

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Friel Michelle A (Last) (First) (Middle) 260 JIMMY ANN DRIVE (Street) DAYTONA BEACH, FL 32114 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/19/2015	3. Issuer Name and Ticker or Trading Symbol TopBuild Corp [BLD]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Genl. Coun. & Sec.		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
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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 Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friel Michelle A 260 JIMMY ANN DRIVE DAYTONA BEACH, FL 32114			VP, Genl. Coun. & Sec.	

## Signatures

/s/ Michelle A. Friel	06/24/2015
<small>**Signature of Reporting Person</small>	Date

## Explanation of Responses:

**No securities are beneficially owned**

\* 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).

### Remarks:

mfrielpoa.txt No securities are beneficially owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

I appoint Nicholas R. Thompson, Jr., my attorney-in-fact to:

(1) prepare, execute in my name and on my behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling me to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on my behalf in my capacity as an officer and/or director of TopBuild Corp., Forms 3, 4, and 5 as required by Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms that I may be required to file in connection with my ownership, acquisition, or disposition of securities of TopBuild Corp.;

(3) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority;

(4) execute and file for and on my behalf in my capacity as an officer and/or director of TopBuild Corp., Form 144 with the SEC and any stock exchange, relating to my proposed sale of securities of TopBuild Corp. as required pursuant to Rule 144 of the Securities Act of 1933; and

(5) do anything in connection with the foregoing which such attorney-in-fact may deem legally required by me or in my best interest.

I grant to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I could do if personally present, with full power of substitution, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

I acknowledge that the foregoing attorney-in-fact, in serving in such capacity at my request, is not assuming, nor is TopBuild Corp. assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and with Rule 144 of the Securities Act of 1933.

This Power of Attorney supersedes any Power of Attorney executed by me, which is hereby revoked. This Power of Attorney shall remain in effect until I am no longer required to file Forms 3, 4, 5, and 144 with respect to my holdings of and transactions in securities issued by TopBuild Corp., unless earlier revoked in writing by me.

This Power of Attorney is executed on June 18, 2015.

/s/ Michelle A. Friel