

Hershberger Rodney
Form 4
April 17, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Hershberger Rodney

(Last) (First) (Middle)

PGT, INC., 1070 TECHNOLOGY DRIVE

(Street)

NORTH VENICE, FL 34275

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PGT Innovations, Inc. [PGTI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| PGTI Common Stock | 04/15/2019 | | M | | 25,000 ₍₁₎ | A | \$ 2 1,119,863 |
| PGTI Common Stock | 04/15/2019 | | S | | 8,690 ₍₂₎ | D | \$ 14.54 1,111,173 ₍₃₎ |
| PGTI Common Stock | 04/16/2019 | | M | | 25,000 ₍₁₎ | A | \$ 2 1,136,173 |
| PGTI Common Stock | 04/16/2019 | | S | | 9,601 ₍₂₎ | D | \$ 14.4 1,126,572 ₍₄₎ |

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Stock

PGTI

Common Stock 04/17/2019 S 1,372 (2) D \$ 14.64 1,125,200 D

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 2 | 04/15/2019 | | M | 25,000 | (5) 04/06/2020 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 2 | 04/16/2019 | | M | 25,000 | (5) 04/06/2020 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hershberger Rodney PGT, INC. 1070 TECHNOLOGY DRIVE NORTH VENICE, FL 34275 | | X | | |

Signatures

RODNEY
HERSHBERGER 04/17/2019
Date

Signature of Reporting
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) This transaction was executed pursuant to a Rule 10b5-1 sales trading plan executed by the reporting person, whereby the reporting person expects to exercise approximately 50,000 stock options each calendar month, beginning with this transaction, and continuing until all remaining stock options held by the reporting person have been exercised or the stock options have expired.
 - (2) Shares sold by the reporting person in order to cover both the aggregate exercise price of the options being exercised and taxes arising from that exercise of options.

This transaction was executed in multiple trades ranging from \$14.45 to \$14.65 per share. The price reported above represents the
 - (3) weighted-average sales price. The reporting person hereby undertakes to provide full information regarding the numbers of shares and prices at which the transactions were affected upon request by the SEC staff, the issuer, or a security holder of the issuer.

This transaction was executed in multiple trades ranging from \$14.31 to \$14.49 per share. The price reported above represents the
 - (4) weighted-average sales price. The reporting person hereby undertakes to provide full information regarding the numbers of shares and prices at which the transactions were affected upon request by the SEC staff, the issuer, or a security holder of the issuer.
 - (5) An aggregate of 972,026 options exercisable in five approximately equal annual installments beginning on April 6, 2011.

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.