
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): April 1, 2014

Quanex Building Products Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33913
(Commission
File Number)

26-1561397
(IRS Employer
Identification No.)

1800 West Loop South, Suite 1500,
Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code: (713) 961-4600

(Former name or former address, if changed since last report.)

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:

- 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))
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Item 1.01 Entry into a Material Definitive Agreement.

As previously announced, on February 7, 2014, Quanex Building Products Corporation, a Delaware corporation (the "Company"), and its wholly owned subsidiary Nichols Aluminum, LLC, a Delaware limited liability company ("Nichols"), entered into a Limited Liability Company Interest Purchase Agreement ("Purchase Agreement") with Aleris International, Inc., a Delaware corporation ("Buyer"), pursuant to which the Company agreed to sell to Buyer all of the issued and outstanding limited liability company interests of Nichols and Nichols' wholly owned subsidiary, Nichols Aluminum-Alabama, LLC, a Delaware limited liability company ("Nichols Alabama").

On April 1, 2014, the Company, Nichols and Buyer entered into the First Amendment to Limited Liability Company Interest Purchase Agreement (the "Amendment"). Pursuant to the Amendment, the Company agreed to sell all of the issued and outstanding limited liability company interests of Nichols to Aleris Rolled Products, Inc., a wholly-owned subsidiary of Buyer, and the Company agreed to cause Nichols to sell all of the issued and outstanding limited liability company interests of Nichols Alabama to UWA Acquisition Co., a wholly-owned subsidiary of Buyer.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of such Amendment, which is attached to this Form 8-K as Exhibit 10.1 and is incorporated herein by reference in its entirety.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 1, 2014, the Company completed its previously announced sale of all of the issued and outstanding limited liability company interests of its wholly-owned subsidiaries, Nichols and Nichols Alabama, to Buyer and Buyer's affiliates, pursuant to the terms of the Purchase Agreement. The sale of such limited liability company interests was completed for a purchase price in cash of \$110,000,000, which amount is subject to adjustment as described in the Purchase Agreement.

The foregoing description does not purport to be a complete statement of the parties' rights and obligations under the Purchase Agreement and the transactions contemplated thereby or a complete explanation of the material terms thereof. The foregoing description is subject to and qualified in its entirety by reference to the text of the Purchase Agreement, a copy of which was attached as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company on February 10, 2014, and which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(b) Pro forma financial information: Exhibit 99.1 attached hereto and incorporated by reference herein includes the following unaudited pro forma financial statements giving effect to the transaction pursuant to the Purchase Agreement described under Item 2.01 above:

- Unaudited pro forma condensed consolidated balance sheet as of January 31, 2014;
- Unaudited pro forma condensed consolidated statements of income (loss) for the three months ended January 31, 2014, and the years ended October 31, 2013, 2012 and 2011; and
- Notes to unaudited pro forma condensed consolidated financial statements

(d) Exhibits: The following exhibits are filed or furnished as part of this report:

Exhibits

- | | |
|------|---|
| 2.1 | Limited Liability Company Interest Purchase Agreement dated February 7, 2014, by and among Quanex Building Products Corporation, Nichols Aluminum, LLC and Aleris International Inc. (included as Exhibit 2.1 to Quanex Building Products Corporation's Current Report on Form 8-K filed on February 10, 2014, and incorporated herein by reference). |
| 10.1 | First Amendment to Limited Liability Company Interest Purchase Agreement dated March 24, 2014, by and among Quanex Building Products Corporation, Nichols Aluminum, LLC and Aleris International, Inc. |
| 99.1 | Unaudited pro forma condensed consolidated financial information. |

SIGNATURE

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 thereunto duly authorized.

QUANEX BUILDING PRODUCTS
CORPORATION

Date: April 7, 2014

By: /s/ Brent L. Korb

Brent L. Korb
Senior Vice President — Finance and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Limited Liability Company Interest Purchase Agreement dated February 7, 2014, by and among Quanex Building Products Corporation, Nichols Aluminum, LLC and Aleris International Inc. (included as Exhibit 2.1 to Quanex Building Products Corporation's Current Report on Form 8-K filed on February 10, 2014, and incorporated herein by reference).
10.1	First Amendment to Limited Liability Company Interest Purchase Agreement dated March 24, 2014, by and among Quanex Building Products Corporation, Nichols Aluminum, LLC and Aleris International, Inc.
99.1	Unaudited pro forma condensed consolidated financial information.

**FIRST AMENDMENT TO
LIMITED LIABILITY COMPANY INTEREST PURCHASE AGREEMENT**

THIS FIRST AMENDMENT TO LIMITED LIABILITY COMPANY INTEREST PURCHASE AGREEMENT (this "**Amendment**") is made and entered into as of April 1, 2014, by and among Quanex Building Products Corporation, a Delaware corporation ("**Seller**"), Nichols Aluminum, LLC, a Delaware limited liability company (the "**Company**") and Aleris International Inc., a Delaware corporation ("**Buyer**").

RECITALS

WHEREAS, Buyer, Seller and the Company are parties (the "**Parties**") to that certain Limited Liability Company Interest Purchase Agreement, dated as of February 7, 2014 (the "**Agreement**");

WHEREAS, in accordance with Section 10.09 of the Agreement, the Parties desire to amend the Agreement as herein set forth; and

WHEREAS, in accordance with Section 2.03 of the Agreement, the Parties also desire to specify the Closing Date.

AGREEMENTS

NOW THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Parties, the Parties agree as follows:

1. Section 2.01 of the Agreement is hereby deleted and restated in its entirety as follows:

"Purchase and Sale. Subject to the terms and conditions set forth herein, at the Closing, for the consideration specified in **Section 2.02**, (i) Seller shall sell to Aleris Rolled Products, Inc., a wholly owned subsidiary of Seller, all of Seller's right, title and interest in and to the LLC Interests, and (ii) the Seller shall cause the Company to sell to UWA Acquisition Co., a wholly owned subsidiary of Seller, all of the Company's right, title and interest to the limited liability company interests of Nichols Aluminum – Alabama, LLC (which consideration shall be paid directly to Seller and not Company)."

2. Section 2.02(c)(i) of the Agreement is hereby deleted and restated in its entirety as follows:

"(i)(A) an assignment of the LLC Interests to Aleris Rolled Products, Inc. in form and substance satisfactory to Buyer and duly executed by Seller, and (B) an assignment of the Company's right, title and interest to the limited liability company interests of Nichols Aluminum – Alabama, LLC to UWA Acquisition Co. in form and substance satisfactory to Buyer and duly executed by Company (collectively, the "**Assignment**"); and

3. Section 8.02(e) of the Agreement is hereby amended and restated in its entirety as follows:

“(i) the Seller’s amendment of the Union 401(k) Plan described in Section 6.05(e) and (ii) operational plan failures relating to either the Union 401(k) Plan or the Seller 401(k) Plan for periods prior to the Closing, notwithstanding correction of any such plan failures made by the Company prior the Closing.”

4. Section 8.03 of the Agreement is hereby amended to add the following clause to the end thereof:

“or (e) the restructuring of the transactions contemplated by this Agreement as reflected in the First Amendment to the Limited Liability Company Purchase Agreement dated as of April 1, 2014.”

5. In accordance with Section 2.03 of the Agreement, the Closing shall take place on April 1, 2014, to be effective as of 12:01 A.M. on April 1, 2014, at the offices of Norton Rose Fulbright, Fulbright Tower, 1301 McKinney, Suite 5100, Houston, Texas 77010.

6. This Amendment may be executed in one or more counterparts (delivery of which may be by facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instruments.

7. Except as expressly amended by this Amendment, all other terms and provisions of the Agreement shall remain in full force and effect. This Amendment shall in no way reduce or limit the obligations of Buyer under the Agreement.

8. Capitalized terms not defined herein shall have the meanings given to them in the Agreement.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

BUYER:

ALERIS INTERNATIONAL INC.

By: _____

Name:

Title:

*Signature Page to First Amendment to Limited Liability Company
Interest Purchase Agreement*

SELLER:

QUANEX BUILDING PRODUCTS CORPORATION

By: _____
Name:
Title:

COMPANY:

NICHOLS ALUMINUM, LLC

By: _____
Name:
Title:

*Signature Page to First Amendment to Limited Liability Company
Interest Purchase Agreement*

Unaudited Pro Forma Condensed Consolidated Financial Information**Basis of Presentation**

The accompanying unaudited pro forma condensed consolidated balance sheet and statements of income (loss) were prepared based on the Company's historical financial information, and gives effect to the sale of Nichols to the Buyer on April 1, 2014, for \$110.0 million in cash, subject to customary purchase price adjustments. The Company will provide certain transition services through May 31, 2014. No pro forma adjustments are presented herein with respect to the transition services agreement, as the amount is not deemed to be significant to the Company.

The unaudited pro forma balance sheet at January 31, 2014, reflects the pro forma effect of the Nichols disposition as if the transaction was consummated on that date. The unaudited pro forma condensed consolidated statements of income (loss) for the three months ended January 31, 2014 and the years ended October 31, 2013, 2012 and 2011, reflect the pro forma effect of the Nichols disposition as if the transaction was consummated on November 1, 2010. The historical balance sheet and statement of income (loss) for the three months ended January 31, 2014 were included in the Company's Quarterly Report on Form 10-Q for the quarter ended January 31, 2014. The historical statements of income (loss) for the years ended October 31, 2013, 2012 and 2011 were provided in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2013. The accompanying unaudited pro forma condensed consolidated financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the referenced filings.

The unaudited pro forma condensed consolidated balance sheet and statements of income (loss) are presented in tabular format as follows: (i) historical consolidated results, as previously filed; (ii) less results of Nichols (the disposal group); (iii) plus pro forma adjustments, to arrive at the pro forma results. The results for Nichols were adjusted for LIFO inventory reserve, incurred but not reported costs related to workers' compensation insurance and an effective tax rate adjustment in order to present the disposal group on a stand-alone basis for this pro forma presentation.

The unaudited pro forma condensed consolidated balance sheet and statements of income (loss) include pro forma adjustments which reflect transactions and events that are directly attributable to the sale and are factually supportable. These pro forma adjustments are described in the notes which accompany these unaudited pro forma condensed consolidated financial statements.

QUANEX BUILDING PRODUCTS CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF JANUARY 31, 2014

	Consolidated As Reported	Disposal Group	Pro Forma Adjustments	Pro Forma
	(In thousands)			
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 25,807	\$ 2	\$ 110,000(a)	\$ 135,805
Accounts receivable, net	72,459	31,110	—	41,349
Inventories, net	74,498	21,314	—	53,184
Deferred income taxes	24,769	2,102	—	22,667
Prepaid and other current assets	7,352	5,970	—	1,382
Total current assets	204,885	60,498	110,000	254,387
Property, plant and equipment, net	160,531	50,342	—	110,189
Deferred income taxes	13,277	7,713	—	5,564
Goodwill	71,838	—	—	71,838
Intangible assets, net	76,969	—	—	76,969
Other assets	13,543	8,179	—	5,364
Total assets	<u>\$ 541,043</u>	<u>\$ 126,732</u>	<u>\$ 110,000</u>	<u>\$ 524,311</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 67,278	\$ 29,702	\$ —	\$ 37,576
Accrued liabilities	29,679	7,997	2,500(a)	24,182
Income tax payable	—	—	9,930(a)	9,930
Current maturities of long-term debt	187	24	—	163
Total current liabilities	97,144	37,723	12,430	71,851
Long-term debt	721	35	—	686
Deferred pension and postretirement benefits	4,506	310	—	4,196
Liability for uncertain tax positions	5,435	—	—	5,435
Non-current environmental reserves	8,862	8,862	—	—
Other liabilities	12,114	673	—	11,441
Total liabilities	128,782	47,603	12,430	93,609
Commitments and contingencies				
Stockholders' equity	412,261	79,129	97,570(a)	430,702
Total liabilities and stockholders' equity	<u>\$ 541,043</u>	<u>\$ 126,732</u>	<u>\$ 110,000</u>	<u>\$ 524,311</u>

See accompanying notes to unaudited pro forma condensed consolidated financial statements

QUANEX BUILDING PRODUCTS CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (LOSS)
FOR THE THREE MONTHS ENDED JANUARY 31, 2014

	<u>Consolidated As Reported</u>	<u>Disposal Group</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
	(In thousands, except per share data)			
Net sales	\$ 202,362	\$79,491	\$ 3,508(b)	\$126,379
Cost and expenses:				
Cost of sales (exclusive of items shown separately below)	171,904	80,319	3,508(b)	95,093
Selling, general and administrative	24,767	2,264	221(c)	22,724
Depreciation and amortization	10,294	1,750	—	8,544
Asset impairment charges	510	505	—	5
Operating income (loss)	(5,113)	(5,347)	(221)	13
Non-operating income (expense):				
Interest expense	(158)	(17)	—	(141)
Other, net	96	—	—	96
Income (loss) before income taxes	(5,175)	(5,364)	(221)	(32)
Income tax benefit (expense)	1,275	1,984	77(c)	(632)
Net income (loss)	<u>\$ (3,900)</u>	<u>\$ (3,380)</u>	<u>\$ (144)</u>	<u>\$ (664)</u>
<i>Earnings(loss) per common share:</i>				
Basic	\$ (0.11)			\$ (0.02)
Diluted	\$ (0.11)			\$ (0.02)
<i>Weighted-average common shares outstanding:</i>				
Basic	37,003			37,003
Diluted	37,003			37,003
Cash dividends declared per share	\$ 0.04			\$ 0.04

See accompanying notes to unaudited pro forma condensed consolidated financial statements

QUANEX BUILDING PRODUCTS CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (LOSS)
FOR THE YEAR ENDED OCTOBER 31, 2013

	<u>Consolidated As Reported</u>	<u>Disposal Group</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
		(In thousands, except per share data)		
Net sales	\$ 952,642	\$410,380	\$ 12,718(b)	\$554,980
Cost and expenses:				
Cost of sales (exclusive of items shown separately below)	799,077	391,948	12,718(b)	419,847
Selling, general and administrative	109,325	10,357	2,172(c)	101,140
Depreciation and amortization	60,504	6,983	—	53,521
Asset impairment charges	1,465	—	—	1,465
Operating income (loss)	(17,729)	1,092	(2,172)	(20,993)
Non-operating income (expense):				
Interest expense	(640)	(19)	—	(621)
Other, net	168	(2)	—	170
Income (loss) before income taxes	(18,201)	1,071	(2,172)	(21,444)
Income tax benefit (expense)	6,498	(391)	760(c)	7,649
Net income (loss)	<u>\$ (11,703)</u>	<u>\$ 680</u>	<u>\$ (1,412)</u>	<u>\$ (13,795)</u>
<i>Earnings(loss) per common share:</i>				
Basic	\$ (0.32)			\$ (0.37)
Diluted	\$ (0.32)			\$ (0.37)
Weighted-average common shares outstanding:				
Basic	36,864			36,864
Diluted	36,864			36,864
Cash dividends declared per share	\$ 0.16			\$ 0.16

See accompanying notes to unaudited pro forma condensed consolidated financial statements

QUANEX BUILDING PRODUCTS CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (LOSS)
FOR THE YEAR ENDED OCTOBER 31, 2012

	<u>Consolidated As Reported</u>	<u>Disposal Group</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
		(In thousands, except per share data)		
Net sales	\$ 828,976	\$362,315	\$ 11,917(b)	\$478,578
Cost and expenses:				
Cost of sales (exclusive of items shown separately below)	703,844	360,092	11,917(b)	355,669
Selling, general and administrative	111,577	10,692	1,812(c)	102,697
Depreciation and amortization	37,596	7,621	—	29,975
Asset impairment charges	912	—	—	912
Operating income (loss)	<u>(24,953)</u>	<u>(16,090)</u>	<u>(1,812)</u>	<u>(10,675)</u>
Non-operating income (expense):				
Interest expense	(454)	(23)	—	(431)
Other, net	222	(3)	—	225
Income (loss) before income taxes	<u>(25,185)</u>	<u>(16,116)</u>	<u>(1,812)</u>	<u>(10,881)</u>
Income tax benefit (expense)	8,651	6,143	634(c)	3,142
Net income (loss)	<u>\$ (16,534)</u>	<u>\$ (9,973)</u>	<u>\$ (1,178)</u>	<u>\$ (7,739)</u>
<i>Earnings(loss) per common share:</i>				
Basic	\$ (0.45)			\$ (0.21)
Diluted	\$ (0.45)			\$ (0.21)
Weighted-average common shares outstanding:				
Basic	36,622			36,622
Diluted	36,622			36,622
Cash dividends declared per share	\$ 0.16			\$ 0.16

See accompanying notes to unaudited pro forma condensed consolidated financial statements

QUANEX BUILDING PRODUCTS CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (LOSS)
FOR THE YEAR ENDED OCTOBER 31, 2011

	<u>Consolidated As Reported</u>	<u>Disposal Group</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
		(In thousands, except per share data)		
Net sales	\$ 848,294	\$440,495	\$ 12,459(b)	\$420,258
Cost and expenses:				
Cost of sales (exclusive of items shown separately below)	712,091	408,785	12,459(b)	315,765
Selling, general and administrative	83,994	8,075	133(c)	76,052
Depreciation and amortization	33,932	8,542	—	25,390
Asset impairment charges	1,799	—	—	1,799
Operating income	16,478	15,093	(133)	1,252
Non-operating income (expense):				
Interest expense	(449)	(19)	—	(430)
Other, net	(514)	(4)	—	(510)
Income from continuing operations before income taxes	15,515	15,070	(133)	312
Income tax benefit (expense)	(6,437)	(5,580)	47	(810)
Income from continuing operations	9,078	9,490	(86)	(498)
Loss from discontinued operations, net of taxes	(12)	—	—	(12)
Net income	<u>\$ 9,066</u>	<u>\$ 9,490</u>	<u>\$ (86)(c)</u>	<u>\$ (510)</u>
<i>Basic earnings per common share:</i>				
Basic earnings from continuing operations	\$ 0.24			\$ (0.01)
Basic earnings (loss) from discontinued operations	—			—
Basic earnings per share	<u>\$ 0.24</u>			<u>\$ (0.01)</u>
<i>Diluted earnings per common share:</i>				
Diluted earnings from continuing operations	\$ 0.24			\$ (0.01)
Diluted earnings (loss) from discontinued operations	—			—
Diluted earnings per share	<u>\$ 0.24</u>			<u>\$ (0.01)</u>
Weighted-average common shares outstanding:				
Basic	37,007			37,007
Diluted	37,537			37,007(d)
Cash dividends declared per share	\$ 0.16			\$ 0.16

See accompanying notes to unaudited pro forma condensed consolidated financial statements

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

The following adjustments are included in the unaudited pro forma condensed consolidated balance sheet and/or statements of income (loss):

- (a) The unaudited pro forma condensed consolidated balance sheet at January 31, 2014 presents anticipated proceeds from the sale of \$110.0 million, less net assets (presented as an adjustment to stockholders' equity), less estimated transaction fees of \$2.5 million, resulting in a gain on the sale, with tax effect recorded at the statutory rate of 35%. The impact of this net gain on net income, estimated at \$18.5 million, is a component of the change in stockholder's equity at January 31, 2014. However, this net gain is not included in the unaudited pro forma condensed consolidated statements of income (loss) presented as the transaction does not have a continuing impact to the ongoing operations of the Company.
- (b) Historically, intercompany sales between Nichols and other subsidiaries of the Company have been eliminated in consolidation. The Nichols historical results include these intercompany sales. Therefore, an adjustment is required to add back the sales and a corresponding amount for cost of sales, in order to properly present the pro forma consolidated results.
- (c) Historically, the Company has allocated certain information technology (IT) and other costs to Nichols. This adjustment increases the Company's pro forma consolidated expense equal to the amount of this allocation, and records the related tax effect calculated at the statutory rate of 35%.
- (d) Diluted weighted-average share calculations include the dilutive effect of employee stock options and unvested restricted stock. For the year ended October 31, 2011, after pro forma adjustments, the Company is in a loss position, so these stock-based compensation instruments are deemed anti-dilutive and have been removed from the weighted-average share calculation for that year.