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): September	5, 2019
QUA	NEX BUILDING PRODUCTS CORPORAT (Exact name of registrant as specified in its charter)	TION
Delaware (State or Other Jurisdiction of Incorporation)	001-33913 (Commission File Number)	26-1561397 (I.R.S. Employer Identification No.)
	1800 West Loop South, Suite 1500 Houston, TX 77027 (Address of Principal Executive Offices) (Zip Code)	
	(713) 961-4600 (Registrant's telephone number, including area code)	
(F	former name or former address, if changed since last repo	rt)
Check the appropriate box below if the Form 8-K filing is in	tended to simultaneously satisfy the filing obligation of th	ne registrant under any of the following provisions:
 □ Written communications pursuant to Rule 425 under th □ Soliciting material pursuant to Rule 14a-12 under the E □ Pre-commencement communications pursuant to Rule □ Pre-commencement communications pursuant to Rule 	e Securities Act (17 CFR 230.425) Exchange Act (17 CFR 240.14a-12) 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class Common Stock, par value \$0.01 per share	Trading Symbol(s) NX	Name of each exchange on which registered New York Stock Exchange
Indicate by check mark whether the registrant is an emerging the Securities Exchange Act of 1934 (§240.12b-2 of this cha	1 0	s Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of
Emerging growth company \square		
If an emerging growth company,indicate by check mark if th accounting standards provided pursuant to Section 13(a) of t		period for complying with any new or revised financial

Item 2.02. Results of Operations and Financial Condition.

On September 5, 2019, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On September 5, 2019, the Registrant issued a press release announcing that the Board had declared a quarterly cash dividend of \$0.08 per share of common stock, payable on September 30, 2019, to shareholders of record on September 16, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated September 5, 2019

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 hereunto duly authorized.

Date: September 5, 2019

Quanex Building Products Corporation

By: /s/ SCOTT ZUEHLKE

Scott Zuehlke

Vice President, Investor Relations & Treasurer and Interim Chief Financial Officer

Quanex Building Products Announces Third Quarter 2019 Results

Significant Margin Expansion in EU & NA Fenestration Segments Above Market Growth Continues in EU & NA Fenestration Segments Repaid \$32.5 Million of Bank Debt

HOUSTON, Sept. 05, 2019 (GLOBE NEWSWIRE) -- Quanex Building Products Corporation (NYSE:NX) ("Quanex" or the "Company") today announced its results for the three months ended July 31, 2019.

Bill Griffiths, Chairman, President and Chief Executive Officer, commented, "We continue to benefit from the successful implementation of pricing initiatives and we are performing well operationally, both of which contributed to margin expansion of approximately 100 basis points on a consolidated basis during the quarter. More specifically, margins expanded by approximately 180 basis points in our European and North American Fenestration segments. Revenue was impacted by lower-than-expected volumes, primarily in our North American Cabinet Components segment, coupled with inclement weather in the U.S. Despite softer-than-expected volumes, we benefitted from better pricing year-over-year and our European Fenestration segment realized above market sales growth of 9.3%, excluding foreign exchange impact, and sales in our North American Fenestration segment grew at 2.2% during the quarter, which compares favorably to Ducker's latest window shipment estimate of negative 2.3% growth for the three months ended June 30, 2019. Solid free cash flow generation during the third quarter allowed us to pay down \$32.5 million in bank debt and buyback approximately \$1.6 million in stock."

Third Quarter 2019 Results Summary

The Company reported the following selected financial results:

	Three Months	Ended July 31,
	2019	2018
Net Sales	\$238.5	\$239.8
Net Income	\$11.8	\$10.8
Diluted EPS	\$0.36	\$0.31
Adjusted Net Income	\$13.7	\$11.6
Adjusted Diluted EPS	\$0.41	\$0.33
Adjusted EBITDA	\$32.8	\$30.5
Cash provided by operating activities	\$29.9	\$26.8
Free Cash Flow	\$25.9	\$21.0

(See Non-GAAP Terminology Definitions and Disclaimers section, Non-GAAP Financial Measure Disclosure table Selected Segment Data table and Free Cash Flow Reconciliation table for additional information)

The decrease in net sales during the third quarter of 2019 was primarily attributable to a weaker demand environment, mainly in the North American Cabinet Components segment, and inclement weather in the U.S. However, the European and North American Fenestration segments continued to generate net sales growth above that of their respective markets, largely due to price increases related to raw material inflation recovery. (See Sales Analysis table for additional information)

The increase in earnings was mostly driven by the successful implementation of pricing initiatives combined with operational efficiency gains.

As of July 31, 2019, Quanex's leverage ratio of Net Debt to LTM Adjusted EBITDA decreased to 2.0x. Quanex continues to expect to end fiscal 2019 with a leverage ratio between 1.5x and 2.0x. (See Non-GAAP Terminology Definitions and Disclaimers section for additional information)

Share Repurchases

The Company's Board of Directors authorized a \$60 million share repurchase program in September of 2018. Repurchases under this program will be made in open market transactions or privately negotiated transactions, subject to market conditions, applicable legal requirements and other relevant factors. The program does not have an expiration date or a limit on the number of shares that may be repurchased. During the three months ended July 31, 2019, Quanex repurchased 93,352 shares of common stock for approximately \$1.6 million at an average price of \$17.50 per share. As of July 31, 2019, approximately \$21.6 million remained under the existing share repurchase authorization.

Outlook

Bill Griffiths, Chairman, President and Chief Executive Officer, stated, "Looking ahead, we expect a strong finish to our fiscal year from a cash flow and earnings perspective, but consolidated revenue is trending below prior expectations. As such, we now expect consolidated net sales for the full year 2019 to be flat year-over-year. We continue to convert well and are maintaining the midpoint of our original Adjusted EBITDA* guidance, but are revising the guidance to a more narrow range of \$100 million to \$105 million. We intend to stay focused on deleveraging the balance sheet for the remainder of the year while opportunistically repurchasing stock. In the future, we will be comfortable with a Leverage Ratio of around 1.5x, at which time we will evaluate all options with respect to our capital allocation priorities in an effort to enhance shareholder value."

*When Quanex provides expectations for Adjusted EBITDA on a forward-looking basis, a reconciliation of the differences between the non-GAAP expectations and corresponding GAAP measures is generally not available without unreasonable effort. Certain items required for such a reconciliation are outside of the Company's control and/or cannot be reasonably predicted or estimated, such as the provision for income taxes.

Recent Events

The Company's Board of Directors declared a quarterly cash dividend of \$0.08 per share on Quanex's common stock, payable September 30, 2019, to shareholders of record on September 16, 2019.

Conference Call and Webcast Information

The Company has scheduled a conference call for Friday, September 6, 2019, at 11:00 a.m. ET (10:00 a.m. CT). To participate in the conference call dial (877) 388-2139 for domestic callers and (541) 797-2983 for international callers, in both cases using the conference passcode 6297156, and ask for the Quanex call a few minutes prior to the start time. A link to the live audio webcast will also be available on the Company's website at http://www.quanex.com in the Investors section under Presentations & Events. A telephonic replay of the call will be available approximately two hours after the live broadcast ends and will be accessible through September 20, 2019. To access the replay dial (855) 859-2056 for domestic callers and (404) 537-3406 for international callers, in both cases referencing conference passcode 6297156.

About Quanex

Quanex Building Products Corporation is an industry-leading manufacturer of components sold to Original Equipment Manufacturers (OEMs) in the building products industry. Quanex designs and produces energy-efficient fenestration products in addition to kitchen and bath cabinet components. For more information contact Scott Zuehlke, Vice President, Investor Relations & Treasurer, at 713-877-5327 or scott.zuehlke@quanex.com.

Non-GAAP Terminology Definitions and Disclaimers

Adjusted Net Income (Loss) (defined as net income further adjusted to exclude purchase price accounting inventory step-ups, transaction costs, certain severance charges, gain/loss on the sale of fixed assets, restructuring charges, asset impairment charges, other net adjustments related to foreign currency transaction gain/loss and effective tax rates reflecting impacts of adjustments on a with and without basis) and Adjusted EPS are non-GAAP financial measures that Quanex believes provide a consistent basis for comparison between periods and more accurately reflects operational performance, as they are not influenced by certain income or expense items not affecting ongoing operations. EBITDA (defined as net income or loss before interest, taxes, depreciation and amortization and other, net) and Adjusted EBITDA (defined as EBITDA further adjusted to exclude purchase price accounting inventory step-ups, transaction costs, certain severance charges, gain/loss on the sale of fixed assets, restructuring charges and asset impairment charges) are non-GAAP financial measures that the Company uses to measure operational performance and assist with financial decision-making. When Quanex provides expectations for Adjusted EBITDA on a forward-looking basis, a reconciliation of the differences between the non-GAAP expectations and corresponding GAAP measures is generally not available without unreasonable effort. The Company is not able to provide reconciliations of forward-looking Adjusted EBITDA to GAAP financial measures because certain items required for such reconciliations are outside of Quanex's control and/or cannot be reasonably predicted, such as the provision for income taxes. Net Debt is calculated using the sum of current maturities of long-term debt and long-term debt, minus cash and cash equivalents. The leverage ratio of Net Debt to LTM Adjusted EBITDA is a financial measure that the Company believes is useful to investors and financial analysts in evaluating Quanex's leverage. In addition, with certain limited adjustments, this leverage ratio is the basis for a key covenant in the Company's credit agreement. Free Cash Flow is a non-GAAP measure calculated using cash provided by operating activities less capital expenditures. Free Cash Flow is measured before application of certain contractual commitments (including capital lease obligations), and accordingly is not a true measure of Quanex's residual cash flow available for discretionary expenditures. The Company believes that the presented non-GAAP measures provide a consistent basis for comparison between periods, and will assist investors in understanding Quanex's financial performance when comparing results to other investment opportunities. The presented non-GAAP measures may not be the same as those used by other companies. The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with U.S. GAAP.

Forward Looking Statements

Statements that use the words "estimated," "expect," "could," "should," "believe," "will," "might," or similar words reflecting future expectations or beliefs are forward-looking statements. The forward-looking statements include, but are not limited to, the Company's future operating results, future financial condition, future uses of cash and other expenditures, expenses and tax rates, expectations relating to Quanex's industry, and the Company's future growth, including any guidance discussed in this press release. The statements and guidance set forth in this release are based on current expectations. Actual results or events may differ materially from this release. For a complete discussion of factors that may affect Quanex's future performance, please refer to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2018, under the sections entitled "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors". Any forward-looking statements in this press release are made as of the date hereof, and Quanex undertakes no obligation to update or revise any forward-looking statements to reflect new information or events.

QUANEX BUILDING PRODUCTS CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF NET (LOSS) INCOME

(In thousands, except per share data)
(Unaudited)

	Tl	hree Montl 3	ıs Er 1,	ided July	Niı	ed July 31,		
	2019 2018 (1)				2019			2018 (1)
Net sales	\$	238,461	\$	239,821	\$	653,472	\$	645,699
Cost of sales		181,357		185,811		511,292		509,357
Selling, general and administrative		25,718		24,246		77,466		72,217
Restructuring charges		94		243		281		851
Depreciation and amortization		12,182		12,691		37,158		39,274
Asset impairment charges		-		-		29,978		-
Operating income (loss)		19,110		16,830		(2,703)		24,000
Interest expense		(2,570)		(2,641)		(7,614)		(7,584)
Other, net		259		195		461		884
Income (loss) before income taxes		16,799		14,384		(9,856)		17,300
Income tax (expense) benefit		(4,958)		(3,631)		(5,926)		2,536

Net income (loss)	\$	11,841	\$	10,753	\$	(15,782) \$	19,836
	ф	0.20	ф	0.24	ф	(0.40)	0.55
Income (loss) per common share, basic	\$	0.36	\$	0.31	\$	(0.48) \$	0.57
Income (loss) per common share, diluted	\$	0.36	\$	0.31	\$	(0.48) \$	0.56
Weighted average common shares outstanding: Basic		32,899		34,840		32,984	34,766
Diluted		33,162		35,120		32,984	35,125
Cash dividends per share	\$	0.08	\$	0.04	\$	0.24 \$	0.12

(1) Updated to reflect adoption of ASU 2017-07.

QUANEX BUILDING PRODUCTS CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands) (Unaudited)

		July 31, 2019	Oct	ober 31, 2018 ⁽¹⁾
ASSETS	_			
Current assets:				
Cash and cash equivalents	\$	10,651	\$	29,003
Accounts receivable, net		82,302		84,014
Inventories, net		84,762		70,730
Prepaid and other current assets		8,270		7,296
Total current assets		185,985		191,043
Property, plant and equipment, net		190,447		201,370
Goodwill		186,829		219,627
Intangible assets, net		108,620		121,919
Other assets		8,183		9,255
Total assets	\$	680,064	\$	743,214
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	52,602	\$	52,389
Accrued liabilities		30,056		45,968
Income taxes payable		3,101		2,780
Current maturities of long-term debt		871		1,224
Total current liabilities		86,630		102,361
Long-term debt		191,109		209,332
Deferred pension and postretirement benefits		6,580		4,218
Deferred income taxes		19,051		17,510
Other liabilities		15,344		14,571
Total liabilities		318,714		347,992
Stockholders' equity:				
Common stock		374		374
Additional paid-in-capital		254,053		254,678
Retained earnings		219,340		243,904
Accumulated other comprehensive loss		(38,274)		(30,705)
Treasury stock at cost		(74,143)		(73,029)
Total stockholders' equity		361,350		395,222
Total liabilities and stockholders' equity	\$	680,064	\$	743,214

 $(1) \ Up dated \ to \ reflect \ accounting \ change \ to \ FIFO \ cost \ method.$

QUANEX BUILDING PRODUCTS CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

(In thousands) (Unaudited)

Nine Months 1	Ended July 31,
2019	2018

Net (loss) income \$ (15,782) \$ (19,836) Adjustments to reconcile net (loss) income to cash provided by operating activities: 37,158 39,274 Stock-based compensation 1,424 1,002 Defered income tax 29,978 - Asset impairment charges 29,978 - Other, net 1,724 404 Changes in assets and liabilities: 1,724 404 Decrease (increase) in accounts receivable 323 1,247 (Increase) decrease in inventory (14,747) 310 Increase in accounts payable 1,522 1,161 Decrease in accounts payable 396 231 Increase in increase in prome taxes payable 396 231 Increase in increase accounts payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities (15,86) 48,453 Investing activities (15,86)	Operating activities:			
Depreciation and amortization 37,158 39,274 Stock-based compensation 1,424 1,002 Deferred income tax 1,930 (5,788) Asset impairment charges 29,978 - Other, net 1,724 404 Changes in assets and liabilities: 323 (1,247) Decrease (increase) in accounts receivable 323 (1,247) (Increase) decrease in inventory (14,747) 310 Increase in accounts payable 1,562 1,161 Decrease in accounts payable 396 231 Increase in income taxes payable 396 231 Increase in infeerred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities (16,984) (21,098) Tivesting activities (16,699) (20,838) Proceeds from disposition of capital assets (6,500) 33,500 Cash used for investing activities 66,500 33,500	· · · ·	\$ (15,782)	\$	19,836
Stock-based compensation 1,424 1,002 Deferred income tax 1,930 (5,788) Asset impairment charges 29,978 - Other, net 1,724 404 Changes in assets and liabilities: 323 (1,247) Decrease (increase) in accounts receivable 323 (1,247) (Increase) decrease in inventory (1,022) (1,242) Increase in other current assets (1,022) (1,242) Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Increase in other long-term liabilities (16,698) (20,098) Capital expenditures (16,699) (20,388) Proceeds from disposition of capital assets (16,669) (20,388) Fraincing activitie				
Deferred income tax 1,930 (5,788) Asset impairment charges 29,978 - Other, net 1,724 404 Changes in assets and liabilities:	•	37,158		
Asset impairment charges 29,978 - Other, net 1,724 404 Changes in assets and liabilities: - Decrease (increase) in accounts receivable 323 (1,247) (Increase) decrease in inventory (14,747) 310 Increase in other current assets (1,022) (1,242) Increase in accrued liabilities (15,366) (7,565) Increase in accrued liabilities 396 231 Increase in income taxes payable 396 231 Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities Berowings under credi	Stock-based compensation	1,424		1,002
Other, net 1,724 404 Changes in assets and liabilities: 323 (1,247) Decrease (increase) in accounts receivable 323 (1,247) (Increase) decrease in inventory (14,747) 310 Increase in other current assets (1,022) (1,242) Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in deferred pension and postretirement benefits 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 312 Capital expenditures (16,984) (21,098) Tivesting activities (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (6,690) 33,500 Financing activities (6,690) 33,500 Repayments of credit facilities (6,500) 33,500 Repayments of credit facility borrowings	Deferred income tax	1,930		(5,788)
Changes in assets and liabilities: 323 (1,247) Decrease (increase) in accounts receivable 323 (1,247) (Increase) decrease in inventory (14,747) 310 Increase in other current assets (1,022) (1,242) Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) 20,388) Financing activities Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt	Asset impairment charges	29,978		-
Decrease (increase) in accounts receivable (Increase) decrease in inventory (Increase) decrease in inventory (Increase)	Other, net	1,724		404
(Increase) decrease in inventory (14,747) 310 Increase in other current assets (1,022) (1,242) Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities: (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock (330)	Changes in assets and liabilities:			
Increase in other current assets (1,022) (1,242) Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 <t< td=""><td>Decrease (increase) in accounts receivable</td><td>323</td><td></td><td>(1,247)</td></t<>	Decrease (increase) in accounts receivable	323		(1,247)
Increase in accounts payable 1,562 1,161 Decrease in accrued liabilities (15,366) (7,565) Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities: (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: (16,669) (20,838) Formacting activities: (16,669) (20,838) Feapyments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock (3710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (6,336) -	(Increase) decrease in inventory	(14,747)		310
Decrease in accrued liabilities (15,366) (7,565) Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 3036 48,453 Investing activities: 8 (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: (16,669) 33,500 Repayments of credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960)	Increase in other current assets	(1,022)		(1,242)
Increase in income taxes payable 396 231 Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities 66,500 33,500 Repayments of credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (6,336) -	Increase in accounts payable	1,562		1,161
Increase in deferred pension and postretirement benefits 2,351 2,179 (Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities: Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: 8 (20,000) (20,000) Repayments of credit facilities 66,500 33,500 (62,750) Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	Decrease in accrued liabilities	(15,366)		(7,565)
(Decrease) increase in other long-term liabilities (143) 210 Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities: Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: 8 33,500 Repayments of credit facilities 66,500 33,500 Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	Increase in income taxes payable	396		231
Other, net 250 (312) Cash provided by operating activities 30,036 48,453 Investing activities: Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: 8 33,500 Repayments of credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	Increase in deferred pension and postretirement benefits	2,351		2,179
Cash provided by operating activities 30,036 48,453 Investing activities: Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	(Decrease) increase in other long-term liabilities	(143)		210
Investing activities: Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	Other, net	250		(312)
Capital expenditures (16,984) (21,098) Proceeds from disposition of capital assets 315 260 Cash used for investing activities (16,669) (20,838) Financing activities: Borrowings under credit facilities 66,500 33,500 Repayments of credit facility borrowings (84,000) (62,750) Repayments of other long-term debt (1,102) (1,394) Common stock dividends paid (7,990) (4,202) Issuance of common stock 2,710 3,767 Payroll tax paid to settle shares forfeited upon vesting of stock (330) (960) Purchase of treasury stock (6,336) -	Cash provided by operating activities	30,036		48,453
Proceeds from disposition of capital assets315260Cash used for investing activities(16,669)(20,838)Financing activities:Borrowings under credit facilities66,50033,500Repayments of credit facility borrowings(84,000)(62,750)Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Investing activities:			
Cash used for investing activities(16,669)(20,838)Financing activities:Borrowings under credit facilities66,50033,500Repayments of credit facility borrowings(84,000)(62,750)Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Capital expenditures	(16,984)		(21,098)
Financing activities:Borrowings under credit facilities66,50033,500Repayments of credit facility borrowings(84,000)(62,750)Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Proceeds from disposition of capital assets	315		260
Borrowings under credit facilities66,50033,500Repayments of credit facility borrowings(84,000)(62,750)Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Cash used for investing activities	(16,669)		(20,838)
Borrowings under credit facilities66,50033,500Repayments of credit facility borrowings(84,000)(62,750)Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Financing activities:			
Repayments of other long-term debt(1,102)(1,394)Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-		66,500		33,500
Common stock dividends paid(7,990)(4,202)Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Repayments of credit facility borrowings	(84,000)		(62,750)
Issuance of common stock2,7103,767Payroll tax paid to settle shares forfeited upon vesting of stock(330)(960)Purchase of treasury stock(6,336)-	Repayments of other long-term debt	(1,102)		(1,394)
Payroll tax paid to settle shares forfeited upon vesting of stock Purchase of treasury stock (330) (960) -	Common stock dividends paid	(7,990)		(4,202)
Purchase of treasury stock (6,336) -	Issuance of common stock	2,710		3,767
	Payroll tax paid to settle shares forfeited upon vesting of stock	(330)		(960)
Cash used for financing activities (30,548) (32,039)	Purchase of treasury stock	(6,336)		· -
	Cash used for financing activities	(30,548)		(32,039)
Effect of exchange rate changes on cash and cash equivalents (1,171) (631)		, ,		
Decrease in cash and cash equivalents (18,352) (5,055)	· · · · · · · · · · · · · · · · · · ·	 	-	
Cash and cash equivalents at beginning of period 29,003 17,455	1	• •		* ' '
Cash and cash equivalents at end of period \$ 10,651 \$ 12,400		\$ · · · · · · · · · · · · · · · · · · ·	\$	

QUANEX BUILDING PRODUCTS CORPORATION **Free Cash Flow Reconciliation**

(In thousands)

(Unaudited)

The following table reconciles the Company's calculation of Free Cash Flow, a non-GAAP measure, to its most directly comparable GAAP measure. The Company defines Free Cash Flow as cash provided by operating activities less capital expenditures.

	Tì	hree Montl 3	ıs Er 1,	ided July	Niı	ne Months	End	led July 31,
		2019		2018		2019		2018
Cash provided by operating activities	\$	29,893	\$	26,838	\$	30,036	\$	48,453
Capital expenditures		(3,962)		(5,885)		(16,984)		(21,098)
Free Cash Flow	\$	25,931	\$	20,953	\$	13,052	\$	27,355

QUANEX BUILDING PRODUCTS CORPORATION NON-GAAP FINANCIAL MEASURE DISCLOSURE

(In thousands, except per share data) (Unaudited)

	Three Mon	ths Ended	Three Mor	ths Ended	Nine Mon	ths Ended		Nine Mon	ths Ended
Reconciliation									
of Adjusted									
Net Income									
and Adjusted									
EPS	July 31	l, 2019	July 31	l, 2018	July 31	1, 2019		July 31	l, 2018
	Net	Diluted	Net	Diluted	Net	Diluted	-	Net	Diluted

]	Income		EPS	_	I	ncome		EPS			Income		EPS			Income	e EPS		
Net income (loss) as reported Reconciling	\$	11,841	\$	0.36	-	\$	10,753	\$	0.31	•	\$	(15,782)	\$	(0.48)		\$	19,836	\$	0.56	•
items from below Adjusted net		1,809		0.05	_		828		0.02			33,595		1.02			(4,727)		(0.13)	-
income and adjusted EPS	\$	13,650	\$	0.41	=	\$	11,581	\$	0.33	:	\$	17,813	\$	0.54		\$	15,109	\$	0.43	·
Reconciliation of Adjusted EBITDA		Three Mont July 31,					hree Mon July 31	, 201				Nine Mont July 31	, 20 1				Nine Mont July 31,	20 1		
NI-4 in a con-	Rec	onciliation				Reco	onciliation				Re	conciliation				Rec	onciliation			
Net income (loss) as reported Income tax expense	\$	11,841				\$	10,753				\$	(15,782)				\$	19,836			
(benefit) Other, net		4,958 (259)					3,631 (195)					5,926 (461)					(2,536) (884)			
Interest expense Depreciation		2,570					2,641					7,614					7,584			
and amortization		12,182					12,691					37,158					39,274			
EBITDA Reconciling		31,292					29,521	-				34,455	•				63,274			
items from below		1,495					1,027					33,777					1,649			
Adjusted EBITDA	\$	32,787				\$	30,548				\$	68,232	•			\$	64,923			
	_				1	_				1		N. 35					371 3.5 J			1
Reconciling Items	1	hree Mont July 31,				T	hree Mon July 31					Nine Mont July 31					Nine Montl July 31,			
		Income atement		onciling Items	,		ncome atement		onciling Items			Income Statement		conciling Items			Income tatement		conciling Items	<u> </u>
Net sales	\$	238,461	\$	-	-		239,821	\$	tems -	-	\$	653,472	\$	-		\$	645,699	\$		
Cost of sales Selling,	Ψ	181,357	Ψ	-		Ψ	185,811	Ψ	-		Ψ	511,292	Ψ	-		*	509,357	Ψ	-	
general and administrative Restructuring		25,718		(1,401)	(1)		24,246		(784)	(1)		77,466		(3,518)	(1)		72,217		(798)	(1)
charges Asset		94		(94)	(2)		243		(243)	(2)		281		(281)	(2)		851		(851)	(2)
impairment												20.070		(00.050)	(0)					
charges EBITDA		31,292		1,495	-		29,521		1,027			29,978 34,455		(29,978) 33,777	(3)		63,274	_	1,649	•
Depreciation and		31,232		1,433			23,321		1,027			54,455		33,777			03,274		1,043	
amortization Operating		12,182		-	_		12,691		-			37,158		-			39,274		(852)	(4)
income (loss) Interest		19,110		1,495			16,830		1,027			(2,703)		33,777			24,000		2,501	
expense		(2,570)		-			(2,641)		-			(7,614)		-			(7,584)		-	
Other, net		259		(112)	(5)		195		79	(5)		461		(67)	<i>(</i> 5 <i>)</i>		884		(88)	(5)
Income (loss) before income																				
taxes Income tax		16,799		1,383			14,384		1,106			(9,856)		33,710			17,300		2,413	
(expense) benefit		(4,958)		426	(6)		(3,631)		(278)	(6)		(5,926)		(115)	(6)		2,536		(7,140)	(6
Net income	\$	11,841	\$	1,809	_ · /	\$	10,753	\$	828	/	\$	(15,782)	\$	33,595	. /	\$	19,836	\$	(4,727)	. •
(loss)	=		=	,	=		-,	:=	- = •	:	_	· - /· - /	=	,		_	-,	_	` , =· J	:
Diluted (loss) earnings per share	\$	0.36				\$	0.31				\$	(0.48)				\$	0.56			

⁽¹⁾ Transaction and advisory fees, \$1.2 million of executive severance charges in the three and nine months ended July 31, 2019, and in the nine months ended July 31, 2019, \$1.2 million of severance related to a reorganization.

- (2) Restructuring charges relate to the closure of several manufacturing plant facilities.
- (3) Asset impairment charges relate to a goodwill impairment in the North American Cabinet Components segment.
- (4) Accelerated depreciation for plant re-layout in the North American Cabinet Components segment.
- (5) Foreign currency transaction (gains) losses.
- (6) Impact on a with and without basis. Three and nine months ended July 31, 2019 include \$0.8 million and \$0.6 million of tax expense adjustment, respectively, and nine months ended July 31, 2018 includes \$6.5 million of tax benefit adjustment related to the Tax Cuts and Jobs Act.

QUANEX BUILDING PRODUCTS CORPORATION SELECTED SEGMENT DATA

(In thousands)
(Unaudited)

This table provides operating income (loss), EBITDA, and Adjusted EBITDA by reportable segment. Non-operating expense and income tax expense are not allocated to the reportable segments.

									_	
	Fen	NA estration ⁽¹⁾	Fen	EU estration ⁽¹⁾		A Cabinet omponents		nallocated Corp & Other	_	Total
Three months ended July 31, 2019		_	·	_				_		
Net sales	\$	136,259	\$	44,326	\$	58,689	\$	(813)	\$	238,461
Cost of sales		101,693		30,708		49,389		(433)		181,357
Selling, general and administrative		11,950		6,038		4,484		3,246		25,718
Restructuring charges		94		-		-		-		94
Depreciation and amortization		6,578		2,213		3,258		133		12,182
Operating income (loss)		15,944		5,367		1,558		(3,759)		19,110
Depreciation and amortization		6,578		2,213		3,258		133		12,182
EBITDA		22,522		7,580		4,816		(3,626)		31,292
Transaction and advisory fees		-		-		-		250		250
Severance charges		-		-		-		1,151		1,151
Restructuring charges		94		-		-		-		94
Adjusted EBITDA	\$	22,616	\$	7,580	\$	4,816	\$	(2,225)	\$	32,787
Adjusted EBITDA Margin %		16.6%		17.1%		8.2%			_	13.7%
Three months ended July 31, 2018 (2)										
Net sales	\$	133,397	\$	42,661	\$	65,114	\$	(1,351)	\$	239,821
Cost of sales	•	101,179	•	30,840	•	54,776	•	(984)	•	185,811
Selling, general and administrative ⁽³⁾		12,525		5,292		3,280		3,149		24,246
Restructuring charges		240		3,232		3,200		3,143		24,240
Depreciation and amortization		6,741		2,352		3,432		166		12,691
Operating income (loss)		12,712		4,177		3,623		(3,682)		16,830
Depreciation and amortization		6,741		2,352		3,432		166		12,691
EBITDA				6,529		-			_	
		19,453		0,529		7,055		(3,516) 784		29,521 784
Transaction and advisory fees		240		-		3		/04		243
Restructuring charges	<u></u>		<u></u>	- C F20	<u></u>		<u></u>	(2.722)	<u>_</u>	
Adjusted EBITDA	\$	19,693	\$	6,529	\$	7,058	\$	(2,732)	\$	30,548
Adjusted EBITDA Margin %		14.8%		15.3%		10.8%				12.7%
Nine months ended July 31, 2019										
Net sales	\$	360,654	\$	121,203	\$	175,377	\$	(3,762)	\$	653,472
Cost of sales		278,877		84,139		150,944		(2,668)		511,292
Selling, general and administrative		37,240		17,444		13,914		8,868		77,466
Restructuring charges		281		-		-		-		281
Depreciation and amortization		20,208		6,669		9,902		379		37,158
Asset impairment charges		-		-		29,978		-		29,978
Operating income (loss)		24,048		12,951		(29,361)		(10,341)		(2,703)
Depreciation and amortization		20,208		6,669		9,902		379		37,158
EBITDA		44,256		19,620		(19,459)		(9,962)		34,455
Asset impairment charges		-		-		29,978		-		29,978
Transaction and advisory fees		-		-		-		1,217		1,217
Severance charges		-		-		-		2,301		2,301
Restructuring charges		281		-		-		-		281
Adjusted EBITDA	\$	44,537	\$	19,620	\$	10,519	\$	(6,444)	\$	68,232
Adjusted EBITDA Margin %		12.3%	-	16.2%	_	6.0%				10.4%

Nine months ended July 31, 2018 (2)					
Net sales	\$ 350,280	\$ 115,481	\$ 183,705	\$ (3,767)	\$ 645,699
Cost of sales	269,660	83,261	159,128	(2,692)	509,357
Selling, general and administrative ⁽³⁾	39,371	16,798	12,368	3,680	72,217
Restructuring charges	728	-	123	-	851
Depreciation and amortization	20,561	7,328	10,957	428	39,274
Operating income (loss)	19,960	8,094	1,129	(5,183)	24,000
Depreciation and amortization	20,561	7,328	10,957	428	39,274
EBITDA	40,521	15,422	12,086	(4,755)	63,274
Transaction related costs	-	_	-	798	798
Restructuring charges	 728	 -	 123		851
Adjusted EBITDA	\$ 41,249	\$ 15,422	\$ 12,209	\$ (3,957)	\$ 64,923
Adjusted EBITDA Margin %	11.8%	13.4%	6.6%		10.1%

⁽¹⁾ NA Fenestration and EU Fenestration were previously named "NA Engineered Components" and "EU Engineered Components," respectively.

QUANEX BUILDING PRODUCTS CORPORATION SALES ANALYSIS

(In thousands) (Unaudited)

	Three Months Ended					Nine Months Ended			
	<u>July 31, 2019</u>		<u>July 31, 2018</u>		<u>July 31, 2019</u>		<u>July 31, 2018</u>		
NA Fenestration:									
United States - fenestration	\$	119,481	\$	112,914	\$	312,509	\$	297,700	
International - fenestration		7,172		11,851		23,474		27,758	
United States - non-fenestration		3,982		4,675		12,290		13,518	
International - non-fenestration		5,624		3,957		12,381		11,304	
	\$	136,259	\$	133,397	\$	360,654	\$	350,280	
EU Fenestration ⁽¹⁾ :									
International - fenestration	\$	36,342	\$	34,881	\$	102,038	\$	97,597	
International - non-fenestration		7,984		7,780		19,165		17,884	
	\$	44,326	\$	42,661	\$	121,203	\$	115,481	
NA Cabinet Components:									
United States - fenestration	\$	3,561	\$	3,650	\$	9,909	\$	10,500	
United States - non-fenestration		54,512		60,843		163,694		171,547	
International - non-fenestration		616		621		1,774		1,658	
	\$	58,689	\$	65,114	\$	175,377	\$	183,705	
Unallocated Corporate & Other:									
Eliminations	\$	(813)	\$	(1,351)	\$	(3,762)	\$	(3,767)	
	\$	(813)	\$	(1,351)	\$	(3,762)	\$	(3,767)	
							_		
Net Sales	\$	238,461	\$	239,821	\$	653,472	\$	645,699	

⁽¹⁾ Reflects reductions of \$2.1 million and \$6.5 million in revenue associated with foreign currency exchange rate impacts for the three and nine months ended July 31, 2019.

⁽²⁾ Updated to reflect the adoption of ASU 2017-07.

⁽³⁾ Updated to reflect a reduction in corporate allocations of \$1.2 million and \$2.1 million during the three and nine months ended July 31, 2018 due to a change in allocation methodology during the fourth quarter of 2018.