

BEACON ROOFING SUPPLY INC
Form DEF 14A
January 07, 2010

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒ ☐
Filed by a Party other than the Registrant ☐ ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

Beacon Roofing Supply, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount Previously Paid:

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**One Lakeland Park Drive
Peabody, Massachusetts 01960**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 5, 2010**

To the shareholders of Beacon Roofing Supply, Inc.:

The 2010 Annual Meeting of Shareholders of Beacon Roofing Supply, Inc. (the Company) will be held at our office at 505 Huntmar Park Drive, Suite 300, Herndon, Virginia 20170 on Friday, February 5, 2010, at 8:00 a.m. local time, for the purpose of considering and voting on the following matters:

- (1) A proposal to elect seven members to our Board of Directors to hold office until the 2011 annual meeting of shareholders or until their successors are duly elected and qualified (Proposal No. 1);
- (2) To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2010 (Proposal No. 2); and
- (3) The transaction of such other business as may properly come before the annual meeting and any adjournment(s) or postponement(s) thereof.

All holders of record of shares of Beacon Roofing Supply, Inc. stock (NASDAQ: BECN) at the close of business on December 10, 2009 are entitled to receive notice of the meeting and to vote at the meeting. Your attention is directed to the accompanying proxy statement for further information with respect to the matters to be acted upon at the meeting.

Whether or not you expect to be present, please sign, date and return the enclosed proxy card in the enclosed pre-addressed envelope as promptly as possible. No postage is required if mailed in the United States. If set forth on your proxy card, you may also use the internet to submit your vote by following the instructions.

By Order of the Board of Directors

/s/ Ross D. Cooper

Ross D. Cooper
Secretary
Herndon, Virginia
January 7, 2010

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This is an important meeting and all shareholders are invited to attend the meeting in person. Those shareholders who are unable to attend are respectfully urged to execute and return the enclosed proxy card as promptly as possible in the enclosed return envelope or vote via the internet where available. No postage is required if mailed in the United States. Shareholders who execute a proxy card or submit their vote using the internet may nevertheless attend the meeting, revoke their proxy and vote their shares in person.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on February 5, 2010: This proxy statement and 2009 Annual Report to Stockholders are available at www.edocumentview.com/BECN.

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**One Lakeland Park Drive
Peabody, Massachusetts 01960**

PROXY STATEMENT

DATE, TIME AND PLACE OF ANNUAL MEETING

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Beacon Roofing Supply, Inc. of proxies from the holders of our common stock, par value \$.01 per share, for use at our 2010 annual meeting of shareholders to be held at our office at 505 Huntmar Park Drive, Suite 300, Herndon, Virginia 20170 on Friday, February 5, 2010, at 8:00 a.m. local time or at any adjournment(s) or postponement(s) of the annual meeting.

This proxy statement and the enclosed form of proxy are being mailed to shareholders of common stock on or about January 7, 2010. Shareholders should review the information provided in this proxy statement in conjunction with our 2009 Form 10-K which accompanies this proxy statement. In this proxy statement, we refer to Beacon Roofing Supply, Inc. as we, our and the Company. Voting may be available on the internet if indicated on your proxy card. The proxy statement and annual report to shareholders are available to be viewed and downloaded at www.edocumentview.com/BECN.

Our principal executive offices are located at One Lakeland Park Drive, Peabody, Massachusetts 01960.

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ABOUT THE MEETING

What is the Date, Time and Place of the Annual Meeting?

Beacon Roofing Supply Inc.'s 2010 Annual Shareholders' Meeting will be held on Friday, February 5, 2010, beginning at 8:00 a.m., local time, at our office at 505 Huntmar Park Drive, Suite 300, Herndon, VA 20170.

What is the purpose of the annual meeting?

At the annual meeting, shareholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, consisting of 1) the election of directors; 2) the ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2010; and 3) any other matters that properly come before the meeting.

Who is entitled to vote at the meeting?

Only our shareholders of record at the close of business on December 10, 2009, the record date for the meeting, are entitled to receive notice of and to participate in the annual meeting. If you were a shareholder of record on that date, you will be entitled to vote all of the shares you held on that date at the meeting, or any postponement(s) or adjournment(s) of the meeting. As of the record date, there were 45,312,780 shares of common stock outstanding, all of which are entitled to be voted at the annual meeting.

A list of shareholders will be available at our headquarters at One Lakeland Park Drive, Peabody, Massachusetts 01960 for a period of ten days prior to the annual meeting and at the annual meeting itself for examination by any shareholder.

What are the voting rights of the holders of our common stock?

Holders of common stock are entitled to one vote per share on each matter that is submitted to shareholders for approval.

Who can attend the meeting?

All shareholders as of the record date, or their duly appointed proxies, may attend the meeting, and each may be accompanied by one guest. Please also note that if you hold your shares in `street name` (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of common stock representing a majority of the combined voting power of the outstanding shares of stock on the record date will constitute a quorum, permitting the meeting to conduct its business. As of the record date, there were 45,312,780 shares of common stock outstanding, all of which are entitled to be voted at the annual meeting.

What vote is required to approve each item?

For purposes of electing directors at the annual meeting, the nominees receiving the support of stockholders representing the greatest numbers of shares of common stock present at the meeting, in person or by proxy and entitled to vote, shall be elected as directors. The affirmative vote of a majority of the shares of common stock present at the meeting in person or by proxy and entitled to vote is required for the ratification of the selection of Ernst & Young LLP and the approval of any other matter that may be submitted to a vote of our shareholders.

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The inspector of election for the annual meeting shall determine the number of shares of common stock represented at the meeting, the existence of a quorum and the validity and effect of proxies, and shall count and tabulate ballots and votes and determine the results thereof. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting for purposes of determining a quorum. A broker non-vote will occur when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary power with respect to that proposal and has not received instructions from the beneficial owner. Broker non-votes will not be counted as votes cast for or votes withheld for the election of directors. On other matters submitted for a vote, broker non-votes will not be considered in tallying votes cast, and abstentions will be treated as a vote against. If less than a majority of the combined voting power of the outstanding shares of common stock is represented at the annual meeting, a majority of the shares so represented may adjourn the annual meeting from time to time without further notice.

What are the Board's recommendations?

Our board of directors recommends a vote FOR the election of the respective nominees for director named in this proxy statement and FOR the ratification of the selection of Ernst & Young LLP.

Unless contrary instructions are indicated on the enclosed proxy, all shares represented by valid proxies received pursuant to this solicitation (and which have not been revoked in accordance with the procedures set forth below) will be voted (a) FOR the election of the respective nominees for director named in this proxy statement; (b) FOR the ratification of the selection of Ernst & Young LLP; and (c) in accordance with the recommendation of our board of directors, FOR or AGAINST all other matters as may properly come before the annual meeting. In the event a shareholder specifies a different choice by means of the enclosed proxy, such shares will be voted in accordance with the specification made.

How do I vote?

You can vote in any of the following ways.

- 1.) To vote by mail:
Mark, sign and date your proxy card; and
Return it in the enclosed envelope.
- 2.) Use the Internet site if listed on your proxy card.
- 3.) To vote in person if you are a registered shareholder:
Attend our annual meeting;
Bring valid photo identification; and
Deliver your completed proxy card or ballot in person.

To vote in person if you hold in street name:

Attend our annual meeting;
Bring valid photo identification; and
Obtain a legal proxy from your bank or broker to vote the shares that are held for your benefit, attach it to your completed proxy card and deliver it in person.

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Can I change my vote after I return my proxy card or vote using the internet?

Yes. The giving of a proxy does not eliminate the right to vote in person should any shareholder giving the proxy so desire. Shareholders have an unconditional right to revoke their proxy at any time prior to the exercise of that proxy, by voting in person at the annual meeting, by filing a written revocation or duly executed proxy bearing a later date with our Secretary at our headquarters, or by voting through the internet at a later date where available.

Who pays for costs relating to the proxy materials and annual meeting of shareholders?

The costs of preparing, assembling and mailing this proxy statement, the Notice of Annual Meeting of Shareholders and the enclosed Annual Report and proxy card, along with the cost of posting the proxy materials on a website, are to be borne by us. In addition to the use of mail, our directors, officers and employees may solicit proxies personally and by telephone, facsimile and other electronic means. They will receive no compensation in addition to their regular salaries. We may request banks, brokers and other custodians, nominees and fiduciaries to forward copies of the proxy material to their principals and to request authority for the execution of proxies. We may reimburse these persons for their expenses in so doing.

STOCK OWNERSHIP

Who are the largest owners of our stock? How much stock do our directors and executive officers own?

The following table shows information regarding the beneficial ownership of our common stock for the following:

- (i) each shareholder known by us to beneficially own more than 5% of our common stock,
- (ii) each of our directors,
- (iii) each executive officer named in the Summary Compensation Table in Executive Compensation, and
- (iv) all directors and executive officers as a group.

All information is as of the record date, except as noted otherwise.

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Name and Address of Beneficial Owners ⁽¹⁾	Common Stock Beneficially Owned	
	Shares	Percent
Shareholders owning more than 5% of our common stock:		
T. Rowe Price Associates, Inc. ⁽²⁾ 100 East Pratt Street Baltimore, MD 21202	4,224,600	9.3 %
Lord Abbett & Co. L.L.C. ⁽³⁾ 90 Hudson Street 1 st Floor Jersey City, NJ 07302	4,031,708	8.9 %
Farrallon Capital Management, L.L.C. ⁽⁴⁾ Farrallon Partners, L.L.C. One Maritime Plaza Suite 2100 San Francisco, CA 94111	2,525,422	5.6 %
Barclays Global Investors, NA ⁽⁵⁾ Barclays Global Funds Advisors 400 Howard Street San Francisco, CA 94105	2,502,280	5.5 %
Fiduciary Management, Inc. ⁽⁶⁾ 100 East Wisconsin Ave. Milwaukee, WI 53202	2,475,330	5.5 %
Directors and executive officers:		
Robert R. Buck ⁽⁷⁾	250,350	*
Paul M. Isabella ⁽⁸⁾	99,334	*
David R. Grace ⁽⁹⁾	322,476	*
Ross D. Cooper ⁽¹⁰⁾	45,667	*
Andrew R. Logie ⁽¹¹⁾	429,386	*
H. Arthur Bellows, Jr. ⁽¹²⁾	98,101	*
James J. Gaffney ⁽¹³⁾	94,120	*
Peter M. Gotsch ⁽¹⁴⁾	118,601	*
Wilson B. Sexton ⁽¹⁵⁾	169,851	*
Stuart A. Randle ⁽¹⁶⁾	72,351	*
All directors and executive officers as a group (10 persons)	1,700,237	3.7 %

*

Less than 1%

Information concerning beneficial ownership of shares is as of December 10, 2009, the record date. Includes the (1) number of shares that such person has the right to acquire beneficial ownership as of that date and which such person has the right to acquire beneficial ownership of within 60 days thereafter.

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- Based on the share information for T. Rowe Price Associates, Inc. as of December 31, 2008, reported on Schedule 13G filed by them on February 11, 2009. T. Rowe Price reported sole dispositive power with respect to all such shares, sole voting power with respect to 2,021,500 shares, and shared voting power with respect to none of the shares.
- Based on the share information for Lord Abbett & Co. L.L.C. as of December 31, 2008, reported on Schedule 13G (3) filed by them on February 13, 2009. Lord Abbett reported sole dispositive power with respect to all such shares, sole voting power with respect to 3,462,503 shares, and shared voting power with respect to none of the shares.
- Based on the share information for Farrallon Capital Management, L.L.C. et al. as of December 3, 2009, reported (4) on Schedule 13G filed by them on December 14, 2009. Farrallon reported shared dispositive and voting power with respect to all of the shares.
- Based on the share information for Barclays Global Investor, NA, et al. as of December 31, 2008, reported on (5) Schedule 13G filed by them on February 5, 2009. Barclays reported sole dispositive power with respect to all such shares, sole voting power with respect to 2,368,842 shares, and shared voting power with respect to none of the shares.
- Based on the share information for Fiduciary Management, Inc. as of December 31, 2008, reported on Schedule 13G (6) filed by them on February 6, 2009. Fiduciary Management reported sole dispositive and voting power with respect to 2,463,630 shares and shared dispositive and voting power with respect to 11,770 shares.
- (7) Includes 156,533 shares issuable upon the exercise of options.
- (8) Includes 43,334 shares issuable upon the exercise of options.
- (9) Includes 103,334 shares issuable upon the exercise of options and 5,128 shares over which Mr. Grace shares investment control but of which he disclaims beneficial ownership.
- (10) Represents shares issuable upon the exercise of options.
- Includes 37,351 shares issuable upon the exercise of options and 100,000 shares held by the Logie Beacon (11) Limited Partnership over which Mr. Logie shares voting and investment control. Mr. Logie disclaims beneficial ownership of shares held by the Logie Beacon Limited Partnership in which he does not have a pecuniary interest.
- (12) Includes 89,851 shares issuable upon the exercise of options.
- (13) Includes 89,851 shares issuable upon the exercise of options and 4,269 shares over which Mr. Gaffney shares investment and voting control, but of which Mr. Gaffney disclaims beneficial ownership.