

Hershberger Rodney
Form 4
May 29, 2018

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hershberger Rodney

(Last) (First) (Middle)

PGT INNOVATIONS, 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)

05/25/2018

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 Indirect Beneficial Ownership (Instr. 4)
PGTI Common Stock	05/25/2018		M	100,000 (1)	A \$ 2 1,112,879	D	
PGTI Common Stock	05/25/2018		S	45,400 (2)	\$ 20.36 1,067,479 (3)	D	

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

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(9-02)

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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)
Stock Option (Right to Buy)	\$ 2	05/25/2018		M	100,000	(4) 04/06/2020	Common Stock 100,000

Reporting Owners

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

Signatures

/s/ Rodney
Hershberger 05/29/2018

__Signature of Reporting Person Date

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 letter of instruction from the reporting person whereby reporting person elected to exercise options granted on April 6, 2010.
- (2) Shares sold by the reporting person to cover both the aggregate exercise price of the options being exercised and taxes arising from that exercise.
- (3) This transaction was executed in multiple trades ranging from \$20.30 to \$20.45 per share. The price reported above represents the 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.
- (4) 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.