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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**January 5, 2017
Date of Report (Date of earliest event reported)**

Installed Building Products, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36307
(Commission
File No.)

45-3707650
(I.R.S. employer
identification number)

**495 South High Street, Suite 50
Columbus, Ohio 43215**
(Address of principal executive offices, including zip code)

(614) 221-3399
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On January 5, 2017, Installed Building Products, Inc. (the “Company”) consummated its previously announced acquisition (the “Acquisition”) of all of the outstanding shares of (i) Trilok Industries, Inc. (“Trilok”), (ii) Alpha Insulation & Waterproofing, Inc. (“Alpha”), and (iii) Alpha Insulation & Waterproofing Company (“Alpha Company” and together with Trilok and Alpha, the “Alpha Companies”). The Company acquired the Alpha Companies from entities affiliated with Vikas Verma and Henry Schmueckle pursuant to a Share Purchase Agreement (the “Purchase Agreement”), dated October 29, 2016, among (i) EMPER Holdings, LLC, an indirect wholly owned subsidiary of the Company (the “Purchaser”), (ii) each of PREEM Holdings I, LLC and PREEM Holdings II, LLC, (iii) each of Vikas Verma and Henry Schmueckle, (iv) Vikas Verma in his capacity as the Equityholders’ representative and (v) the Company.

Founded in 1982, the Alpha Companies are headquartered in Atlanta, Georgia and serve commercial customers through an expanding network of nine branch locations located in Georgia, Florida, Texas, Tennessee and North Carolina. The Alpha Companies’ products include waterproofing, insulation, fireproofing and fire stopping. The Alpha Companies service large, long-lead time commercial projects including office buildings, airports, sports complexes, museums, hospitals, hotels and educational facilities.

The aggregate consideration for the Acquisition was \$92,120,000 (the “Purchase Price”). The Company paid \$9,212,000 of the Purchase Price on behalf of the Purchaser by issuing 282,577 shares of its common stock. Of the remaining amount, the Purchaser paid \$81,908,000 in cash (the “Cash Consideration”) and retained \$1,000,000 (the “Holdback Amount”) to hold in escrow for customary adjustments for cash and net working capital. The Purchaser expects to transfer the Holdback Amount, as adjusted in accordance with the Purchase Agreement, promptly following the completion of the customary adjustments. The Purchaser also paid in full certain indebtedness of the Alpha Companies. The amount of indebtedness paid by the Purchaser did not exceed \$350,000.

The Purchaser may also be required to pay an additional amount in cash as earnout consideration. The earnout payment will be equal to three times the amount, if any, by which the total EBITDA for the Alpha Companies’ fiscal year ended December 31, 2016 exceeds \$15,655,477.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On January 3, 2017, the Company drew down \$92,500,000 from its Delayed Draw Term Loan (“DDTL”), which is a part of its senior secured credit facility provided by a Credit and Security Agreement dated February 29, 2016, and contributed a portion of such amount to the Purchaser to fund a portion of the Cash Consideration. Following the draw down, the Company had approximately \$105,000,000 outstanding under its DDTL.

A summary of the material terms of the DDTL and the Credit and Security Agreement is included in the Company’s Form 8-K filed on March 1, 2016 and such summary is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 5, 2017, the Company issued a press release announcing the consummation of the Acquisition. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits**(a) Financial statements of businesses acquired**

The financial statements of the Alpha Companies will be filed by amendment to this Form 8-K within 71 days after the date hereof.

(b) Pro forma financial information.

The unaudited pro forma financial information with respect to the acquisition of the Alpha Companies will be filed by amendment to this Form 8-K within 71 days after the date hereof.

(d) Exhibits

2.1 Share Purchase Agreement, dated as of October 29, 2016, among EMPER Holdings, LLC; PREEM Holdings I, LLC; PREEM Holdings II, LLC; Vikas Verma; Henry Schmueckle; Vikas Verma in his capacity as the equityholders' representative; and Installed Building Products, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Form 8-K filed on October 31, 2016).†

99.1 Press Release, dated January 5, 2017.

† Schedules and Exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplemental copies of any of the omitted schedules to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INSTALLED BUILDING PRODUCTS, INC.

Date: January 5, 2017

By: /s/ Michael T. Miller
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
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INSTALLED BUILDING PRODUCTS ANNOUNCES CLOSING OF ALPHA INSULATION AND WATERPROOFING ACQUISITION

Columbus, Ohio, January 5, 2017 Installed Building Products, Inc. (the “Company” or “IBP”) (NYSE: IBP), an industry-leading installer of insulation and complementary building products, announced today the closing of its acquisition of Trilok Industries, Inc., Alpha Insulation and Waterproofing, Inc., and Alpha Insulation and Waterproofing Company (collectively known as “Alpha” or “Alpha Insulation and Waterproofing”). Founded in 1982, Alpha is headquartered in Atlanta, Georgia and serves commercial customers through an expanding network of nine branches located in Georgia, Florida, Texas, Tennessee and North Carolina.

Alpha Insulation and Waterproofing will continue to operate under its existing brand name, but will now be able to offer building solutions nationwide as part of IBP’s footprint of over 100 branch locations throughout the continental U.S. In addition, Alpha’s commercial insulation, waterproofing, fire stopping and fireproofing expertise diversifies IBP’s revenue mix, while enhancing the company’s commercial construction platform.

“We are excited about closing the Alpha acquisition and are focused on successfully integrating Alpha’s operations over the coming months, which we expect will be immediately accretive to earnings,” stated Jeff Edwards, IBP’s Chairman and Chief Executive Officer. “We have established IBP as a leading installer of building products and look forward to further growing our business through Alpha’s commercial construction focus.” Vic Verma, Chief Executive Officer and Founder of Alpha, stated “The entire Alpha team is excited to be part of the IBP family of companies, and we are committed to grow the Alpha brand with both organic and acquisition opportunities in 2017 and beyond.”

About Installed Building Products

Installed Building Products, Inc. is the nation’s second largest insulation installer for the residential new construction market and is also a diversified installer of complementary building products, including garage doors, rain gutters, shower doors, closet shelving and mirrors, throughout the United States. The Company manages all aspects of the installation process for its customers, including direct purchases of materials from national manufacturers, supply of materials to job sites and quality installation. The Company offers its portfolio of services for new and existing single-family and multi-family residential and commercial building projects from its national network of branch locations.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including the impact of the Alpha acquisition on and its contribution to our operations and execution of our growth strategy, the integration of Alpha’s operations, the impact of this acquisition on our earnings and revenue, the demand for our services, expansion of our national footprint, our ability to capitalize on the new home construction recovery, our ability to strengthen our market position, our ability to pursue value-enhancing acquisitions, our ability to improve profitability and expectations for demand for our services for the remainder of 2017. Forward-looking statements may generally be identified by the use of words such as “anticipate,” “believe,” “expect,” “intends,” “plan,” and “will” or, in each case, their negative, or other variations or comparable terminology. These forward-

looking statements include all matters that are not historical facts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Any forward-looking statements that we make herein and in any future reports and statements are not guarantees of future performance, and actual results may differ materially from those expressed in or suggested by such forward-looking statements as a result of various factors, including, without limitation, the potential impact to the Company's or Alpha's business due to the closing of the acquisition, the risk that the business of Alpha will not be integrated successfully, and the factors discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2015, as the same may be updated from time to time in our subsequent filings with the Securities and Exchange Commission. Any forward-looking statement made by the Company in this press release speaks only as of the date hereof. New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these events or how they may affect it. The Company has no obligation, and does not intend, to update any forward-looking statements after the date hereof, except as required by federal securities laws.

Contact Information:

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