

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 4, 2020**

TopBuild Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of
Incorporation)

001-36870
(Commission
File Number)

47-3096382
(IRS Employer
Identification No.)

475 North Williamson Boulevard
Daytona Beach, Florida
(Address of Principal Executive Offices)

32114
(Zip Code)

Registrant's telephone number, including area code: (386) 304-2200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	BLD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 4, 2020, TopBuild Corp., a Delaware corporation (the “Company”), issued a press release announcing its financial results for the quarter ended June 30, 2020 (the “Press Release”). The Press Release, which is furnished as Exhibit 99.1, and the information included in Item 7.01 of this Current Report on Form 8-K (this “Report”) are incorporated by reference in this Item 2.02.

The information in the Press Release and in this Item 2.02 is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference in another filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except to the extent such other filing specifically incorporates such information by reference.

Item 7.01. Regulation FD Disclosure.

On August 4, 2020, the Company issued the Press Release. The Press Release, which is furnished as Exhibit 99.1, and the information included in Item 2.02 of this Report are incorporated by reference in this Item 7.01.

The information in the Press Release and in this Item 7.01 is “furnished” and not “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference in another filing under the Exchange Act or the Securities Act except to the extent such other filing specifically incorporates such information by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release issued by TopBuild Corp., dated August 4, 2020, announcing its financial results for the quarter ended June 30, 2020.</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this 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

Dated: August 4, 2020



NYSE: BLD

A leading installer and distributor of insulation and building material products to the U.S. construction industry

TopBuild Reports Second Quarter 2020 Results

- 2.1% decrease in net sales
- 110 bps gross margin expansion, 130 bps on an adjusted basis
- 12.5% operating margin, 12.9% on an adjusted basis, up 130 bps
- \$1.67 net income per diluted share, \$1.68 on an adjusted basis
- 16.7% adjusted EBITDA margin, up 250 bps

Moving Forward with Capital Allocation Program

Second Quarter Financial Highlights

(unless otherwise indicated, comparisons are to the quarter ended June 30, 2019)

- ✓ Net sales declined 2.1% to \$646.1 million, primarily driven by volume declines related to the impact of the COVID-19 pandemic. Same branch contributed 99.0% of total revenue.
- ✓ Gross margin increased 110 basis points to 27.6%. On an adjusted basis, gross margin increased 130 basis points to 27.8%.
- ✓ Operating profit was \$80.5 million, compared to operating profit of \$76.0 million, a 5.8% improvement. On an adjusted basis, operating profit was \$83.5 million, compared to \$76.4 million, a 9.3% improvement.
- ✓ Operating margin was 12.5%, up 100 basis points. Adjusted operating margin improved 130 basis points to 12.9%.
- ✓ Net income was \$55.5 million, or \$1.67 per diluted share, compared to \$52.1 million, or \$1.51 per diluted share. Adjusted income was \$55.7 million, or \$1.68 per diluted share, compared to \$49.5 million, or \$1.43 per diluted share.

“We are extremely pleased with our second quarter results. Our team did an outstanding job flexing our business model and driving further efficiencies throughout our Company as we responded to state shutdowns, project delays and widespread uncertainty related to COVID-19. The strong performance we achieved at both TruTeam and Service Partners is evidence of this success and demonstrates the strength of our uniquely diversified business platform.

“As we move through the second half of the year, we are confident in our ability to successfully meet the challenges and opportunities that may lie ahead.”

JERRY VOLAS, CEO, TOPBUILD

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August 4, 2020

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- ✓ Adjusted EBITDA was \$107.8 million, compared to \$94.0 million, a 14.6% increase, and adjusted EBITDA margin improved 250 basis points to 16.7%.
- ✓ At June 30, 2020, the Company had cash and cash equivalents of \$258.8 million and availability under its revolving credit facility of \$389.6 million for total liquidity of \$648.5 million.



Six Month Financial Highlights

(unless otherwise indicated, comparisons are to six months ended June 30, 2019)

- ✓ Net sales increased 1.6% to \$1,299.3 million. On a same branch basis, revenue increased 0.6% to \$1,287.7 million.
- ✓ Gross margin expanded 110 basis points to 26.9%. On an adjusted basis, gross margin expanded 130 basis points to 27.1%.
- ✓ Operating profit was \$150.4 million, compared to operating profit of \$132.7 million, a 13.4% improvement. On an adjusted basis, operating profit was \$153.8 million, compared to \$135.5 million, a 13.5% improvement.
- ✓ Operating margin was 11.6%, a 120-basis point improvement. On an adjusted basis, operating margin improved 120 basis points to 11.8%.
- ✓ Net income was \$106.3 million, or \$3.18 per diluted share, compared to \$90.0 million, or \$2.60 per diluted share. Adjusted income was \$101.6 million, or \$3.04 per diluted share, compared to \$86.1 million, or \$2.49 per diluted share.
- ✓ Adjusted EBITDA was \$196.1 million, compared to \$168.6 million, a 16.4% increase. Adjusted EBITDA margin was 15.1%, a 190-basis point improvement.

Operating Segment Highlights (\$ in 000s)

(comparisons are to the quarter ended June 30, 2019)

	3 Months Ended 6/30/20	6 Months Ended 6/30/20		3 Months Ended 6/30/20	6 Months Ended 6/30/20
Sales	\$466,569	\$942,442	Sales	\$216,336	\$430,558
Change			Change		
Volume	(5.5%)	(1.6%)	Volume	1.7%	2.8%
Price	0.7%	1.4%	Price	(0.4%)	0.3%
M&A	1.4%	1.2%	M&A	0.0%	0.0%
Total Change	(3.4%)	1.1%	Total Change	1.3%	3.0%
Operating Margin	14.9%	13.8%	Operating Margin	11.2%	11.3%
Change	70 bps	100 bps	Change	130 bps	130 bps
Adj. Operating Margin	15.2%	14.0%	Adj. Operating Margin	11.6%	11.6%
Change	100 bps	110 bps	Change	170 bps	160 bps

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Capital Allocation

While the Company completed no acquisitions in the second quarter, it did repurchase 262,889 shares at an average price of \$76.17 per share.

Additional Information

Quarterly supplemental materials, including a presentation that will be referenced on today's conference call, are available on the "Investors" section of the Company's website at www.topbuild.com.

"As a result of uncertainty in early March related to COVID-19, we suspended our acquisition program. As the second quarter progressed, the outlook for the housing industry improved, and we are now moving forward with a number of the companies in our robust acquisition pipeline."

JERRY VOLAS, CEO, TOPBUILD

Conference Call

A conference call to discuss second quarter 2020 financial results is scheduled for today, Tuesday, August 4, at 9:00 a.m. Eastern time. The call may be accessed by dialing (888) 225-2706. The conference call will be webcast simultaneously on the "Investors" section of the Company's website at www.topbuild.com.

About TopBuild

TopBuild Corp., a Fortune 1000 Company headquartered in Daytona Beach, Florida, is a leading installer and distributor of insulation and building material products to the U.S. construction industry. We provide insulation and building material services nationwide through TruTeam®, which has approximately 200 branches, and through Service Partners® which distributes insulation and building material products from approximately 75 branches. We leverage our national footprint to gain economies of scale while capitalizing on our local market presence to forge strong relationships with our customers. To learn more about TopBuild please visit our website at www.topbuild.com.

Use of Non-GAAP Financial Measures

Adjusted EBITDA, incremental EBITDA margin, adjusted EBITDA margin, the "adjusted" financial measures presented above, and figures presented on a "same branch basis" are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company believes that these non-GAAP financial measures, which are used in managing the business, may provide users of this financial information with additional meaningful comparisons between current results and results in prior periods. We define same branch sales as sales from branches in operation for at least 12 full calendar months. Such non-GAAP financial measures are reconciled to their closest GAAP financial measures in tables contained in this press release. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results under GAAP. Additional information may be found in the Company's filings with the Securities and Exchange Commission which are available on TopBuild's website under "Investors" at www.topbuild.com.

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Safe Harbor Statement

Statements contained herein that reflect our views about future periods, including our future plans and performance, constitute “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “will,” “would,” “anticipate,” “expect,” “believe,” “designed,” “plan,” or “intend,” the negative of these terms, and similar references to future periods. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. We caution you against unduly relying on any of these forward-looking statements. Our future performance may be affected by the duration and impact of the COVID-19 pandemic on the United States economy, specifically with respect to residential and commercial construction; our ability to continue operations in markets affected by the COVID-19 pandemic and our ability to collect receivables from our customers; our reliance on residential new construction, residential repair/remodel, and commercial construction; our reliance on third-party suppliers and manufacturers; our ability to attract, develop, and retain talented personnel and our sales and labor force; our ability to maintain consistent practices across our locations; and our ability to maintain our competitive position. We discuss the material risks we face under the caption entitled “Risk Factors” in our Annual Report for the year ended December 31, 2019, as filed with the SEC on February 25, 2020, as well as under the caption entitled “Risk Factors” in subsequent reports that we file with the SEC. Our forward-looking statements in this filing speak only as of the date of this filing. Factors or events that could cause our actual results to differ may emerge from time to time and it is not possible for us to predict all of them. Unless required by law, we undertake no obligation to update publicly any forward-looking statements as a result of new information, future events, or otherwise. The Company believes that the non-GAAP performance measures and ratios that are contained herein, which management uses to manage our business, provide users of this financial information with additional meaningful comparisons between current results and results in our prior periods. Non-GAAP performance measures and ratios should be viewed in addition, and not as an alternative, to the Company's reported results under accounting principles generally accepted in the United States. Additional information about the Company is contained in the Company's filings with the SEC and is available on TopBuild's website at www.topbuild.com.

Investor Relations and Media Contact

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386-763-8801

(tables follow)

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TopBuild Corp.
Condensed Consolidated Statements of Operations (Unaudited)
(in thousands, except share and per common share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Net sales	\$ 646,099	\$ 660,112	\$ 1,299,327	\$ 1,279,442
Cost of sales	468,045	485,190	949,316	948,824
Gross profit	178,054	174,922	350,011	330,618
Selling, general, and administrative expense	97,600	98,883	199,568	197,960
Operating profit	80,454	76,039	150,443	132,658
Other income (expense), net:				
Interest expense	(8,277)	(9,631)	(17,018)	(19,232)
Loss on extinguishment of debt	—	—	(233)	—
Other, net	89	526	561	858
Other expense, net	(8,188)	(9,105)	(16,690)	(18,374)
Income before income taxes	72,266	66,934	133,753	114,284
Income tax expense	(16,770)	(14,883)	(27,485)	(24,249)
Net income	\$ 55,496	\$ 52,051	\$ 106,268	\$ 90,035
Net income per common share:				
Basic	\$ 1.69	\$ 1.53	\$ 3.22	\$ 2.64
Diluted	\$ 1.67	\$ 1.51	\$ 3.18	\$ 2.60
Weighted average shares outstanding:				
Basic	32,867,842	33,976,169	33,018,148	34,072,314
Diluted	33,202,423	34,557,664	33,401,135	34,630,048

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TopBuild Corp.
Condensed Consolidated Balance Sheets and Other Financial Data (Unaudited)
(dollars in thousands)

	As of	
	June 30, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 258,837	\$ 184,807
Receivables, net of an allowance for credit losses of \$7,541 at June 30, 2020, and allowance for doubtful accounts of \$4,854 at December 31, 2019	423,000	428,844
Inventories, net	147,304	149,078
Prepaid expenses and other current assets	7,962	17,098
Total current assets	837,103	779,827
Right of use assets	85,236	87,134
Property and equipment, net	176,179	178,080
Goodwill	1,379,821	1,367,918
Other intangible assets, net	176,871	181,122
Deferred tax assets, net	4,358	4,259
Other assets	11,011	5,623
Total assets	<u>\$ 2,670,579</u>	<u>\$ 2,603,963</u>
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 293,224	\$ 307,970
Current portion of long-term debt	23,168	34,272
Accrued liabilities	120,689	98,418
Short-term lease liabilities	34,444	36,094
Total current liabilities	471,525	476,754
Long-term debt	694,320	697,955
Deferred tax liabilities, net	174,229	175,263
Long-term portion of insurance reserves	50,608	45,605
Long-term lease liabilities	54,798	54,010
Other liabilities	7,447	1,487
Total liabilities	1,452,927	1,451,074
EQUITY	1,217,652	1,152,889
Total liabilities and equity	<u>\$ 2,670,579</u>	<u>\$ 2,603,963</u>
As of June 30,		
	2020	2019
Other Financial Data		
Receivable days	49	53
Inventory days	28	29
Accounts payable days	83	78
Receivables, net plus inventories, net less accounts payable	\$ 277,080	\$ 306,119
Receivables, net plus inventories, net less accounts payable as a percent of sales (TTM)	10.5 %	11.9 %

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TopBuild Corp.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(dollars in thousands)

	Six Months Ended June 30,	
	2020	2019
Cash Flows Provided by (Used in) Operating Activities:		
Net income	\$ 106,268	\$ 90,035
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,311	25,538
Share-based compensation	9,038	7,485
Loss on extinguishment of debt	233	—
Loss on sale or abandonment of property and equipment	320	561
Amortization of debt issuance costs	716	779
Provision for bad debt expense	3,756	3,688
Loss from inventory obsolescence	1,313	1,251
Deferred income taxes, net	(38)	(21)
Change in certain assets and liabilities		
Receivables, net	1,894	(41,489)
Inventories, net	538	17,391
Prepaid expenses and other current assets	9,151	14,969
Accounts payable	(16,390)	(23,823)
Accrued liabilities	28,188	(1,131)
Payment of contingent consideration	(413)	—
Other, net	277	1,031
Net cash provided by operating activities	<u>178,162</u>	<u>96,264</u>
Cash Flows Provided by (Used in) Investing Activities:		
Purchases of property and equipment	(20,937)	(21,982)
Acquisition of businesses	(20,526)	—
Proceeds from sale of property and equipment	763	1,961
Other, net	—	22
Net cash used in investing activities	<u>(40,700)</u>	<u>(19,999)</u>
Cash Flows Provided by (Used in) Financing Activities:		
Proceeds from issuance of long-term debt	300,000	4,998
Repayment of long-term debt	(313,407)	(11,364)
Payment of debt issuance costs	(2,280)	—
Taxes withheld and paid on employees' equity awards	(13,165)	(8,471)
Repurchase of shares of common stock	(34,152)	(19,499)
Payment of contingent consideration	(428)	(1,091)
Net cash used in financing activities	<u>(63,432)</u>	<u>(35,427)</u>
Cash and Cash Equivalents		
Increase for the period	74,030	40,838
Beginning of period	184,807	100,929
End of period	<u>\$ 258,837</u>	<u>\$ 141,767</u>
Supplemental disclosure of noncash activities:		
Leased assets obtained in exchange for new operating lease liabilities	\$ 19,257	\$ 110,192
Accruals for property and equipment	323	497

TopBuild Corp.
Segment Data (Unaudited)
(dollars in thousands)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2020	2019	Change	2020	2019	Change
TruTeam						
Sales	\$ 466,569	\$ 483,028	(3.4)%	\$ 942,442	\$ 932,410	1.1%
Operating profit, as reported	\$ 69,643	\$ 68,423		\$ 129,994	\$ 119,722	
Operating margin, as reported	14.9%	14.2%		13.8%	12.8%	
Rationalization charges	857	81		857	199	
Acquisition related costs	—	277		4	403	
COVID-19 pay	638	—		638	—	
Operating profit, as adjusted	\$ 71,138	\$ 68,781		\$ 131,493	\$ 120,324	
Operating margin, as adjusted	15.2%	14.2%		14.0%	12.9%	
Service Partners						
Sales	\$ 216,336	\$ 213,487	1.3%	\$ 430,558	\$ 417,951	3.0%
Operating profit, as reported	\$ 24,155	\$ 21,151		\$ 48,825	\$ 41,748	
Operating margin, as reported	11.2%	9.9%		11.3%	10.0%	
Rationalization charges	944	—		944	109	
COVID-19 pay	54	—		54	—	
Operating profit, as adjusted	\$ 25,153	\$ 21,151		\$ 49,823	\$ 41,857	
Operating margin, as adjusted	11.6%	9.9%		11.6%	10.0%	
Total						
Sales before eliminations	\$ 682,905	\$ 696,515		\$ 1,373,000	\$ 1,350,361	
Intercompany eliminations	(36,806)	(36,403)		(73,673)	(70,919)	
Net sales after eliminations	\$ 646,099	\$ 660,112	(2.1)%	\$ 1,299,327	\$ 1,279,442	1.6%
Operating profit, as reported - segments	\$ 93,798	\$ 89,574		\$ 178,819	\$ 161,470	
General corporate expense, net	(7,383)	(7,130)		(16,581)	(16,734)	
Intercompany eliminations	(5,961)	(6,405)		(11,795)	(12,078)	
Operating profit, as reported	\$ 80,454	\$ 76,039		\$ 150,443	\$ 132,658	
Operating margin, as reported	12.5%	11.5%		11.6%	10.4%	
Rationalization charges †	2,376	142		2,376	1,969	
Acquisition related costs	(40)	251		196	903	
Refinancing costs	20	—		57	—	
COVID-19 pay	692	—		692	—	
Operating profit, as adjusted	\$ 83,502	\$ 76,432		\$ 153,764	\$ 135,530	
Operating margin, as adjusted	12.9%	11.6%		11.8%	10.6%	
Share-based compensation	5,130	4,513		9,038	7,485	
Depreciation and amortization	19,121	13,062		33,311	25,538	
EBITDA, as adjusted	\$ 107,753	\$ 94,007		\$ 196,113	\$ 168,553	
EBITDA margin, as adjusted	16.7%	14.2%		15.1%	13.2%	
Sales change period over period	(14,013)			19,885		
EBITDA, as adjusted, change period over period	13,746			27,560		
EBITDA, as adjusted, as percentage of sales change	N/A			138.6%		

†Rationalization charges include corporate level adjustments as well as segment operating adjustments.

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TopBuild Corp.
Non-GAAP Reconciliations (Unaudited)
(in thousands, except share and per common share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Gross Profit and Operating Profit Reconciliations				
Net sales	\$ 646,099	\$ 660,112	\$ 1,299,327	\$ 1,279,442
Gross profit, as reported	\$ 178,054	\$ 174,922	\$ 350,011	\$ 330,618
Rationalization charges	1,079	—	1,079	—
COVID-19 pay	482	—	482	—
Gross profit, as adjusted	\$ 179,615	\$ 174,922	\$ 351,572	\$ 330,618
Gross margin, as reported	27.6 %	26.5 %	26.9 %	25.8 %
Gross margin, as adjusted	27.8 %	26.5 %	27.1 %	25.8 %
Operating profit, as reported	\$ 80,454	\$ 76,039	\$ 150,443	\$ 132,658
Rationalization charges	2,376	142	2,376	1,969
Acquisition related costs	(40)	251	196	903
Refinancing costs	20	—	57	—
COVID-19 pay	692	—	692	—
Operating profit, as adjusted	\$ 83,502	\$ 76,432	\$ 153,764	\$ 135,530
Operating margin, as reported	12.5 %	11.5 %	11.6 %	10.4 %
Operating margin, as adjusted	12.9 %	11.6 %	11.8 %	10.6 %
Income Per Common Share Reconciliation				
Income before income taxes, as reported	\$ 72,266	\$ 66,934	\$ 133,753	\$ 114,284
Rationalization charges	2,376	142	2,376	1,969
Acquisition related costs	(40)	251	196	903
Refinancing costs and loss on extinguishment of debt	20	—	290	—
COVID-19 pay	692	—	692	—
Income before income taxes, as adjusted	75,314	67,327	137,307	117,156
Tax rate at 26.0% and 26.5% for 2020 and 2019, respectively	(19,582)	(17,842)	(35,700)	(31,046)
Income, as adjusted	\$ 55,732	\$ 49,485	\$ 101,607	\$ 86,110
Income per common share, as adjusted	\$ 1.68	\$ 1.43	\$ 3.04	\$ 2.49
Weighted average diluted common shares outstanding	33,202,423	34,577,664	33,401,135	34,630,048

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August 4, 2020

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TopBuild Corp.
Same Branch and Acquisition Net Sales and Adjusted EBITDA (Unaudited)
(dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Net sales				
Same branch:				
Installation segment	\$ 459,820	\$ 483,028	\$ 930,828	\$ 932,410
Distribution segment	216,336	213,487	430,558	417,951
Eliminations	(36,806)	(36,403)	(73,673)	(70,919)
Total same branch	639,350	660,112	1,287,713	1,279,442
Acquisitions (a):				
Installation segment	\$ 6,749	\$ —	\$ 11,614	\$ —
Distribution segment	—	—	—	—
Eliminations	—	—	—	—
Total acquisitions	6,749	—	11,614	—
Total	\$ 646,099	\$ 660,112	\$ 1,299,327	\$ 1,279,442
EBITDA, as adjusted				
Same branch	\$ 106,325	\$ 94,007	\$ 193,592	\$ 168,553
Acquisitions (a)	1,428	—	2,521	—
Total	\$ 107,753	\$ 94,007	\$ 196,113	\$ 168,553
EBITDA, as adjusted, as a percentage of sales				
Same branch (b)	16.6 %		15.0 %	
Acquisitions (c)	21.2 %		21.7 %	
Total (d)	16.7 %	14.2 %	15.1 %	13.2 %
As Adjusted Incremental EBITDA, as a percentage of change in sales				
Same branch (e)	N/A		302.7 %	
Acquisitions (c)	21.2 %		21.7 %	
Total (f)	N/A		138.6 %	

(a) Represents current year impact of acquisitions in their first twelve months

(b) Same branch EBITDA, as adjusted, as a percentage of same branch sales

(c) Acquired EBITDA, as adjusted, as a percentage of acquired sales

(d) Total EBITDA, as adjusted, as a percentage of total sales

(e) Change in same branch EBITDA, as adjusted, as a percentage of change in same branch sales

(f) Change in total EBITDA, as adjusted, as a percentage of change in total sales

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August 4, 2020

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TopBuild Corp.
Same Branch and Acquisition Net Sales by Market (Unaudited)
(dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Same branch:				
Residential	\$ 503,928	\$ 504,659	\$ 1,009,615	\$ 980,794
Commercial	135,422	155,453	278,098	298,648
Same branch net sales	639,350	660,112	1,287,713	1,279,442
Acquisitions (a):				
Residential	\$ 1,606	\$ —	\$ 2,651	\$ —
Commercial	5,143	—	8,963	—
Acquisitions net sales	6,749	—	11,614	—
Total net sales	\$ 646,099	\$ 660,112	\$ 1,299,327	\$ 1,279,442

(a) Represents current year impact of acquisitions in their first twelve months

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TopBuild Corp.
Reconciliation of Adjusted EBITDA to Net Income (Unaudited)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Net income, as reported	\$ 55,496	\$ 52,051	\$ 106,268	\$ 90,035
Adjustments to arrive at EBITDA, as adjusted:				
Interest expense and other, net	8,188	9,105	16,457	18,374
Income tax expense	16,770	14,883	27,485	24,249
Depreciation and amortization	19,121	13,062	33,311	25,538
Share-based compensation	5,130	4,513	9,038	7,485
Rationalization charges	2,376	142	2,376	1,969
Acquisition related costs	(40)	251	196	903
Refinancing costs and loss on extinguishment of debt	20	—	290	—
COVID-19 pay	692	—	692	—
EBITDA, as adjusted	\$ 107,753	\$ 94,007	\$ 196,113	\$ 168,553

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