES ----- -0-
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY ----- 2,219,150

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- directly owned by it;
- (vii) FA Dalmatian LLC, a Delaware limited liability company, ("FA Dalmatian"), which serves as investment manager to Dalmatian, with respect to the shares of Common Stock directly owned by Dalmatian;
 - (viii) Stephen Farley LLC, a Delaware limited liability company ("Farley LLC"), which serves as managing member of each of FA Newfoundland and FA Dalmatian, with respect to the shares of Common Stock directly owned by each of Newfoundland Partners and Dalmatian;
 - (ix) Stephen L. Farley, who serves as the Managing General Partner of Labrador and the General Partner of Farley Associates and Farley Capital, with respect to the shares of Common Stock directly owned by Labrador and the managed accounts, and who serves as managing member of Farley LLC, with respect to the shares of common stock directly owned by each of Newfoundland Partners and Dalmatian;

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 780 Third Avenue, 31st Floor, New York, New York 10017.

Item 2(c). Citizenship:

Labrador, Farley Associates, Farley Capital and Newfoundland Partners are limited partnerships organized under the laws of the State of Delaware. Farley LLC, FA Newfoundland and FA Dalmatian are limited liability companies organized under the laws of the State of Delaware. Dalmatian is an exempted company organized under the laws of the Cayman Islands. Stephen L. Farley is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share(the "Common Stock")

Item 2(e). CUSIP Number:

073685109

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,

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- (e) [] Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b) (1) (ii) (J). Not applicable.

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Item 4. Ownership.

A. Labrador Partners L.P.

- (a) Amount beneficially owned: 1,402,215
- (b) Percent of class: 3.2% The percentages used in this Item 4 are calculated based upon 43,910,954 shares of Common Stock issued and outstanding as of February 1, 2007, as reported in the Company's Form 10-Q for the quarterly period ending December 31, 2006.
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,402,215
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,402,215

B. Farley Associates L.P.

- (a) Amount beneficially owned: 1,402,215
- (b) Percent of class: 3.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,402,215
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,402,215

C. Farley Capital L.P.

- (a) Amount beneficially owned: 13,650
- (b) Percent of class: 0.03%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 13,650
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 13,650

D. Newfoundland Partners L.P.

- (a) Amount beneficially owned: 394,718
- (b) Percent of class: 0.9%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 394,718
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 394,718

E. FA Newfoundland LLC

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- (a) Amount beneficially owned: 394,718
- (b) Percent of class: 0.9%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 394,718
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 394,718

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F. Dalmatian Master Fund Ltd.

- (a) Amount beneficially owned: 408,567
- (b) Percent of class: 0.9%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 408,567
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 408,567

G. FA Dalmatian LLC

- (a) Amount beneficially owned: 408,567
- (b) Percent of class: 0.9%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 408,567
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 408,567

H. Stephen Farley LLC

- (a) Amount beneficially owned: 803,285
- (b) Percent of class: 1.8%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 803,285
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 803,285

I. Stephen L. Farley

- (a) Amount beneficially owned: 2,219,150
- (b) Percent of class: 5.05%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,219,150
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,219,150

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Stephen L. Farley, the Managing General Partner of Labrador, has the power to direct the affairs of Labrador, including decisions with respect to the disposition of the proceeds from the sale of the shares of the Company. Mr. Farley is the General Partner of Farley Associates and Farley Capital, and the Managing Member of Stephen Farley LLC, and in those capacities directs their operations. Stephen Farley LLC, of which Mr. Farley is the Managing Member, is the Managing Member of each of FA Newfoundland LLC and FA Dalmatian LLC, and in

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that capacity directs their operations. FA Newfoundland LLC is the General Partner of Newfoundland Partners L.P., and in that capacity directs its operations. FA Dalmatian LLC is the Investment Manager of Dalmatian Master Fund Ltd., and in that capacity directs its operations. Each of the clients of Farley Capital has the power to direct the receipt of dividends from or the proceeds of sale of such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: May 9, 2007

STEPHEN L. FARLEY

/s/ Stephen L. Farley

STEPHEN FARLEY LLC

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing Member

FARLEY ASSOCIATES L.P.

By: /s/ Stephen L. Farley

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Stephen L. Farley
General Partner

FARLEY CAPITAL L.P.

By: /s/ Stephen L. Farley

Stephen L. Farley
General Partner

LABRADOR PARTNERS L.P.

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing General Partner

FA NEWFOUNDLAND LLC

By: Stephen Farley LLC
Managing Member

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing Member

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FA DALMATIAN LLC

By: Stephen Farley LLC
Managing Member

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing Member

NEWFOUNDLAND PARTNERS L.P.

By: FA Newfoundland LLC
General Partner

By: Stephen Farley LLC
Managing Member

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing Member

DALMATIAN MASTER FUND LTD.

By: FA Dalmatian LLC
Investment Manager

By: Stephen Farley LLC

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Managing Member

By: /s/ Stephen L. Farley

Stephen L. Farley
Managing Member