



# Beacon Roofing Supply, Inc.

May 16, 2016

## **Beacon Roofing Supply, Inc. Announces Secondary Offering of 8,536,500 Shares of Common Stock**

HERNDON, Va.--(BUSINESS WIRE)-- Beacon Roofing Supply, Inc. (NASDAQ: BECN) ("Beacon") announced today the commencement of an underwritten secondary public offering of 8,536,500 shares of Beacon's common stock by CD&R Roadhouse Holdings, L.P., an entity affiliated with Clayton, Dubilier & Rice, LLC. Credit Suisse is acting as the sole underwriter in the registered public offering of those shares. The selling stockholder will receive all of the net proceeds from this offering and will not hold any shares of Beacon common stock after the completion of the offering. No shares are being sold by Beacon, and the total number of Beacon's shares outstanding will not change as a result of the offering.

The last reported sale price on NASDAQ of Beacon common stock on May 16, 2016 was \$43.11 per share. Credit Suisse proposes to offer for sale the shares of Beacon common stock from time to time in one or more transactions on NASDAQ, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by it and subject to its right to reject any order in whole or in part.

The offering is being conducted as a public offering pursuant to Beacon's effective shelf registration statement under the Securities Act of 1933, as amended, which registration statement includes a prospectus relating to the shares. Information about the offering is available in the preliminary prospectus supplement being filed today with the U.S. Securities and Exchange Commission (the "SEC"). Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the offering, and the final prospectus supplement, when available, may be obtained by contacting Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York, 10010, or by telephone at +1 (800) 221-1037, or by email at [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com) or by visiting the SEC's website located at [www.sec.gov](http://www.sec.gov). You should read the preliminary prospectus supplement and the accompanying prospectus and other documents Beacon has filed with the SEC for more complete information about Beacon and this offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### *About Beacon Roofing Supply*

Founded in 1928, Beacon Roofing Supply, Inc. is the largest publicly traded distributor of residential and commercial roofing materials and complementary building products, operating 369 branches throughout 45 states in the U.S. and six provinces in Canada.

### *Forward-Looking Statements*

This press release contains information about management's view of Beacon's future expectations, plans and prospects that constitute forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including, but not limited to, those set forth in the "Risk Factors" section of Beacon's most recent Form 10-K and subsequent SEC filings. In addition, the forward-looking statements included in this press release represent Beacon's views as of the date of this press release and these views could change. However, while Beacon may elect to update these forward-looking statements at some point, Beacon specifically disclaims any obligation to do so, other than as required by federal securities laws. These forward-looking statements should not be relied upon as representing Beacon's views as of any date subsequent to the date of this press release.

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