

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 11-K**

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(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2015

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-36780

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**TopBuild Corp. 401(k) Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**TopBuild Corp.  
260 Jimmy Ann Dr.  
Daytona Beach, Florida 32214**

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**TOPBUILD CORP. 401(k) RETIREMENT PLAN**

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

**Report of Independent Registered Public Accounting Firm**

To the Trustees and Participants of  
TopBuild Corp. 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of TopBuild Corp. 401(k) Plan (the “Plan”) as of December 31, 2015, and the related statement of changes in net assets available for benefits for the period July 1 through December 31, 2015. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan’s internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of TopBuild Corp. 401(k) Plan as of December 31, 2015, and the changes in net assets available for benefits for the period July 1 through December 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedules, Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2015 and Schedule H, 4a – Schedule of Delinquent Participant Contributions for the period from July 1 through December 31, 2015, have been subjected to audit procedures performed in conjunction with the audit of TopBuild Corp. 401(k) Plan’s financial statements. The supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements but include supplemental information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplementary information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental information reconciles to the basic financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedules, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information referred to above is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ GRANT THORNTON LLP

Southfield, Michigan  
June 27, 2016

**TOPBUILD CORP. 401(k) PLAN  
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2015**

	<b>December 31, 2015</b>
<b>ASSETS</b>	
Investments, at fair value	\$ 201,284,068
Receivables:	
Notes receivable from participants	5,914,385
Participant contributions	337,544
Employer contributions	142,920
Other receivables	5,232
Total receivables	6,400,081
Total assets	207,684,149
<b>LIABILITIES AND NET ASSETS AVAILABLE FOR DISTRIBUTION</b>	
Excess contributions payable	7,793
Net assets available for benefits	\$ 207,676,356

*The accompanying notes are an integral part of the financial statements.*

**TOPBUILD CORP. 401(k) PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE PERIOD FROM JULY 1 THROUGH DECEMBER 31, 2015**

<b>Additions:</b>	
Investment activity:	
Net depreciation in fair value of investments	\$ (14,000,172)
Interest and dividend income	9,333,920
Total investment activity	<u>(4,666,252)</u>
Participant contributions	7,582,470
Employer contributions	1,778,549
Participant rollover contributions	248,363
Interest income on notes receivable from participants	89,717
Other, net	5,232
Total additions	<u>5,038,079</u>
<b>Deductions:</b>	
Benefit payments	(8,139,638)
Administrative expenses	<u>(16,140)</u>
Total deductions	<u>(8,155,778)</u>
<b>Transfers:</b>	
Net transfers to the Plan (See Note 1 in accompanying Notes to Financial Statements)	<u>210,794,055</u>
Net increase in assets	207,676,356
Net assets available for benefits:	
Beginning of period	—
End of year	<u>\$ 207,676,356</u>

*The accompanying notes are an integral part of the financial statements.*

**TOPBUILD CORP. 401(k) PLAN  
NOTES TO THE FINANCIAL STATEMENTS**

**1. DESCRIPTION OF PLAN**

The following description of the TopBuild Corp. (the "Company", "we", "our" or "TopBuild") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General.** The Plan is a defined contribution plan covering hourly and salaried employees of the Company's operating and administrative subsidiaries, not otherwise covered under a collective bargaining agreement, who met the Plan's age and service requirements ("Eligible Employees"). Eligible Employees may participate in the Plan on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan is administered by the 401(k) Oversight Committee (the "Committee"). The Committee has overall responsibility for the operation and administration of the plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

On June 30, 2015, we became an independent, publicly traded company as a result of Masco Corporation ("Masco") spinning off 100 percent of its Installation and Other Services businesses through a tax-free distribution of the stock of TopBuild to Masco's shareholders (the "Separation"). As a result of the Separation, the Plan was established effective July 1, 2015. All Company employees who participated in the Masco 401(k) Plan automatically became participants in the Plan and were thereafter excluded from the Masco 401(k) Plan. Masco 401(k) Plan assets of our participants were transferred to the Plan. The net assets of the Masco 401(k) Plan that were transferred to the Plan totaled \$210,794,055.

**Contributions.** Participants may contribute up to 50 percent of their pretax annual compensation, as defined in the Plan. All employees who are eligible to participate under this Plan and who have attained the age of 50 before the close of the Plan year shall be eligible to make catch-up contributions. Participants may also make rollover contributions representing distributions from individual IRAs, SEPs, 403(b) and 457 plans or other employers' tax-qualified plans. The Company makes matching and/or profit sharing contributions in accordance with the provisions of the Plan. These Company contributions, if applicable, may vary by division or subsidiary and are invested pursuant to the participant's investment election. Contributions are subject to certain Internal Revenue Service ("IRS") limitations. Participants may direct contributions in one percent increments in any of the various investment options. These options include professionally managed mutual funds, stock funds and a brokerage account which allows participants to buy, sell, or trade most publicly listed common stocks, corporate and government bonds or certificates of deposit; these options vary in their respective strategies, risks and goals. Participants may change their investment options daily.

**Participant Accounts.** Each active participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions (if applicable), and (b) investment earnings, as defined in the Plan. Plan administrative expenses are currently paid by the Company and not charged to participants' accounts. Certain expenses may be incurred by individual participants for special services relating to their accounts. These costs are charged directly to the individual participant's account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting and Forfeited Employer Contributions.** Participants are immediately vested in their contributions plus actual earnings thereon. Vesting conditions may vary by division or subsidiary, but generally, participants are immediately vested in the Company matching contribution plus earnings thereon. Any forfeited amounts will be used to reduce administrative expenses. At December 31, 2015, forfeited non-vested employer contributions totaled \$5,546.

**TOPBUILD CORP. 401(k) PLAN  
NOTES TO THE FINANCIAL STATEMENTS**

**Stock Funds.** The Plan allows participants to invest in the common stock of the Company through the TopBuild Corp. company stock fund (the “TopBuild Stock Fund”). Prior to the Separation, Plan participants were able to invest in the Masco Corporation company stock fund (the “Masco Stock Fund”, collectively the “Company Stock Funds”). Subsequent to the Separation, Plan participants can no longer contribute to the Masco Stock Fund. Participants may not direct more than 25% of their contributions into the TopBuild Stock Fund and may not exchange more than 25% of their investments into the TopBuild Stock Fund.

Each participant who has an interest in the Company Stock Funds is entitled to exercise voting rights attributable to the shares allocated to his or her Company Stock Fund account and is notified by the Trustee, Fidelity Management Trust Company (“Fidelity”) as defined by the Plan, prior to the time that such rights are to be exercised. If the Trustee does not receive timely instructions, the Trustee itself or by proxy shall vote all such shares in the same ratio as the shares with respect to which instructions were received from participants.

The Company Stock Funds may also hold cash or other short-term securities, although these are expected to be a small percentage of the fund. At December 31, 2015, the Masco Stock Fund is comprised of Masco common stock totaling \$4,353,813 and cash and money market investments of \$82,506. At December 31, 2015, the Company Stock Fund is comprised of TopBuild Corp. common stock totaling \$718,270 and cash and money market investments of \$ 953.

**Notes Receivable from Participants.** Generally, participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance at the time of the loan. Loan terms generally range from 1-5 years, or up to 15 years in limited circumstances. Loans are collateralized by the balance in the participant's account and generally bear interest at a rate equal to the Prime Rate on the last business day of the month prior to the date of the loan application. Principal and interest are paid ratably through payroll deductions.

**Payment of Benefits.** Generally, after separation from service due to termination, death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account either in a single lump-sum amount or in annual installments over a period not to exceed five years. In-service and hardship withdrawals are distributed in a single payment.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Plan financial statements and accompanying footnotes and schedule are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**Basis of Accounting.** The accompanying financial statements are prepared on the accrual basis of accounting.

**Use of Estimates.** The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of additions and deductions during the reporting period. Actual results could differ from these estimates and assumptions.

**Risks and Uncertainties.** The Plan provides for various investment options in mutual funds and other investment securities. Investment securities are exposed to various risks, including interest rate, market, and credit risks. Due to the level of risk associated with certain mutual funds and investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

**TOPBUILD CORP. 401(k) PLAN  
NOTES TO THE FINANCIAL STATEMENTS**

**Investment Valuation and Income Recognition.** Investments are stated at fair value using quoted market prices at December 31, 2015.

Investment transactions are reflected on a trade date basis. Interest income is recognized on the accrual basis of accounting. Dividend income is recorded on the ex-dividend date and is allocated to participants' accounts on the date of payment. Income from other securities is recorded as earned on an accrual basis.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) of those investments.

**Fair Value Measurement.** The Plan follows fair value guidance provided in Accounting Statement Codification ("ASC") 820 – Fair Value Measurement, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The guidance defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." Further, it defines a fair value hierarchy, as follows: Level 1 inputs as quoted prices in active markets for identical assets or liabilities; Level 2 inputs as observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities or other inputs that are observable or can be corroborated by market data; and Level 3 inputs as unobservable inputs that are supported by little or no market activity and that are financial instruments whose value is determined using pricing models or instruments for which the determination of fair value requires significant management judgment or estimation.

**Notes Receivable from Participants.** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent notes receivable from participants are recorded as benefit payments based upon the terms of the Plan.

**Payment of Benefits.** Benefits are recorded when paid.

**Recently Issued Accounting Pronouncements.** In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2015-07 "Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)," ("ASU 2015-07"). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value practical expedient provided by Accounting Standards Codification 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate net asset value per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate the fair value using the net asset value practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015, with early adoption permitted.

In July 2015, the FASB issued Accounting Standards Update 2015-12 "Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965)" ("ASU 2015-12"). Part I of ASU 2015-12 eliminates the requirements that employee benefit plans measure the fair value of fully benefit-responsive investment contracts and provide the related fair value disclosures, rather these contracts will be measured and disclosed only at contract value. Part II of ASU 2015-12 requires plans to disaggregate their investments measured using fair value only by general type, either on the financial statements or in the notes. Part II also eliminates the requirement to disclose the net appreciation/depreciation in fair value of investments by general type and the requirements to disclose individual investments that represent 5% or more of net assets available for benefits. Part III of ASU 2015-12 provides a practical expedient to permit plans to measure their investments and investment related accounts as of a month-end date closest to their fiscal year for plans with a fiscal year end that does not coincide with the end of a calendar month. The amendments in ASU 2015-12 are effective for reporting periods beginning after December 15, 2015, with early adoption permitted.

The Plan's administrator has elected to early adopt Part II of ASU 2015-12 and accordingly the notes to the financial statements reflect such adoption. ASU 2015-07 and Parts I and III of ASU 2015-12 are not applicable to the Plan.

**TOPBUILD CORP. 401(k) PLAN  
NOTES TO THE FINANCIAL STATEMENTS**

### 3. FAIR VALUE MEASUREMENT

Following is a description of the valuation methodologies used for assets measured at fair value:

**Common stocks.** Common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

**Mutual funds.** Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (“NAV”) and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

**Brokerage accounts.** Participant directed investments could include common stocks, mutual funds, corporate or government bonds, or other investments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan’s invested assets at fair value as of December 31, 2015:

	<b>Assets at Fair Value as of December 31, 2015</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Mutual funds	\$ 194,117,392	\$ —	\$ —	\$ 194,117,392
Masco Corporation company stock fund	4,436,319	—	—	4,436,319
Brokerage accounts	2,011,134	—	—	2,011,134
TopBuild Corp. company stock fund	719,223	—	—	719,223
Total invested assets at fair value	<u>\$ 201,284,068</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 201,284,068</u>

### 4. INCOME TAX STATUS

The Plan is intended to be a qualified plan and trust pursuant to the applicable sections of the Code. The Company filed a timely request for a favorable determination letter from the IRS on December 21, 2015. The Plan administrator believes that the Plan, in all material respects, is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress.

**TOPBUILD CORP. 401(k) PLAN  
NOTES TO THE FINANCIAL STATEMENTS**

**5. PLAN TERMINATION**

Although the Company has not expressed an intent to do so, the Company has the right at any time to discontinue its contributions and to terminate the Plan, subject to the provisions of ERISA. At the date of any such termination, all participants would become fully vested in their accounts and the TopBuild Corp. 401(k) Oversight Committee would direct the Trustee to distribute to the participants all assets of the Plan, net of any termination expenses which would be prorated among the participants' accounts.

**6. RELATED PARTY TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is also the Trustee as defined by the Plan; therefore, the purchases and sales qualify as party-in-interest transactions. There were no fees paid by the Plan for investment management services for the six months ended December 31, 2015. Notes receivable from participants are also considered party-in-interest transactions.

The Plan invests in TopBuild Corp. Common Stock. As of December 31, 2015, the value of TopBuild Corp. Common Stock held by the plan was \$719,223.

**7. SUBSEQUENT EVENTS**

On March 10, 2016, the Company amended the Plan. Under the amendment, Company matching contributions for participants beginning service on or after April 1, 2016, will be subject to a one year cliff-vesting period.

**8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

	<b>December 31, 2015</b>
Net assets available for plan benefits per the financial statements	\$ 207,676,356
Receivables:	
Participant contributions	337,544
Employer contributions	142,920
Other receivables	5,232
Total receivables	485,696
Excess contributions payable	7,793
Net assets available for plan benefits per Form 5500	\$ 207,198,453

**9. DELINQUENT PARTICIPANT CONTRIBUTIONS**

As reported on Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions and loan repayments were not remitted to the trust within the period specified by the Department of Labor's Regulation 29 CFR 2510.3-102, thus constituting nonexempt transactions between the Plan and the Company.

**TOPBUILD CORP 401(k) PLAN**  
**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**  
**FOR THE PERIOD FROM JULY 1 THROUGH DECEMBER 31, 2015**

Participant Contributions Transferred Late to Plan Check here if Late Participant Loan Repayments are included <input type="checkbox"/>	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption (PTE) 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Total 2015 (1) - \$153,975	\$ 139	\$ —	\$ —	\$ —

(1) Represents delinquent participant contributions from the August 21, 2015, payroll period. On September 1, 2015, the Company transmitted the delinquent participant contributions and will transmit \$139 in lost earnings to the Plan in 2016.

**TOPBUILD CORP. 401(k) PLAN  
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2015**

(a)	(b) Name of Issuer / Title of Issue	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
<b>MUTUAL FUNDS</b>				
	PIMCO Total Return Fund - Institutional Class	Bond fund	**	\$ 19,689,033
*	Fidelity® Money Market Trust Retirement Money Market Portfolio	Money market fund	**	16,845,067
	Artisan Mid Cap Fund - Institutional Class	Domestic equity fund	**	12,908,646
*	Fidelity® Independence Fund - Class K	Domestic equity fund	**	11,914,884
*	Fidelity Freedom K® 2030 Fund	Lifecycle fund	**	11,380,051
	Harbor Capital Appreciation Fund - Institutional Class	Domestic equity fund	**	11,274,673
*	Fidelity® Diversified International Fund - Class K	International fund	**	10,624,992
*	Fidelity® Equity Dividend Income Fund - Class K	Domestic equity fund	**	9,775,204
*	Spartan® 500 Index Fund - Institutional Class	Domestic equity fund	**	9,226,488
	American Beacon Small Cap Value Fund - Institutional Class	Domestic equity fund	**	7,839,254
*	Fidelity Freedom K® 2040 Fund	Lifecycle fund	**	7,601,352
	JPMorgan Mid Cap Value Fund - Institutional Class	Domestic equity fund	**	7,520,426
*	Fidelity Freedom K® 2035 Fund	Lifecycle fund	**	7,501,489
*	Fidelity Freedom K® 2020 Fund	Lifecycle fund	**	6,775,090
*	Fidelity® Low-priced Stock Fund - Class K	Domestic equity fund	**	5,974,567
*	Fidelity Freedom K® 2025 Fund	Lifecycle fund	**	5,772,041
*	Fidelity Freedom K® 2045 Fund	Lifecycle fund	**	5,501,833
*	Fidelity® Fund - Class K	Domestic equity fund	**	5,127,891
	Vanguard Wellington™ Fund Admiral™ Shares	Balanced fund	**	3,752,764
*	Fidelity Freedom K® 2050 Fund	Lifecycle fund	**	3,619,013
*	Fidelity Freedom K® 2010 Fund	Lifecycle fund	**	3,473,022
	Wells Fargo Advantage Small Cap Value Fund - Institutional Class	Domestic equity fund	**	2,780,647
*	Fidelity Freedom K® 2015 Fund	Lifecycle fund	**	2,365,542
*	Fidelity® Emerging Markets Fund - Class K	International fund	**	2,163,978
*	Fidelity Freedom K® 2055 Fund	Lifecycle fund	**	1,408,065
*	Fidelity Freedom K® Income Fund	Lifecycle fund	**	856,776
*	Fidelity Freedom K® 2060 Fund	Lifecycle fund	**	334,274
*	Fidelity Freedom K® 2005 Fund	Lifecycle fund	**	110,330
	Total mutual funds			194,117,392
<b>BROKERAGE ACCOUNTS</b>				
	Brokerage account	BrokerageLink® accounts	**	2,011,134
	Total brokerage accounts			2,011,134
<b>COMPANY STOCK FUNDS</b>				
*	TopBuild Corp.	Company common stock fund	**	719,223
	Masco Corporation	Company common stock fund	**	4,436,319
	Total company stock funds			5,155,542
<b>TOTAL INVESTMENTS AT FAIR VALUE</b>				201,284,068
*	Notes receivable from participants	Loans collateralized by participant plan balances, maturities from 2016-2030, interest rates from 3.25% to 10.00%		5,914,385
<b>TOTAL</b>				<u>\$ 207,198,453</u>

(\*) Indicates a party-in-interest

(\*\*) Historical cost information not required for participant directed investments

**SIGNATURE**

**The Plan.** Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**TOPBUILD CORP.**

By: /s/ John S. Peterson  
Name: John S. Peterson  
Title: Vice President and Chief Financial Officer

June 27, 2016

**EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Title</u></b>
23.1	Consent of Grant Thornton LLP relating to the Plan's financial statements
99.1	First Amendment to the TopBuild Corp. 401(k) plan

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated June 27, 2016, with respect to the financial statements and supplemental schedules, included in the Annual Report of TopBuild Corp. 401(K) Plan on Form 11-K for the period July 1 through December 31, 2015. We hereby consent to the incorporation by reference of said report in the Registration Statement of TopBuild Corp. on Form S-8 (File No. 333-205396).

/s/ Grant Thornton LLP

Southfield, Michigan  
June 27, 2016

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**FIRST AMENDMENT  
TO THE  
TOPBUILD CORP. 401(k) PLAN**

WHEREAS, TopBuild Corp. (the "Corporation") maintains the TopBuild Corp. 401(k) Plan dated July 1, 2015 (the "Plan"); and

WHEREAS, the Corporation reserved the right to amend the Plan by action of its Board of Directors (the "Board") or its designee; and

WHEREAS, the Board of Directors, by resolution dated June 11, 2015, delegated the power to amend the Plan to its Authorized Officers, each acting together or separately; and

WHEREAS, it has been determined that it is in the best economic and administrative interests of the Corporation to amend the Plan;

NOW, THEREFORE, pursuant to the amending power set forth in Section 10.01 of the Plan and delegated by resolution of the Board to the undersigned Authorized Officers of the Corporation, Section 3.04(f) is amended to read as follows:

(f) Vesting. A Participant's Employer Matching Contribution Account shall become nonforfeitable in accordance with the following provisions, notwithstanding anything to the contrary in Appendices B-1 through B-7:

(1) Employment Commencement Date On or Before March 31, 2016. If a Participant's Employment Commencement Date is on or before March 31, 2016, such Participant's Employer Matching Contribution Account shall be 100% vested at all times, subject to investment gains and losses and allocable expenses.

(2) Employment Commencement Date On or After April 1, 2016. If a Participant's Employment Commencement Date is on or after April 1, 2016, such Participant's Employer Matching Contribution Account shall be vested in accordance with the following schedule, subject to investment gains and losses and allocable expenses:

<u>Period of Service</u>	<u>Vested Interest</u>
Less than 1 Year of Service	0%
1 or more Years of Service	100%

**(SIGNATURE PAGE FOLLOWS)**

**IN WITNESS WHEREOF, TopBuild Corp. has caused this First Amendment to be executed on March 10, 2016.**

**TOPBUILD CORP.**

**By:** /s/ John Peterson  
John Peterson  
Vice President and Chief Financial Officer