

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

FORM 8-K

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

Date of Report (Date of earliest event reported): December 4, 2023



Cornerstone Building Brands, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

1-14315  
(Commission File Number)

76-0127701  
(I.R.S. Employer  
Identification Number)

5020 Weston Parkway Suite 400 Cary NC 27513  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (866) 419-0042

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the 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: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this 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 with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 4, 2023, Jonathan L. Zrebiec informed Cornerstone Building Brands, Inc. (the “Company”) of his decision to resign from his position as a member of the board of directors (the “Board”) of the Company and from any and all committees of the Board on which he served, effective December 6, 2023. Mr. Zrebiec’s decision to resign was not related to any disagreement with the Company.

On December 6, 2023, Camelot Return Intermediate Holdings, LLC (“Parent”), as the sole stockholder of the Company, acting by written consent in lieu of an annual meeting, elected Naomi Garlick as a director of the Company, effective immediately until the next annual meeting of the Company or until her successor is duly elected and qualified, or until her earlier death, resignation or removal. Ms. Garlick was also appointed to serve on the Audit Committee of the Board. There are no arrangements or understandings between Ms. Garlick and any other persons pursuant to which Ms. Garlick was elected as a director of the Company. Ms. Garlick is not party to any related person transactions (as defined in Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended) with the Company. Ms. Garlick will not receive any compensation as a director of the Company.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The information set forth in Item 5.02 of this Current Report on Form 8-K is incorporated by reference in this Item 5.07.

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**SIGNATURE**

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 thereunto duly authorized.

CORNERSTONE BUILDING BRANDS, INC.

By: /s/ Alena S. Brenner  
Name: Alena S. Brenner  
Title: Executive Vice President, General Counsel and Corporate Secretary

Date: December 8, 2023