

Installed Building Products, Inc.

Form 3

June 19, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â IBP Holding Co

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/17/2014

3. Issuer Name **and** Ticker or Trading Symbol
Installed Building Products, Inc. [IBP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☐ Officer ☒ Other
(give title below) (specify below)

Director by Deputization

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

(Street)

COLUMBUS,Â OHÂ 43215

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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)

Common Stock

4,227,819

I

See footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
Capped Call Option (right to buy) ⁽²⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	369,140	\$ 20	D	Â
Capped Call Option (right to buy) ⁽⁴⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	196,660	\$ 20	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IBP Holding Co C/O INSTALLED BUILDING PRODUCTS, INC. 495 SOUTH HIGH STREET, SUITE 50 COLUMBUS, OH 43215	X	X		Director by Deputization

Signatures

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

06/18/2014

**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 securities are held directly by PJAM IBP Holdings, Inc. The Reporting Person is the sole shareholder of PJAM IBP Holdings, Inc.

The Call Option has a capped upside participation price to the Reporting Person of \$32.50 (the "Cap Price"). Upon cash settlement of the Call Option, the Reporting Person could receive an amount equal to the product of (1) number of shares underlying the Call Option

(2) 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 exchange at the expiration time on the expiration date) and (B) the exercise price.

(3) 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.

The Call Option has a capped upside participation price to the Reporting Person of \$40.00 (the "Cap Price"). Upon cash settlement of the Call Option, the Reporting Person could receive an amount equal to the product of (1) number of shares underlying the Call Option

(4) 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 exchange at the expiration time on the expiration date) and (B) the exercise price.

(5) The Call Option is a European-style call option that consists of 196,660 shares with 9,833 shares becoming exercisable and expiring on each of June 1, 2017; June 2, 2017; June 5, 2017; June 6, 2017; June 7, 2017; June 8, 2017; June 9, 2017; June 12, 2017; June 13, 2017; June 14, 2017; June 15, 2017; June 16, 2017; June 19, 2017; June 20, 2017; June 21, 2017; June 22, 2017; June 23, 2017; June 26, 2017; June 27, 2017; and June 28, 2017.

 \hat{A} **Remarks:**

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Exhibit 24 - Power of Attorney

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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