

CD&R Investment Associates IX, Ltd.  
 Form 3  
 February 20, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CD&R Investment Associates IX, Ltd.		(Month/Day/Year)	BEACON ROOFING SUPPLY INC [BECN]	
(Last)	(First)	(Middle)		
C/O M+C CORPORATE SERVICES LIMITED,Â P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST			4. Relationship of Reporting Person(s) to Issuer	
(Street)			5. If Amendment, Date Original Filed(Month/Day/Year)	
GEORGE TOWN,Â E9Â KY1-1104			(Check all applicable)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)(2)	Â (1)(2)	Common Stock	9,694,619	\$ 41.26 (3)	I	By affiliate (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Investment Associates IX, Ltd. C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST GEORGE TOWN, KY1-1104	Â	Â X	Â	Â
CD&R Boulder Holdings, L.P. C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST GEORGE TOWN, KY1-1104	Â	Â X	Â	Â

## Signatures

CD&R Investment Associates IX, Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/20/2018
**Signature of Reporting Person	Date
CD&R Boulder Holdings, L.P., By: CD&R Investment Associates IX, Ltd, general partner; By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	02/20/2018
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Cumulative Convertible Participating Preferred Stock ("Series A Preferred Stock") of Beacon Roofing Supply, Inc. (the "Issuer") is convertible at any time at the option of the holder and has no expiration date.  
  
The Issuer may, at its option, require conversion of all (but not less than all) of the outstanding shares of Series A Preferred Stock to shares of the Issuer's common stock (the "common stock") if at any time the common stock trading price exceeds 200% of the then-effective conversion price for at least 75 out of 90 trailing trading days. The Series A Preferred Stock accrues dividends at a rate of 6.0% per annum, payable in cash or in additional shares of Series A Preferred Stock, provided that, in the case of certain specified triggering events (including the Issuer's failure to pay dividends on the Series A Preferred Stock), the dividend rate shall become 9.0% per annum for so long as such triggering event remains in effect. Holders of Series A Preferred Stock are also entitled to receive certain dividends declared or paid on the common stock on an as-converted basis.
- (2) CD&R Boulder Holdings, L.P. ("CD&R Stockholder") directly owns 400,000 shares of Series A Preferred Stock, which are convertible into shares of the Issuer common stock at a price per share of \$41.26, which is subject to anti-dilution adjustments, including in the event of any stock split, stock dividend, recapitalization or similar event. CD&R Associates IX, Ltd., as the general partner of CD&R Stockholder may be deemed to beneficially own the shares of Series A Preferred Stock held by CD&R Stockholder.
- (3) CD&R Investment Associates IX, Ltd. expressly disclaims beneficial ownership of the shares of Series A Preferred Stock held by CD&R Stockholder, except to the extent of its pecuniary interest therein.

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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