

PGT, Inc.
Form 4
May 29, 2013

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 Partners Fund IV, L.P.

(Last) (First) (Middle)

450 LEXINGTON AVE., 31ST FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/28/2013		S(1)		11,000,000	D	\$ 7.3625
Common Stock, par value \$0.01 per share	05/28/2013		S(1)		6,791,171	D	\$ 7.3625
					21,092,267	D (2)	
					14,301,096	D (2)	

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

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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 Beneficially Owned Following Reporting Transaction (Instr. 3)
				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 Partners Fund IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates IV, L.P. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates G.P. IV, L.L.C. 450 LEXINGTON AVE., 31ST FLOOR NEW YORK, NY 10017		X		

Signatures

By JLL Associates IV, L.P., 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. 05/29/2013

__Signature of Reporting Person Date

/s/ Paul S. Levy, Managing Member of JLL Associates G.P. IV, L.L.C. 05/29/2013

__Signature of Reporting Person Date

/s/ Paul S. Levy, Managing Member 05/29/2013

__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 May 28, 2013, JLL Partners Fund IV, L.P. ("JLL Fund IV") consummated the sale of 11,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of PGT, Inc. (the "Company") in connection with an underwritten secondary offering pursuant to the Company's shelf registration statement filed with the Securities and Exchange Commission on March 22, 2013. On May 28, 2013, JLL Fund IV also consummated a concurrent sale of 6,791,171 shares of Common Stock to the Company pursuant to a repurchase agreement, dated May 16, 2013, by and between the Company and JLL Fund IV.

(2) This report is filed jointly by JLL Fund IV, JLL Associates IV, L.P. and JLL Associates G.P. IV, L.L.C (together, the "Reporting Persons"). JLL Fund IV is the direct beneficial owner of 14,301,096 shares of common stock of the Company. JLL Associates IV, L.P. is the general partner of JLL Fund IV, and JLL Associates G.P. IV, L.L.C. is the general partner of JLL Associates IV, L.P. Each Reporting Person other than JLL Fund IV may be deemed to be the indirect beneficial owners of 14,301,096 shares of common stock of the Company; however, each such Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.