

**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): **September 28, 2021**

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 8.01 Other Events.

On September 28, 2021, TopBuild Corp., a Delaware corporation, issued a press release in accordance with Rule 135c promulgated under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the launch of its private offering of \$500.0 million aggregate principal amount of senior unsecured notes due 2032 to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-U.S. persons in offshore transactions in accordance with Regulation S under the Securities Act. In accordance with Rule 135c(d), a copy of such press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Rule 135c Press Release (offering launch) dated September 28, 2021
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.

Date: September 28, 2021

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



TopBuild Announces Senior Notes Offering in Connection with Previously Announced Acquisition of Distribution International

DAYTONA BEACH, FL – September 28, 2021 — **TopBuild Corp. (NYSE:BLD)** (“TopBuild” or the “Company”) a leading installer and distributor of insulation and building material products in the United States, today announced a private offering of \$500.0 million aggregate principal amount of senior notes due 2032 (the “notes”) to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933 (the “Securities Act”) and to certain non-U.S. persons in offshore transactions in accordance with Regulation S under the Securities Act. TopBuild intends to use the net proceeds from the sale of the notes, together with borrowings under a new term loan and cash on hand, to fund the purchase price payable in connection with the consummation of its previously announced acquisition (the “Acquisition”) of Distribution International, Inc. (“DI”), including the payment of related fees and expenses.

The closing of the notes offering is expected to occur prior to, and is not conditioned upon, the consummation of the Acquisition. However, the notes will be subject to a “special mandatory redemption” in the event that (i) the Acquisition is not consummated on or prior to August 7, 2022 or (ii) prior to August 7, 2022, the merger agreement is terminated, other than in connection with the consummation of the Acquisition, and is not otherwise amended or replaced.

The notes will be guaranteed, on an unsecured senior basis, by all of TopBuild’s subsidiaries, including DI and its affiliates that are required to become guarantors under the Company’s credit agreement by its terms upon consummation of the Acquisition.

The notes offering is subject to market and other conditions, and there is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

The notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from registration requirements. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

This press release contains “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “believe,” “anticipate,” “appear,” “may,” “might,” “will,” “should,” “intend,” “plan,” “estimate,” “expect,” “assume,” “seek,” “forecast,” “anticipates,” “appears,” “believes,” “estimates,” “predicts,” “potential” or “continue,” the negative of these terms and similar references to future periods. These views involve risks and uncertainties that are difficult to predict and, accordingly, the Company’s actual results may differ materially from the results discussed in its forward-looking statements. The Company cautions against relying on any of these

forward-looking statements. The Company's future performance may be affected by the duration and impact of the novel coronavirus ("COVID-19") pandemic on the U.S. economy, specifically with respect to residential and commercial construction; the Company's ability to continue operations in markets affected by the COVID-19 pandemic, and the Company's ability to collect its receivables from its customers; the Company's reliance on residential new construction, residential repair/remodel, and commercial construction; the Company's reliance on third-party suppliers and manufacturers; the Company's ability to attract, develop, and retain talented personnel and the Company's sales and labor force; the Company's ability to maintain consistent practices across the Company's locations; the Company's ability to maintain the Company's competitive position; the Company's ability to realize the expected benefits of the Company's acquisitions, including the Company's pending Acquisition; the Company's ability to consummate the Acquisition, including satisfying closing conditions; the Company's ability to achieve the strategic and other objectives relating to the Acquisition, including achieving any expected cost synergies, within the expected time frame or at all; and the Company's ability to successfully integrate DI if the Acquisition is completed.

The Company discusses many of the risks it faces under the caption entitled "Risk Factors" in the offering memorandum for this offering and in the Company's Form 10-K for the year ended December 31, 2020 filed with the SEC and incorporated by reference into the offering memorandum. The Company's forward-looking statements in this press release speak only as of the date of this press release. Factors or events that could cause the Company's actual results to differ materially may emerge from time to time, and it is not possible for the Company to predict all of them. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise.

Investor Relations and Media Contact

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