RANDLE STUART A

Form 4

February 15, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RANDLE STUART A

2. Issuer Name and Ticker or Trading

Symbol

BEACON ROOFING SUPPLY INC

[BECN]

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner Officer (give title Other (specify

505 HUNTMAR PARK DRIVE,

(First)

SUITE 300

(City)

(Instr. 3)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/13/2018

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

HERNDON, VA 20170

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		of	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (RSUs)	(1)	02/13/2018		A	2,205		(2)	(2)	Common Stock, \$0.01 par value	2,205	S

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RANDLE STUART A 505 HUNTMAR PARK DRIVE, SUITE 300 HERNDON, VA 20170

Signatures

Joseph M. Nowicki, Attorney-in-Fact

02/15/2018

**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) Each Restricted Stock Unit represents a contingent right to receive one share of BECN common stock.
- (2) Restricted Stock Units vest and settle on the first anniversary of the date of grant.

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.

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