SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Markinster, D.O. 00540

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI	Ρ
Filed nursuant to Section 16(a) of the Securities Exchange Act of 1034	

or Section 30(h) of the Investment Company Act of 1934

1. Name and Address of Reporting Person* $\underline{Zuehlke\ Scott\ M.}$			2. Issuer Name and Ticker or Trading Symbol <u>Quanex Building Products CORP</u> [NX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 945 BUNKER	(First) (Middle) UNKER HILL		3. Date of Earliest Transaction (Month/Day/Year) 12/18/2023	X Officer (give title Other (specify below) below) Senior VP, CFO & Treasurer				
SUITE 900			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
			—	X Form filed by One Reporting Person				
(Street) HOUSTON	ТХ	77024		Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/18/2023		A ⁽¹⁾		9,430	A	\$ <mark>0</mark>	63,807	D	
Common Stock	12/18/2023		F ⁽²⁾		3,598	D	\$30.85	60,209	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On December 2, 2020, the reporting person was granted a target number of performance restricted stock units, with a potential payout from 0% to 150% of target based on the Company's absolute total shareholder return over the three year period from November 1, 2020 through October 31, 2023. The payout amount was finalized on December 18, 2023, resulting in the issuance of common stock on December 18, 2023.

2. Shares were withheld to cover taxes due in connection with the grant of common stock relating to the vesting of Performance Restricted Stock Units originally granted on December 2, 2020.

/s/ Paul B. Cornett, Power of 12/19/2023 Attorney

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).