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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 28, 2024**

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**BEACON ROOFING SUPPLY, INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50924**  
(Commission  
File Number)

**36-4173371**  
(IRS Employer  
Identification No.)

**505 Huntmar Park Drive, Suite 300, Herndon, VA 20170**  
(Address of Principal Executive Offices) (Zip Code)

**(571) 323-3939**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any following provisions:

- ? Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ? Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ? Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ? Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	BECN	NASDAQ Global Select Ma

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.4 chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ?

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ?

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**Item 1.01 Entry into a Material Definitive Agreement**

On March 28, 2024, Beacon Roofing Supply, Inc. (the “Company”) entered into Amendment No. 3 to the Amended and Restated Term Loan Agreement, by and among the Company, as borrower, Beacon Sales Acquisition, Inc., as guarantor, Citibank, N.A., as administrative agent, and the lenders party thereto (“Amendment No. 3”). Amendment No. 3 further amended the Company’s existing amended and restated senior secured revolving credit facility (the “Term Loan Credit Facility”), entered into on May 19, 2021, as amended from time to time, which consisted of an original aggregate principal amount of \$1.0 billion.

Amendment No. 3 provides for the refinancing of all outstanding term loans under the Term Loan Credit Facility by, among other things, increasing the aggregate principal amount of outstanding term loans to \$1.275 billion and reducing the interest rate to a rate per annum equal to Term SOFR plus 0.00% floor, plus a margin equal to 2.00%.

Except as amended by Amendment No. 3, the remaining terms of the Term Loan Credit Facility remain in full force and effect.

Certain of the lenders under the Term Loan Credit Facility as amended by Amendment No. 3 and their affiliates have engaged in, and may in the future engage in, investment banking, commercial lending and other commercial dealings in the ordinary course of business with the Company or the Company’s affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

The foregoing description of Amendment No. 3 does not purport to be complete and is qualified in all respects by reference to the full text of Amendment No. 3 and the Term Loan Credit Facility (included as Exhibit A to the Amendment No. 3), a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K (this “Current Report”) and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information regarding the Term Loan Credit Facility and Amendment No. 3 set forth above under Item 1.01 of this Current Report, and Exhibit 10.1 with a copy of Amendment No. 3 are hereby incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#"><u>Amendment No. 3 to Amended and Restated Term Loan Credit Agreement, dated as of March 28, 2024, by and among the Company, as borrower, Beacon Sales Acquisition, Inc., as guarantor, Citibank, N.A., as administrative agent, and the lenders party thereto.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## SIGNATURES

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.

BEACON ROOFING SUPPLY, INC.

Date: March 28, 2024

By: /s/ Carmelo Carrubba  
Carmelo Carrubba  
*Interim Chief Financial Officer*