

Jackson Jeffrey T
Form 4
May 17, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Jeffrey T

(Last) (First) (Middle)
PGT INNOVATIONS, INC, 1070
TECHNOLOGY DRIVE
(Street)

NORTH VENICE, FL 34275

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PGT Innovations, Inc. [PGTI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| PGTI Common Stock | 05/15/2018 | | M | | 186,247 ⁽¹⁾ | A | \$ 2 365,586 D |
| PGTI Common Stock | 05/15/2018 | | F | | 9,511 ⁽²⁾ | D | \$ 18.6 ⁽³⁾ 356,075 D |
| PGTI Common Stock | 05/16/2018 | | F | | 63,482 ⁽²⁾ | D | \$ 18.68 ⁽⁴⁾ 292,593 D |
| PGTI Common | 05/17/2018 | | F | | 12,540 ⁽²⁾ | D | \$ 280,053 18.74 D |

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Stock (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 2 | 05/15/2018 | | M | 20,734 | (6) 04/06/2020 | Common Stock 20,734 |
| Stock Option (Right to Buy) | \$ 2 | 05/16/2018 | | M | 138,479 | (6) 04/06/2020 | Common Stock 138,479 |
| Stock Option (Right to Buy) | \$ 2 | 05/17/2018 | | M | 27,034 | (6) 04/06/2020 | Common Stock 27,034 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Jeffrey T PGT INNOVATIONS, INC 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | X | | CEO and President | |

Signatures

/s/ Jeffrey T. Jackson 05/17/2018

**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).

(1) This transaction was executed pursuant to a letter of instruction from the reporting person whereby reporting person elected to exercise options granted on April 6, 2010.

(2) Shares forfeited by the reporting person to cover both the aggregate exercise price of the options being exercised and taxes arising from that exercise

(3) This transaction was executed in multiple trades ranging from \$18.60 to \$18.65 per share. The price reported above represents the weighted-average sales price. The reporting person hereby undertakes to provide full information regarding the numbers of shares and prices at which the transactions were affected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(4) This transaction was executed in multiple trades ranging from \$18.60 to \$18.80 per share. The price reported above represents the weighted-average sales price. The reporting person hereby undertakes to provide full information regarding the numbers of shares and prices at which the transactions were affected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(5) This transaction was executed in multiple trades ranging from \$18.65 to \$18.83 per share. The price reported above represents the weighted-average sales price. The reporting person hereby undertakes to provide full information regarding the numbers of shares and prices at which the transactions were affected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(6) An aggregate of 732,626 options exercisable in five approximately equal installments beginning on April 6, 2011

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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