Graff Michael Form 4 May 09, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **Graff Michael**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Builders FirstSource, Inc. [BLDR]

Symbol

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director

(Month/Day/Year)

10% Owner _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O WARBURG PINCUS LLC, 450 05/07/2012

(Street)

LEXINGTON AVENUE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative So	ecuriti	ies Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share ('Common Stock")	05/07/2012		Code V	Amount 22,400	(D)	\$ 3.88 (1) (2)	24,636,307	I (3)	See Footnote
Common Stock	05/08/2012		P	8,985	A	\$ 3.9 (1) (4)	24,645,292	I (3)	See Footnote (3)
Common Stock	05/09/2012		P	28,452	A	\$ 3.98 (1) (5)	24,673,744	I (3)	See Footnote (3)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	1
	Derivative				Securities	;		(Instr.	3 and 4)		
	Security				Acquired						1
	·				(A) or						1
					Disposed						
					of (D)						,
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date	Title Number of	Number		
				Code V	$^{\prime}$ (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Graff Michael C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X					

Signatures

/s/ Michael Graff, Director 05/09/2012

**Signature of Reporting Date
Person

Explanation of Responses:

- * 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).
- (1) See Exhibit 99.1, note (1)
- (2) See Exhibit 99.1, note (2)
- (3) See Exhibit 99.1, note (3)
- (4) See Exhibit 99.1, note (4)
- (5) See Exhibit 99.1, note (5)

Reporting Owners 2

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Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.