

Installed Building Products, Inc.
Form 4
June 28, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Edwards Jeffrey W.

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

C/O INSTALLED BUILDING PRODUCTS, INC., 495 S. HIGH STREET, SUITE 50

(Street)

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

COLUMBUS, OH 43215

(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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.01 par value per share	06/27/2016		X ⁽¹⁾⁽²⁾		18,457	A	⁽¹⁾ / ₍₂₎ 18,457	I	IBP Holding Company ⁽³⁾
Common Stock, \$0.01 par value per share	06/27/2016		J ⁽¹⁾⁽²⁾		18,457	D	⁽¹⁾ / ₍₂₎ 0	I	IBP Holding Company ⁽³⁾

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Common Stock, \$0.01 par value per share	06/27/2016	<u>X⁽¹⁾⁽²⁾</u>	15,723	A	<u>(1)</u> <u>(2)</u>	3,556,605	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share	06/27/2016	<u>J⁽¹⁾⁽²⁾</u>	15,723	D	<u>(1)</u> <u>(2)</u>	3,540,882	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share	06/28/2016	<u>X⁽¹⁾⁽²⁾</u>	18,457	A	<u>(1)</u> <u>(2)</u>	18,457	I	IBP Holding Company ⁽³⁾
Common Stock, \$0.01 par value per share	06/28/2016	<u>J⁽¹⁾⁽²⁾</u>	18,457	D	<u>(1)</u> <u>(2)</u>	0	I	IBP Holding Company ⁽³⁾
Common Stock, \$0.01 par value per share	06/28/2016	<u>X⁽¹⁾⁽²⁾</u>	15,723	A	<u>(1)</u> <u>(2)</u>	3,556,605	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share	06/28/2016	<u>J⁽¹⁾⁽²⁾</u>	15,723	D	<u>(1)</u> <u>(2)</u>	3,540,882	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share						472,534	D	
Common Stock, \$0.01 par value per share						4,227,819	I	PJAM IBP Holdings, Inc. ⁽⁵⁾
Common Stock, \$0.01 par value per share						72,496	I	Trust ⁽⁶⁾
Common Stock, \$0.01 par value per share						72,496	I	Trust ⁽⁷⁾

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Common
Stock,
\$0.01 par
value per
share

Common
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value per
share

Common
Stock,
\$0.01 par
value per
share

72,496 I Trust ⁽⁸⁾

72,496 I Trust ⁽⁹⁾

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Capped Call Option (Right to Buy) ⁽¹⁰⁾	\$ 20	06/27/2016		X	1 <u>(11)</u>	<u>(11)</u> <u>(11)</u>	Common Stock	18,457	\$ 0	
Capped Call Option (Right to Buy) ⁽¹⁰⁾	\$ 20	06/27/2016		X	1 <u>(12)</u>	<u>(12)</u> <u>(12)</u>	Common Stock	15,723	\$ 0	

Capped Call Option (right to buy) ⁽¹⁰⁾	\$ 20	06/28/2016	X	<u>1</u> ₍₁₁₎	<u>(11)</u>	<u>(11)</u>	Common Stock	18,457	\$ 0
Capped Call Option (right to buy) ⁽¹⁰⁾	\$ 20	06/28/2016	X	<u>1</u> ₍₁₂₎	<u>(12)</u>	<u>(12)</u>	Common Stock	15,723	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Jeffrey W. C/O INSTALLED BUILDING PRODUCTS, INC. 495 S. HIGH STREET, SUITE 50 COLUMBUS, OH 43215	X	X	President, CEO and Chairman	
Installed Building Systems, Inc. C/O INSTALLED BUILDING PRODUCTS, INC. 495 S. HIGH STREET, SUITE 50 COLUMBUS, OH 43215	X	X		Director by Deputization
IBP Holding Co C/O INSTALLED BUILDING PRODUCTS, INC. 495 S. HIGH STREET, SUITE 50 COLUMBUS, OH 43215	X	X		Director by Deputization

Signatures

/s/ Michael T. Miller, Attorney-in-Fact for Jeffrey W. Edwards	06/28/2016
<u> </u> **Signature of Reporting Person	Date
/s/ Michael T. Miller, Attorney-in-Fact for Installed Building Systems, Inc.	06/28/2016
<u> </u> **Signature of Reporting Person	Date
/s/ Michael T. Miller, Attorney-in-Fact for IBP Holding Company	06/28/2016
<u> </u> **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)

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Represents the automatic exercise and settlement of a cash-settled Call Option. Since the Call Option is cash-settled, the applicable Reporting Person did not acquire, dispose or otherwise transact in any shares of common stock. The applicable Reporting Person entered into the Call Option on June 12, 2014. Pursuant to the terms of the Call Option, which are further described in footnote 10, the counterparty to the Call Option paid to the applicable Reporting Person an amount in cash upon settlement. The amount paid in cash reflects the increase in the price per share of Issuer's common stock from the Call Option's exercise price of \$20 per share.

Pursuant to Section 16 of the Securities Exchange Act of 1934, the applicable Reporting Person was deemed for Section 16 purposes to have acquired common stock upon exercise at \$20 per share and was deemed for Section 16 purposes to have disposed common stock to the counterparty at \$32.50 per share, which represents the capped upside participation price of the Call Option to the applicable Reporting Person. However, because the Call Option was cash-settled, the applicable Reporting Person did not actually acquire, dispose or otherwise transact in any shares of common stock.

- (2) Pursuant to Section 16 of the Securities Exchange Act of 1934, the applicable Reporting Person was deemed for Section 16 purposes to have acquired common stock upon exercise at \$20 per share and was deemed for Section 16 purposes to have disposed common stock to the counterparty at \$32.50 per share, which represents the capped upside participation price of the Call Option to the applicable Reporting Person. However, because the Call Option was cash-settled, the applicable Reporting Person did not actually acquire, dispose or otherwise transact in any shares of common stock.
- (3) These securities are held directly by IBP Holding Company. Mr. Edwards and Installed Building Systems, Inc. disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (4) These securities are held directly by Installed Building Systems, Inc. Mr. Edwards and IBP Holding Company disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (5) These securities are held directly by PJAM IBP Holdings, Inc. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (6) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (7) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (8) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.
- (9) The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

The Call Option has a capped upside participation price to the holder of \$32.50 (the "Cap Price"). Upon cash settlement of the Call Option, the holder could receive an amount equal to the product of (1) number of shares underlying the Call Option multiplied by (2) the difference between (A) the lower of (i) the Cap Price and (ii) the reference price (which is the average weighted average price, per share, of the underlying shares as reported by the New York Stock Exchange at the expiration time on the expiration date) and (B) the exercise price.

- (10) The Call Option has a capped upside participation price to the holder of \$32.50 (the "Cap Price"). Upon cash settlement of the Call Option, the holder could receive an amount equal to the product of (1) number of shares underlying the Call Option multiplied by (2) the difference between (A) the lower of (i) the Cap Price and (ii) the reference price (which is the average weighted average price, per share, of the underlying shares as reported by the New York Stock Exchange at the expiration time on the expiration date) and (B) the exercise price.
- (11) The Call Option is a European-style call option that consists of 369,140 shares with 18,457 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.

- (12) The Call Option is a European-style call option that consists of 314,460 shares with 15,723 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.

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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