

Edwards Jeffrey W.
Form 4
April 18, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
04/16/2018

☐ 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)
Common Stock, \$0.01 par value per share	04/16/2018		X ⁽¹⁾⁽²⁾	196,660 A	⁽¹⁾ (2) 4,224,479	I	IBP Holding Company ⁽³⁾
Common Stock, \$0.01 par value per share	04/16/2018		J ⁽¹⁾⁽²⁾	196,660 D	⁽¹⁾ (2) 4,027,819	I	IBP Holding Company ⁽³⁾

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Common Stock, \$0.01 par value per share	04/16/2018	<u>X⁽¹⁾⁽²⁾</u>	167,540	A	<u>(1)</u> <u>(2)</u>	3,108,422	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share	04/16/2018	<u>J⁽¹⁾⁽²⁾</u>	167,540	D	<u>(1)</u> <u>(2)</u>	2,940,882	I	Installed Building Systems, Inc. ⁽⁴⁾
Common Stock, \$0.01 par value per share						538,807	D	
Common Stock, \$0.01 par value per share						72,496	I	Trust ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 10)
Capped Call Option (right to buy) <u>(6)</u>	\$ 32	04/16/2018	X <u>(1)(2)</u>	1		<u>(7)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	196,660	\$
Capped Call Option (right to buy) <u>(6)</u>	\$ 32	04/16/2018	X <u>(1)(2)</u>	1		<u>(8)</u>				<u>(8)</u>	<u>(8)</u>	Common Stock	167,540	\$

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

Shelley A. McBride, Attorney-in-Fact for Jeffrey W. Edwards 04/18/2018

 Signature of Reporting Person

Date

Shelley A. McBride, Attorney-in-Fact for Installed Building
Systems, Inc. 04/18/2018

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__Signature of Reporting Person

Date

Shelley A. McBride, Attorney-in-Fact for IBP Holding Company

04/18/2018

__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).

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 December 9, 2016. Pursuant to the terms of the Call Option, which are further described in footnote 6, 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 the Issuer's common stock from the Call Option's exercise price of \$32 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 \$32 per share and was deemed for Section 16 purposes to have disposed common stock to the counterparty at \$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.

The securities listed include 196,660 shares held directly by IBP Holding Company and 4,027,819 shares held directly by PJAM IBP Holdings, Inc. IBP Holding Company is the sole shareholder of PJAM IBP Holdings, Inc. The Reporting Persons (except IBP Holding Company) disclaim beneficial ownership in the reported securities except to the extent of their pecuniary interest therein.

These securities are held directly by Installed Building Systems, Inc. The Reporting Persons (except Installed Building Systems, Inc.) disclaim beneficial ownership in the reported securities except to the extent of their pecuniary interest therein.

The securities are held directly by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim beneficial ownership in the reported securities except to the extent of their pecuniary interest therein.

The Call Option has a capped upside participation price to the applicable Reporting Person of \$50 (the "Cap Price"). Upon cash settlement of the Call Option, the applicable Reporting Person 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 of the closing prices of the underlying shares as reported by the New York Stock Exchange at the expiration time on the valuations dates) and (B) the exercise price. The valuation dates consisted of the expiration date and the nineteen business days immediately preceding the expiration date.

The Call Option is a European-style call option that consisted of 196,660 shares that became exercisable and expired on April 16, 2018.

The Call Option is a European-style call option that consisted of 167,540 shares that became exercisable and expired on April 16, 2018.

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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