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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2026

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-40620

**BUILDERS FIRSTSOURCE, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

6031 Connection Drive, Suite 400  
Irving, Texas  
(Address of principal executive offices)

52-2084569  
(I.R.S. Employer  
Identification No.)

75039  
(Zip Code)

(214) 880-3500

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, par value \$0.01 per share	BLDR	New York Stock Exchange NYSE Texas

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the issuer's common stock, par value \$0.01, outstanding as of April 24, 2026, was 107,559,876.

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**BUILDERS FIRSTSOURCE, INC.**

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**PART I — FINANCIAL INFORMATION**

**Item 1. Financial Statements (unaudited)**

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)**

(in thousands, except per share amounts)	Three Months Ended March 31,	
	2026	2025
Net sales	\$ 3,287,077	\$ 3,657,496
Cost of sales	2,358,111	2,542,255
Gross margin	928,966	1,115,241
Selling, general and administrative expenses	912,450	930,800
Income from operations	16,516	184,441
Interest expense, net	74,392	64,892
Income (loss) before income taxes	(57,876)	119,549
Income tax expense (benefit)	(10,462)	23,245
Net income (loss)	<u>\$ (47,414)</u>	<u>\$ 96,304</u>
<i>Net income (loss) per share:</i>		
Basic	<u>\$ (0.43)</u>	<u>\$ 0.85</u>
Diluted	<u>\$ (0.43)</u>	<u>\$ 0.84</u>
<i>Weighted average common shares:</i>		
Basic	<u>109,870</u>	<u>113,675</u>
Diluted	<u>109,870</u>	<u>114,339</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

(in thousands, except par value amounts)	March 31, 2026	December 31, 2025
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 98,342	\$ 181,753
Accounts receivable, less allowances of \$43,461 and \$42,511, respectively	1,163,011	1,061,011
Other receivables	385,779	330,013
Inventories, net	1,189,402	1,094,684
Contract assets	150,611	133,011
Other current assets	128,958	126,811
Total current assets	3,116,103	2,927,283
Property, plant and equipment, net	2,155,071	2,204,184
Operating lease right-of-use assets, net	616,612	622,188
Goodwill	4,139,898	4,137,377
Intangible assets, net	1,112,852	1,183,793
Deferred income taxes	23,662	23,000
Other assets, net	138,896	139,705
Total assets	<u>\$ 11,303,094</u>	<u>\$ 11,237,530</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 924,611	\$ 714,710
Accrued liabilities	531,002	566,325
Contract liabilities	180,543	168,440
Current portion of operating lease liabilities	111,423	111,132
Current maturities of long-term debt	24,285	14,334
Total current liabilities	1,771,864	1,574,941
Noncurrent portion of operating lease liabilities	542,933	547,772
Long-term debt, net of current maturities, discounts and issuance costs	4,613,278	4,427,033
Deferred income taxes	229,691	177,975
Other long-term liabilities	141,108	157,558
Total liabilities	7,298,874	6,885,279
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 10,000 shares authorized; zero shares issued and outstanding	—	—
Common stock, \$0.01 par value, 300,000 shares authorized; 107,518 and 110,585 shares issued and outstanding, respectively	1,075	1,106
Additional paid-in capital	4,003,145	4,197,279
Retained earnings	—	153,866
Total stockholders' equity	4,004,220	4,352,251
Total liabilities and stockholders' equity	<u>\$ 11,303,094</u>	<u>\$ 11,237,530</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

(in thousands)	Three Months Ended March 31,	
	2026	2025
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ (47,414)	\$ 96,304
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	148,360	145,031
Deferred income taxes	51,054	(10,638)
Stock-based compensation expense	13,628	14,238
Other non-cash adjustments	1,919	(6,774)
Changes in assets and liabilities, net of assets acquired and liabilities assumed:		
Receivables	(157,768)	30,599
Inventories, net	(88,382)	(82,503)
Contract assets	(17,600)	(10,851)
Other current assets	(2,141)	(15,013)
Other assets and liabilities	550	(16,213)
Accounts payable	211,270	142,891
Accrued liabilities	(37,744)	(166,294)
Contract liabilities	11,722	11,551
Net cash provided by operating activities	87,454	132,328
<b>Cash flows from investing activities:</b>		
Cash used for acquisitions, net of cash acquired	(12,407)	(824,795)
Purchases of property, plant and equipment	(46,745)	(99,974)
Proceeds from sale of property, plant and equipment	1,969	12,713
Cash used for equity investments	(664)	—
Net cash used in investing activities	(57,847)	(912,056)
<b>Cash flows from financing activities:</b>		
Borrowings under revolving credit facility	240,000	1,142,000
Repayments under revolving credit facility	(40,000)	(367,000)
Repayments of long-term debt and other loans	(679)	(754)
Payments of acquisition-related deferred and contingent consideration	(900)	(322)
Tax withholdings on and exercises of equity awards	(11,372)	(20,102)
Repurchase of common stock	(300,067)	(12,347)
Net cash (used in) provided by financing activities	(113,018)	741,475
Net change in cash and cash equivalents	(83,411)	(38,253)
Cash and cash equivalents at beginning of period	181,753	153,624
Cash and cash equivalents at end of period	\$ 98,342	\$ 115,371
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	\$ 85,196	\$ 88,678
Cash paid for income taxes	730	1,856
<b>Supplemental disclosures of non-cash activities:</b>		
Accrued consideration for acquisitions	\$ 604	\$ 3,184
Accrued purchases of property, plant and equipment	2,921	7,322
Right-of-use assets obtained in exchange for operating lease obligations	22,143	24,121
Amounts accrued related to repurchases of common stock	2,806	403

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(Unaudited)

(in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Total
	Shares	Amount			
Balance at December 31, 2024	113,578	\$ 1,136	\$ 4,271,269	\$ 24,065	\$ 4,296,470
Vesting of restricted stock units	376	4	(4)	—	—
Stock-based compensation expense	—	—	14,238	—	14,238
Repurchase of common stock (1)	(97)	(1)	—	(12,749)	(12,750)
Exercise of stock options	9	—	77	—	77
Shares withheld for restricted stock units vested	(140)	(2)	(20,177)	—	(20,179)
Net income	—	—	—	96,304	96,304
Balance at March 31, 2025	<u>113,726</u>	<u>\$ 1,137</u>	<u>\$ 4,265,403</u>	<u>\$ 107,620</u>	<u>\$ 4,374,160</u>
Balance at December 31, 2025	110,585	\$ 1,106	\$ 4,197,279	\$ 153,866	\$ 4,352,251
Vesting of restricted stock units	341	3	(3)	—	—
Stock-based compensation expense	—	—	13,628	—	13,628
Repurchase of common stock (2)(3)	(3,283)	(33)	(196,388)	(106,452)	(302,873)
Exercise of stock options	2	—	21	—	21
Shares withheld for restricted stock units vested	(127)	(1)	(11,392)	—	(11,393)
Net loss	—	—	—	(47,414)	(47,414)
Balance at March 31, 2026	<u>107,518</u>	<u>\$ 1,075</u>	<u>\$ 4,003,145</u>	<u>\$ —</u>	<u>\$ 4,004,220</u>

- (1) During the three months ended March 31, 2025, we repurchased and retired 0.1 million shares of our common stock for \$12.8 million, inclusive of applicable fees and taxes, at an average price of \$131.51 per share.
- (2) During the three months ended March 31, 2026, we repurchased and retired 3.3 million shares of our common stock for \$302.9 million, inclusive of applicable fees and taxes, at an average price of \$92.25 per share.
- (3) Amounts paid in excess of par are allocated to additional paid-in capital during periods in which retained earnings is depleted.

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Basis of Presentation**

Builders FirstSource, Inc., a Delaware corporation formed in 1998, is a leading supplier of building materials, manufactured components and construction services to professional contractors, sub-contractors, and consumers. The Company operates approximately 570 locations in 43 states across the United States. In this quarterly report, references to the “Company,” “we,” “our,” “ours” or “us” refer to Builders FirstSource, Inc. and its consolidated subsidiaries unless otherwise stated or the context otherwise requires.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all recurring adjustments and normal accruals necessary for a fair statement of the Company’s financial position, results of operations and cash flows for the dates and periods presented. Results for interim periods are not necessarily indicative of the results to be expected during the remainder of the current year or for any future period. Intercompany transactions are eliminated in consolidation.

The Condensed Consolidated Balance Sheet as of December 31, 2025, is derived from the audited consolidated financial statements but does not include all disclosures required by Generally Accepted Accounting Principles in the United States of America (“GAAP”). The Condensed Consolidated Balance Sheet as of December 31, 2025, and the unaudited condensed consolidated financial statements included herein should be read in conjunction with the more detailed audited consolidated financial statements for the year ended December 31, 2025, included in our most recent annual report on Form 10-K for the year ended December, 31 2025 (“2025 Form 10-K”). Accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with the accounting policies described in the Notes to Consolidated Financial Statements included in our 2025 Form 10-K.

***Business Combinations***

When they meet the requirements under ASC 805, Business Combinations, merger and acquisition transactions are accounted for using the acquisition method, and accordingly the results of operations of the acquiree are included in the Company’s consolidated financial statements from the acquisition date. The consideration transferred is allocated to the identifiable assets acquired and liabilities assumed based on estimated fair values at the acquisition date, with any excess recorded as goodwill. Transaction-related costs are expensed in the period the costs are incurred. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding adjustment to goodwill.

***Segments***

We offer an integrated solution to our customers providing manufacturing, supply, and installation of a full range of structural and related building products. Given the span and depth of our geographical reach, our locations are organized into three geographical divisions (East, Central, and West), which are also our operating segments. All of our operating segments have similar customers, products and services, and distribution methods.

Due to these similarities, along with the similar economic profitability achieved across all our operating segments, we aggregate our three operating segments into one reportable segment in accordance with GAAP. Centralized financial and operational oversight, including resource allocation and assessment of performance, is performed by our principal executive officer (“CEO”), whom we have determined to be our chief operating decision maker (“CODM”).

The accounting policies of our reportable segment are consistent with the accounting policies described in the Notes to Consolidated Financial Statements included in our 2025 Form 10-K.

***Cloud Computing Arrangements***

We assess cloud computing arrangements to determine whether the contract meets the definition of a service contract or conveys a software license. When cloud computing arrangements meet the definition of a service contract, we capitalize expenditures for implementation, set-up, and other upfront costs incurred. Once the implementation of a cloud computing arrangement is complete and ready for its intended use, we amortize the costs over the expected term of the hosting arrangement using the straight-line method to the same income statement line as the associated cloud operating expenses. We had capitalized costs, net of amortization, included in other current assets totaling \$21.8 million as of March 31, 2026, and \$21.8 million as of December 31, 2025. We had capitalized costs, net of amortization, included in other assets, net totaling \$76.6 million as of March 31, 2026, and \$80.6 million as of December 31, 2025. For the three months ended March 31, 2026, we amortized \$5.2 million for these costs, which are included in selling, general and administrative expenses within the Condensed Consolidated Statements of Operations. We did not have any amortization expense related to these costs for the three months ended March 31, 2025.

### ***Comprehensive Income (Loss)***

Comprehensive income (loss) is equal to net income (loss) for all periods presented.

### ***Equity Investments***

The Company's equity investments are accounted for using equity method accounting and are recorded as other assets, net in the accompanying Condensed Consolidated Balance Sheets and are not considered significant to the Company.

### ***Reclassifications***

The prior period revenue by product category amounts disclosed in Note 3 have been reclassified to conform to current year presentation. These reclassifications had no impact on net income (loss), total assets and liabilities, stockholders' equity or cashflows as previously reported.

### ***Recent Accounting Pronouncements***

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"), and in January 2025, the FASB issued Accounting Standards Update No. 2025-01, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date ("ASU 2025-01"). ASU 2024-03 requires additional disclosure of the nature of expenses included in the income statement as well as disclosures about specific types of expenses included in the expense captions presented in the income statement. ASU 2024-03, as clarified by ASU 2025-01, is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application and early adoption is permitted. We are currently evaluating the potential impact of adopting this new guidance on our consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The standard applies to costs incurred to develop or obtain software for internal use. ASU 2025-06 amends the existing standard that refers to various stages of a software development project to align better with current software development methods, such as agile programming. Under the new standard, entities will commence capitalizing eligible costs when (i) management has authorized and committed to funding the software project and (ii) it is probable that the project will be completed and the software will be used to perform the function intended. The amendments in ASU 2025-06 are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods, with early adoption permitted. We are currently evaluating the potential impact of adopting this new guidance on our consolidated financial statements and related disclosures.

## **2. Business Combinations**

On January 2, 2026, we completed the acquisition of Premium Building Components ("PBC") for approximately \$13.0 million, net of cash acquired. PBC is based in New York and supplies trusses and wall panels to customers from western New York to Maine and Delaware.

During the first three months of 2025, we completed the acquisitions of Alpine Lumber Company ("Alpine Lumber") and O.C. Cluss Lumber Company ("Cluss Lumber") for a combined total of approximately \$828.0 million, net of cash acquired. Alpine Lumber was the largest independently operated supplier of building materials in Colorado and northern New Mexico. Alpine Lumber serves the Colorado Front Range, western Colorado and northern New Mexico through its 21 operating locations, and provides a broad product range, including prefabricated trusses and wall panels, and millwork. Cluss Lumber is a supplier of lumber and building materials to southwestern Pennsylvania, western Maryland and northern West Virginia.

The acquisitions were funded with a combination of cash on hand and borrowings under our \$2.2 billion revolving credit facility due May 20, 2030 (the "Revolving Facility"). The transactions were accounted for by the acquisition method, and accordingly, the results of operations have been included in the Company's consolidated financial statements from the acquisition dates. The purchase price was allocated to the assets acquired and liabilities assumed based on estimated fair values at the acquisition dates, with the excess of purchase price over the estimated fair value of the net assets acquired recorded as goodwill.

Pro forma financial information for the acquisitions discussed above for 2026 and 2025 are not presented as these acquisitions did not have a material impact on our results of operations, individually or in the aggregate for each respective period.

The following table summarizes the aggregate fair values of the assets acquired and liabilities assumed for acquisitions during the periods ended March 31, 2026, and March 31, 2025:

	Total Acquisitions	
	2026	2025
	(in thousands)	
Cash and cash equivalents	\$ —	\$ 2,785
Accounts receivable	—	38,058
Other receivables	—	6,842
Inventories	6,336	54,031
Other current assets	6	721
Property, plant and equipment	2,619	184,104
Operating lease right-of-use assets	1,145	3,386
Intangible assets	1,925	287,951
Other assets	—	41
<b>Total assets</b>	<b>12,031</b>	<b>577,919</b>
Accounts payable	16	11,107
Accrued liabilities	—	18,189
Contract liabilities	380	4,988
Operating lease liabilities	1,145	3,386
<b>Total liabilities</b>	<b>1,541</b>	<b>37,670</b>
Goodwill	2,521	290,515
<b>Total purchase consideration</b>	<b>13,011</b>	<b>830,764</b>
Accrued contingent consideration and purchase price adjustments	(604)	(3,184)
Less: cash acquired	—	(2,785)
<b>Total cash consideration</b>	<b>\$ 12,407</b>	<b>\$ 824,795</b>

### 3. Revenue

The following table disaggregates our net sales by product category:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Manufactured products	\$ 734,526	\$ 850,757
Windows, doors and millwork	853,790	934,387
Specialty building products and services	853,391	903,874
Lumber and lumber sheet goods	845,370	968,478
<b>Net sales</b>	<b>\$ 3,287,077</b>	<b>\$ 3,657,496</b>

As our product alignment continues to be refined, we have reclassified prior periods' net sales by product category to conform to current period presentation. The impact to each of the prior periods' net sales for each product category was approximately 1% for the three months ended March 31, 2025.

The timing of revenue recognition, invoicing, and cash collection results in accounts receivable, unbilled receivables, contract assets, and contract liabilities. Contract assets include unbilled amounts when the revenue recognized exceeds the amount billed to the customer, and amounts representing a right to payment from previous performance that is conditional on something other than passage of time, such as retainage. Contract liabilities consist of customer advances and deposits, and deferred revenue.

Through March 31, 2026, and 2025, we recognized as revenue approximately 72% and 70% of the contract liabilities balances outstanding as of December 31, 2025, and 2024, respectively.

### 4. Net Income (Loss) per Common Share

Net income (loss) per common share ("EPS") is calculated in accordance with the *Earnings per Share* topic of the FASB Accounting Standards Codification, which requires the presentation of basic and diluted EPS. Basic EPS is computed using the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential common shares.



The table below presents the calculation of basic and diluted EPS:

	Three Months Ended March 31,	
	2026	2025
(in thousands, except per share amounts)		
Numerator:		
Net income (loss)	\$ (47,414)	\$ 96,304
Denominator:		
Weighted average shares outstanding, basic	109,870	113,675
Dilutive effect of options and RSUs	—	664
Weighted average shares outstanding, diluted	<u>109,870</u>	<u>114,339</u>
Net income (loss) per share:		
Basic	<u>\$ (0.43)</u>	<u>\$ 0.85</u>
Diluted	<u>\$ (0.43)</u>	<u>\$ 0.84</u>
Antidilutive and contingent RSUs excluded from diluted EPS	<u>1,106</u>	<u>82</u>

## 5. Goodwill

The following table sets forth the changes in the carrying amount of goodwill:

	(in thousands)
Balance as of December 31, 2025 (1)	\$ 4,137,377
Acquisitions	2,521
Balance as of March 31, 2026 (1)	<u>\$ 4,139,898</u>

(1) Goodwill is presented net of historical accumulated impairment losses of \$44.6 million.

In 2026, the change in the carrying amount of goodwill is attributable to the acquisition completed during the period. As of March 31, 2026, no impairment triggering events have occurred. The amount allocated to goodwill is attributable to the assembled workforce, synergies and expected growth from the expanded product and service offerings of the acquisition. The goodwill recognized from the current year acquisition is expected to be deductible and amortized ratably over a 15-year period for tax purposes.

## 6. Intangible Assets

The following table presents intangible assets as of:

	March 31, 2026		December 31, 2025	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
(in thousands)				
Customer relationships	\$ 2,585,441	\$ (1,542,454)	\$ 2,583,516	\$ (1,474,467)
Developed technology	95,600	(49,157)	95,600	(46,503)
Trade names	74,950	(53,433)	74,950	(51,717)
Non-compete agreements	13,050	(11,145)	13,050	(10,636)
Total intangible assets	<u>\$ 2,769,041</u>	<u>\$ (1,656,189)</u>	<u>\$ 2,767,116</u>	<u>\$ (1,583,323)</u>

In connection with the current year acquisition, we recorded customer relationship intangible assets of \$1.9 million, with a useful life of 2.0 years. The fair value of the acquired customer relationship intangible assets was primarily estimated by applying the multi-period excess earnings method, which involved the use of significant estimates and assumptions primarily related to forecasted revenue growth rates, gross margin, contributory asset charges, customer attrition rates, and market-participant discount rates. These measures are based on significant Level 3 inputs not observable in the market. Key assumptions developed based on the Company's historical experience, future projections and comparable market data include future cash flows, long-term growth rates, attrition rates and discount rates.

During the three months ended March 31, 2026 and 2025, we recorded amortization expense in relation to the above-listed intangible assets of \$72.9 million and \$73.3 million, respectively.



The following table presents the estimated amortization expense for intangible assets for the years ending December 31:

	(in thousands)	
2026 (from April 1, 2026)	\$	206,153
2027		217,128
2028		162,008
2029		103,000
2030		83,280
Thereafter		341,283
Total future intangible amortization expense	\$	<u>1,112,852</u>

## 7. Accrued Liabilities

Accrued liabilities consisted of the following as of:

	March 31, 2026	December 31, 2025
	(in thousands)	
Accrued payroll and other employee related expenses	\$ 166,432	\$ 241,870
Self-insurance reserves	153,084	95,194
Accrued business and other taxes	72,627	68,071
Accrued interest	50,917	63,202
Accrued professional service fees	28,595	26,928
Accrued rebates payable	20,629	33,125
Other	38,718	37,935
Total accrued liabilities	<u>\$ 531,002</u>	<u>\$ 566,325</u>

## 8. Long-Term Debt

Long-term debt consisted of the following as of:

	March 31, 2026	December 31, 2025
	(in thousands)	
Revolving credit facility (1)	\$ 200,000	\$ —
4.25% 2032 notes	1,300,000	1,300,000
6.375% 2034 notes	1,000,000	1,000,000
6.75% 2035 notes	750,000	750,000
6.375% 2032 notes	700,000	700,000
5.00% 2030 notes	550,000	550,000
Other finance obligations	179,037	183,891
Finance lease obligations	911	1,155
	4,679,948	4,485,046
Unamortized debt discount/premium and debt issuance costs	(42,385)	(43,679)
	4,637,563	4,441,367
Less: current maturities of long-term debt	24,285	14,334
Long-term debt, net of current maturities, discounts and issuance costs	<u>\$ 4,613,278</u>	<u>\$ 4,427,033</u>

(1) The weighted average interest rate was 4.7% as of March 31, 2026.

The Company's Revolving Facility and outstanding senior unsecured notes are discussed in more detail in our 2025 Form 10-K.

### Fair Value

As of March 31, 2026, and December 31, 2025, the Company does not have any financial instruments that are measured at fair value on a recurring basis. We have elected to report the value of our Revolving Facility, 4.25% senior notes due 2032 (the "4.25% 2032 Notes"), 6.375% senior notes due 2034 (the "6.375% 2034 Notes"), 6.75% senior notes due 2035 (the "6.75% 2035 Notes"), 6.375% senior notes due 2032 (the "6.375% 2032 Notes"), and 5.00% senior notes due 2030 (the "5.00% 2030 Notes"), at amortized cost. The fair values of the 4.25% 2032 Notes, 6.375% 2034 Notes, 6.75% 2035 Notes, 6.375% 2032 Notes, and 5.00% 2030 Notes at March 31, 2026 were approximately \$1.2 billion, \$1.0 billion, \$749.1 million, \$702.6 million, and \$536.3 million, respectively, which were determined using Level 2 inputs based on market prices.

We were not in violation of any covenants or restrictions imposed by any of our debt agreements at March 31, 2026.

## 9. Employee Stock-Based Compensation

### *Time Based Restricted Stock Unit Grants*

In the first three months of 2026, our board of directors granted 542,500 restricted stock units (“RSUs”) to employees under our 2014 Incentive Plan for which vesting is based solely on continuous employment over the requisite service period. These grants vest over a service period between one and three years. The weighted average grant date fair value for these RSUs was \$89.16 per unit, which was based on the closing stock price on the respective grant dates.

### *Performance, Market and Service Condition Based Restricted Stock Unit Grants*

In the first three months of 2026, our board of directors granted 218,500 RSUs to employees under our 2014 Incentive Plan, which cliff vest on the third anniversary of the grant date based on the Company’s level of achievement of performance goals relating to return on invested capital over a three-year period (the “performance condition”) and continued employment during the performance period (the “service condition”). The total number of shares of common stock that may be earned from the performance condition ranges from zero to 200% of the RSUs granted. The number of shares earned from the performance condition may be further increased or decreased by 10% based on the Company’s total shareholder return relative to a peer group during the performance period (the “market condition”). The grant date fair value for these RSUs, with consideration of the market condition, was \$88.88 per unit, which was determined using the Monte Carlo simulation model, applying the following assumptions:

Expected volatility (Company)	45.2%
Expected volatility (peer group median)	31.0%
Correlation between the Company and peer group median	0.5
Expected dividend yield	0.0%
Risk-free rate	3.7%

The expected volatilities and correlation are based on the historical daily returns of our common stock and the common stocks of the constituents of our peer group over the most recent period equal to the measurement period. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention to not pay regular dividends in the foreseeable future. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant and has a term equal to the measurement period.

## 10. Income Taxes

A reconciliation of the statutory federal income tax rate to our effective rate for continuing operations is provided below:

	Three Months Ended March 31,	
	2026	2025
Statutory federal income tax rate	21.0%	21.0%
State income taxes, net of federal income tax	3.0	2.3
Stock-based compensation windfall benefit	(4.1)	(3.0)
Permanent differences and other	(1.8)	(0.9)
Effective tax rate for continuing operations	18.1%	19.4%

We base our estimate of deferred tax assets and liabilities on current tax laws and rates. In certain cases, we also base our estimate on business plan forecasts and other expectations about future outcomes. Changes in existing tax laws or rates could affect our actual tax results, and future business results may affect the amount of our deferred tax liabilities or the valuation of our deferred tax assets over time. Due to uncertainties in the estimation process, particularly with respect to changes in facts and circumstances in future reporting periods, as well as the residential homebuilding industry’s cyclicity and sensitivity to changes in economic conditions, it is possible that actual results could differ from the estimates used in previous analyses. These differences could have a material impact on our consolidated results of operations or financial position.

On July 4, 2025, H.R.1 - One Big Beautiful Bill was enacted into law (the “Act”). The Act makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. The Company’s deferred income tax liabilities as of March 31, 2026, and December 31, 2025, were \$229.7 million and \$178.0 million, respectively. The increase was primarily due to the bonus depreciation and domestic research cost expensing elements of the Act. The Act did not have a material impact on our income tax expense (benefit) for the period ended March 31, 2026, and we do not expect it to materially change our effective income tax rate for the year ending December 31, 2026. We anticipate the Act will have a material impact on our future financial results including cash flows. The permanent extension of 100% bonus depreciation and reinstating the expensing of domestic research costs is anticipated to reduce our cash tax payments in current and future years, and to increase our operating cash flows.

## **11. Commitments and Contingencies**

As of March 31, 2026, we had outstanding letters of credit totaling \$76.0 million under our Revolving Facility that principally support our self-insurance programs.

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the nature of the claims is complex. Although the Company cannot estimate a reasonable range of loss based on currently available information, the resolution of these matters could materially affect the Company's financial position, results of operations or cash flows.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in amounts in excess of our self-insured retention that we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect to such claims and lawsuits. Although the ultimate disposition of these other proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are pending or threatened, either individually or on a combined basis, will not materially affect our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

## **12. Significant Segment Expenses**

The primary measures reviewed by the CODM, including revenue, gross margin, and income (loss) before income taxes, are shown in these condensed consolidated financial statements. The CODM uses these measures to assess performance for the reportable segment and to decide how to allocate resources. Gross margin and income (loss) before income taxes are driven by the segment's significant expense items of cost of sales and compensation and benefits, as well as other segment items. Cost of sales is shown in these condensed consolidated financial statements. Compensation and benefits, which are reported within selling, general, and administrative expenses in these condensed consolidated financial statements, were \$0.5 billion and \$0.6 billion for the three months ended March 31, 2026 and 2025, respectively. Other segment items are substantially all the remaining selling, general, and administrative expenses reported in these condensed consolidated financial statements. The measure of segment assets is reported on the Condensed Consolidated Balance Sheet as total assets.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion of our financial condition and results of operations should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto for the year ended December 31, 2025, included in our 2025 Form 10-K. The following discussion and analysis should also be read in conjunction with the unaudited condensed consolidated financial statements appearing elsewhere in this report.

### ***Cautionary Statement***

Statements in this report and the schedules hereto that are not purely historical facts or that necessarily depend upon future events, including statements about expected market share gains, forecasted financial performance, industry and business outlook or other statements about anticipations, beliefs, expectations, hopes, intentions or strategies for the future, may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Readers are cautioned not to place undue reliance on forward-looking statements. In addition, oral statements made by the Company's directors, officers and employees to the investor and analyst communities, media representatives and others, depending upon their nature, may also constitute forward-looking statements. All forward-looking statements are based upon currently available information and the Company's current assumptions, expectations and projections about future events. Forward-looking statements are by nature inherently uncertain, and actual results or events may differ materially from the results or events described in the forward-looking statements as a result of many factors. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements involve risks and uncertainties, many of which are beyond the Company's control or may be currently unknown to the Company, that could cause actual events or results to differ materially from the events or results described in the forward-looking statements; such risks or uncertainties include those related to the Company's growth strategies, including acquisitions, organic growth and digital and technology strategies, including the Company's ability to drive growth by incorporating artificial intelligence and machine learning solutions into its platform, or the dependence of the Company's revenues and operating results on, among other things, the homebuilding industry and, to a lesser extent, repair and remodel activity, which in each case is dependent on economic conditions, including inflation, interest rates, home size and affordability, consumer confidence, labor and supply shortages, tariffs and duties and also lumber and other commodity prices. The Company may not succeed in addressing these and other risks. Further information regarding the risk factors that could affect the Company's financial and other results can be found in the risk factors section of the Company's 2025 Form 10-K and may also be described from time to time in the other reports the Company files with the Securities and Exchange Commission. Consequently, all forward-looking statements in this report are qualified by the factors, risks and uncertainties contained therein.

## **COMPANY OVERVIEW**

We are a leading provider of building materials for professional builders in new residential construction and repair and remodeling. We deliver integrated homebuilding solutions by manufacturing, supplying, and installing a full range of structural and related building products. The Company operates approximately 570 locations in 43 states across the United States, which are internally organized into geographic operating divisions. Due to the similar economic characteristics, categories of products, distribution methods and customers, our operating divisions are aggregated into one reportable segment.

Our leading network of strategically located manufacturing facilities produces factory-built roof and floor trusses, wall panels, vinyl windows, custom millwork and trim, manufactured and semi-custom modular homes, as well as engineered wood that we design and cut specifically for each home. We also assemble interior and exterior doors into pre-hung units for easy installation. Additionally, we distribute a wide range of building products, including lumber, sheet goods, windows, doors, millwork, and specialty items. Our services, which vary by market, include, among others, professional installation, turnkey framing, and shell construction. Supported by the latest construction innovations and digital solutions, we help drive greater efficiency across homebuilding.

## **RECENT DEVELOPMENTS**

### ***Business Combinations***

On January 2, 2026, we completed the acquisition of PBC for an aggregate purchase price of approximately \$13.0 million, net of cash acquired. Among other opportunities, this acquisition further expands our market footprint and provides additional operations in our value-added product categories. This transaction is described in further detail in Note 2 to the condensed consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q.

### ***Company Shares Repurchases***

During the three months ended March 31, 2026, the Company repurchased 3.3 million shares at a weighted average price of \$92.25 per share, for a total cost of \$302.9 million, inclusive of applicable fees and taxes. On April 29, 2026, the Company's Board of Directors authorized the repurchase of up to \$500.0 million of the Company's outstanding shares of common stock, inclusive of the approximately \$200.0 million remaining under the Company's prior \$500.0 million April 30, 2025, share repurchase authorization.

## **CURRENT OPERATING CONDITIONS AND OUTLOOK**

Housing starts data for the full first quarter of 2026 are not presented in this Quarterly Report on Form 10-Q due to the timing of the U.S. Census Bureau's publication. According to the U.S. Census Bureau, as of January 2026, the seasonally adjusted annual rate U.S. single-family housing starts were 935 thousand, representing a decrease of 6.5%, compared to the comparable period of 2025.



A composite of third-party sources, including the National Association of Home Builders and John Burns Research and Consulting, are forecasting approximately 1.3 million U.S. total housing starts and 930 thousand U.S. single-family housing starts for 2026. These forecasts represent decreases of 3.8% and 1.1%, respectively, compared to 2025 housing starts data, as reported by the U.S. Census Bureau.

We believe the housing industry's long-term outlook is positive and that it remains underbuilt due to growth in the underlying demographics relative to historical new construction levels. However, consumer confidence and macroeconomic uncertainty, including domestic and global conditions, fluctuations in interest rates, stock market volatility, and the impact of changes in tariffs and inflation, has adversely impacted, and may continue to adversely impact near-term housing industry demand as homes are less affordable for consumers, investors and builders. Despite these challenges, we believe we are well-positioned to grow and capture market share as industry conditions improve in the long term. Our focus remains on managing the business through this cycle by maintaining disciplined working capital practices, including closely monitoring the credit exposure of our customers, maintaining appropriate inventory levels, and by working with our vendors to improve payment terms. We strive to achieve the appropriate balance of short-term expense control while maintaining the expertise and capacity to grow the business.

## SEASONALITY AND OTHER FACTORS

Our first and fourth quarters have historically been, and are generally expected to continue to be, adversely affected by weather, causing reduced construction activity during these quarters. In addition, quarterly results historically have reflected, and are expected to continue to reflect, fluctuations from period to period arising from the following:

- The cyclical nature of the homebuilding industry;
- General economic conditions in the markets in which we compete;
- The volatility of lumber prices;
- The pricing policies of our competitors;
- Disruptions in our supply chain; and
- The production schedules of our customers.

The composition and level of working capital typically change during periods of increasing sales as we carry more inventory and receivables. Working capital levels typically increase in the first and second quarters of the year due to higher sales during the peak residential construction season. These increases may result in negative operating cash flows during this peak season, which historically have been financed through available cash and borrowing availability under credit facilities. Generally, collection of receivables and reduction in inventory levels following the peak building and construction season positively impact cash flow.

## RESULTS OF OPERATIONS

The following table sets forth the percentage relationship to net sales of certain costs, expenses and income (loss) items:

	Three Months Ended March 31,	
	2026	2025
Net sales	100.0%	100.0%
Cost of sales	71.7%	69.5%
Gross margin	28.3%	30.5%
Selling, general and administrative expenses	27.8%	25.4%
Income from operations	0.5%	5.1%
Interest expense, net	2.2%	1.9%
Income tax expense (benefit)	(0.3)%	0.6%
Net income (loss)	(1.4)%	2.6%

### *Three Months Ended March 31, 2026 Compared with the Three Months Ended March 31, 2025*

*Net Sales.* Net sales for the three months ended March 31, 2026, were \$3.3 billion, a 10.1% decrease from net sales of \$3.7 billion for the three months ended March 31, 2025. Core organic sales decreased net sales by 8.3%, primarily due to a lower starts environment, while commodity price deflation decreased net sales by another 3.3%. These decreases were partially offset by an increase in net sales from acquisitions of 1.5%.

The following table shows net sales classified by product category:

	Three Months Ended March 31,					
	2026		2025			
	Net Sales	% of Net Sales	Net Sales	% of Net Sales		
	(in millions)					
Manufactured products (1)	\$ 734.5	22.3%	\$ 850.8	23.3%	(13.7)%	
Windows, doors and millwork (1)	853.8	26.0%	934.4	25.5%	(8.6)%	
Specialty building products and services	853.4	26.0%	903.8	24.7%	(5.6)%	
Lumber and lumber sheet goods	845.4	25.7%	968.5	26.5%	(12.7)%	
Net sales	\$ 3,287.1	100.0%	\$ 3,657.5	100.0%	(10.1)%	

(1) Manufactured products and windows, doors and millwork are collectively referred to as total value-added products.

Excluding lumber and lumber sheet goods, we experienced decreased net sales in all product categories primarily due to decreased single-family activity resulting from lower housing starts, partially offset by an increase in net sales from acquisitions. Our lumber and lumber sheet goods category decreased primarily due to commodity price deflation and lower single-family housing starts, partially offset by an increase in net sales from acquisitions.

*Gross Margin.* Gross margin decreased \$0.2 billion to \$0.9 billion. Our gross margin percentage decreased to 28.3% in the first quarter of 2026 from 30.5% in the first quarter of 2025, a 2.2% decrease. This decrease was primarily driven by a lower housing starts environment.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses decreased by \$18.4 million, or 2.0%, primarily due to decreased variable compensation as a result of decreased sales, partially offset by additional operating expenses from locations acquired within the last twelve months.

As a percentage of net sales, selling, general and administrative expenses increased to 27.8%, up from 25.4%, for the three months ended March 31, 2026 and 2025, respectively, primarily attributable to reduced operating leverage.

*Interest Expense, Net.* Interest expense was \$74.4 million in the first quarter of 2026, an increase of \$9.5 million from the first quarter of 2025. The increase was primarily due to higher average debt balances.

*Income Tax Expense (Benefit).* We recorded income tax benefit of \$10.5 million and income tax expense of \$23.2 million in the first quarters of 2026 and 2025, respectively. The decrease in the tax expense was primarily driven by a decrease in income before income taxes in the current period. Our effective tax rate was 18.1% in the first quarter of 2026, a decrease from 19.4% in the first quarter of 2025, primarily related to an increase in stock-based compensation benefit.

## LIQUIDITY AND CAPITAL RESOURCES

Our primary capital requirements are to fund working capital needs and operating expenses, meet required interest and principal payments, and to fund capital expenditures and potential future growth opportunities. Our capital resources at March 31, 2026, consist of cash on hand and borrowing availability under our Revolving Facility.

Our Revolving Facility is primarily used for working capital, general corporate purposes and funding capital expenditures and growth opportunities. In addition, we may use borrowings under the Revolving Facility to facilitate debt repayment and consolidation, invest in strategic acquisitions, and to fund share repurchases. Availability under the Revolving Facility is determined by a borrowing base. Our borrowing base consists of accounts receivable, inventory, and qualified cash that all meet specific criteria contained within the credit agreement, minus agent specified reserves. Net excess borrowing availability is equal to the maximum borrowing amount minus outstanding borrowings and letters of credit.

The following table shows our borrowing base and excess availability as of:

	March 31, 2026	December 31, 2025
	(in millions)	
Accounts receivable availability	\$ 800.3	\$ 686.2
Inventory availability	877.5	804.2
Gross availability	1,677.8	1,490.4
Less:		
Agent reserves	(53.3)	(42.6)
Plus:		
Cash in qualified accounts	79.8	159.1
Borrowing base	1,704.3	1,606.9
Aggregate revolving commitments	2,200.0	2,200.0
Maximum borrowing amount (lesser of borrowing base and aggregate revolving commitments)	1,704.3	1,606.9
Less:		
Outstanding borrowings	(200.0)	—
Letters of credit	(76.0)	(79.6)
Net excess borrowing availability on revolving facility	\$ 1,428.3	\$ 1,527.3

As of March 31, 2026, we had \$200.0 million outstanding borrowings under our Revolving Facility, and our net excess borrowing availability was \$1.4 billion after being reduced by outstanding letters of credit totaling \$76.0 million. Excess availability must equal or exceed a minimum specified amount, currently \$170.4 million, or we are required to meet a fixed charge coverage ratio of 1.00 to 1.00. We were not in violation of any covenants or restrictions imposed by any of our debt agreements at March 31, 2026.

### Liquidity

Our liquidity at March 31, 2026, was \$1.5 billion, which consists of net borrowing availability under the Revolving Facility and cash on hand.

Our level of indebtedness results in significant interest expense and could have the effect of, among other things, reducing our flexibility to respond to changing business and economic conditions. From time to time, based on market conditions and other factors and subject to compliance with applicable laws and regulations, we may repurchase or call our notes, repay, refinance or modify our debt or otherwise enter into transactions regarding our capital structure.

If industry conditions deteriorate or if we pursue additional acquisitions, we may be required to raise additional funds through the sale of capital stock or debt in the public capital markets or in privately negotiated transactions. There can be no assurance that any of these financing options would be available on favorable terms, if at all. Alternatives to help supplement our liquidity position could include, but are not limited to, idling or permanently closing additional facilities, adjusting our headcount in response to current business conditions, attempts to renegotiate leases, managing our working capital, and/or divesting of non-core businesses. There are no assurances that these steps would prove successful or materially improve our liquidity position.

### Consolidated Cash Flows

Cash provided by operating activities was \$87.5 million for the three months ended March 31, 2026, compared to cash provided by operating activities of \$132.3 million for the three months ended March 31, 2025. The decrease in cash provided by operating activities was primarily driven by a net loss in the current period compared to net income in the prior-year period, partially offset by an increase in deferred income taxes and a decrease in net working capital in the first three months of 2026.

For the three months ended March 31, 2026, cash used in investing activities decreased \$854.2 million compared to the three months ended March 31, 2025, primarily due to using \$812.4 million less cash for acquisitions.

Cash used in financing activities was \$113.0 million for the three months ended March 31, 2026, which consisted primarily of \$200.0 million in net borrowings on the Revolving Facility, offset by \$300.1 million for repurchases of common stock. Cash provided by financing activities was \$741.5 million for the three months ended March 31, 2025, which consisted primarily of \$775.0 million net borrowings on the Revolving Facility.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are those that are both important to the accurate portrayal of a company's financial condition and results, and require subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

To prepare financial statements that conform to generally accepted accounting principles, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.



Refer to Part II, “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2025 Form 10-K for a discussion of our critical accounting estimates and assumptions.

## RECENT ACCOUNTING PRONOUNCEMENTS

Information regarding recent accounting pronouncements is discussed in Note 1 to the condensed consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q.

### Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

We may experience changes in interest expense if changes in our debt occur. Changes in market interest rates could also affect our interest expense. Borrowings under the Revolving Facility bear interest at either a base rate or SOFR, plus, in each case, an applicable margin. A 1.0% increase in interest rates on the Revolving Facility would result in approximately \$2.0 million additional interest expense annually based on our \$200.0 million in outstanding borrowings as of March 31, 2026. The Revolving Facility also assesses variable commitment and outstanding letter of credit fees based on quarterly average loan utilization. Our 4.25% 2032 Notes, 6.375% 2034 Notes, 6.75% 2035 Notes, 6.375% 2032 Notes, and 5.00% 2030 Notes, bear interest at a fixed rate, and therefore our interest expense related to these notes would not be affected by an increase in market interest rates.

We purchase certain materials, including lumber products, which are then sold to customers, as well as used as direct production inputs for our manufactured products that we deliver. Short-term changes in the cost of these materials and the related in-bound freight costs, some of which are subject to significant fluctuations, are sometimes, but not always, passed on to our customers. Delays in our ability to pass on material price increases to our customers can adversely impact our operating results.

### Item 4. *Controls and Procedures*

*Disclosure Controls Evaluation and Related CEO and CFO Certifications.* Our management, with the participation of our principal executive officer (“CEO”) and principal financial officer (“CFO”), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report.

Certifications of our CEO and our CFO, which are required in accordance with Rule 13a-14 of the Exchange Act, are attached as exhibits to this quarterly report. This “Controls and Procedures” section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

*Limitations on the Effectiveness of Controls.* We do not expect that our disclosure controls and procedures will prevent all errors and all fraud. A system of controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Because of the limitations in all such systems, no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Furthermore, the design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how unlikely. Because of these inherent limitations in a cost-effective system of controls and procedures, misstatements or omissions due to error or fraud may occur and not be detected.

*Scope of the Controls Evaluation.* The evaluation of our disclosure controls and procedures included a review of their objectives and design, the Company’s implementation of the controls and procedures and the effect of the controls and procedures on the information generated for use in this quarterly report. In the course of the evaluation, we sought to identify whether we had any data errors, control problems, or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken if needed. This type of evaluation is performed on a quarterly basis so that conclusions concerning the effectiveness of our disclosure controls and procedures can be reported in our quarterly reports on Form 10-Q. Many of the components of our disclosure controls and procedures are also evaluated by our internal audit department, by our legal department, and by personnel in our finance organization. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures on an ongoing basis, and to maintain them as dynamic systems that change as conditions warrant.

*Conclusions Regarding Disclosure Controls.* Based on the required evaluation of our disclosure controls and procedures, our CEO and CFO have concluded that, as of March 31, 2026, we maintained disclosure controls and procedures that were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting.* During the period covered by this report, there were no changes in our internal control over financial reporting identified in connection with the evaluation described above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II — OTHER INFORMATION

### Item 1. Legal Proceedings

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the nature of the claims is complex.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of such claims and lawsuits.

Although the ultimate disposition of these proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are currently pending or threatened, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

### Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part 1, "Item 1A. Risk Factors" in our 2025 Form 10-K, which could materially affect our business, financial condition or future results. The risks described in our 2025 Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

There were no material changes to the risk factors reported in Part 1, "Item 1A. Risk Factors" in our 2025 Form 10-K.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### Company Stock Repurchases

The following table provides information with respect to the purchases of our common stock during the first quarter of fiscal year 2026:

Period	Total Number of Shares Purchased	Average Price Paid per Share (including applicable fees and taxes)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs <sup>(1)</sup>
January 1, 2026 — January 31, 2026	11,404	\$ 103.53	—	\$ 500,000,000
February 1, 2026 — February 28, 2026	—	-	—	500,000,000
March 1, 2026 — March 31, 2026	3,399,204	92.11	3,283,111	200,000,085
Total	<u>3,410,608</u>	\$ 92.14	<u>3,283,111</u>	\$ 200,000,085

- (1) On April 30, 2025, the Company's Board of Directors authorized the repurchase of up to \$500.0 million of the Company's outstanding shares of common stock.

In the first quarter of 2026, 3,283,111 shares were repurchased and retired pursuant to the share repurchase plan authorized by our board of directors. The remaining 127,497 shares presented in the table above represent stock tendered in order to meet tax withholding requirements for restricted stock units vested. Share repurchases under the program may be made through a variety of methods, which may include open market purchases, block trades, accelerated share repurchases, trading plans in accordance with Rule 10b-5 or Rule 10b-18 under the Exchange Act, or any combination of such methods. The program does not obligate the Company to acquire any particular amount of its common stock, and the share repurchase program may be suspended or discontinued at any time at the Company's discretion.

### Item 5. Other Information

None.

## Item 6. Exhibits

	Description
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 27, 2025, File Number 001-40620)</a>
3.2	<a href="#">Amended and Restated By-Laws of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 27, 2025, File Number 001-40620)</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by Peter M. Jackson as Chief Executive Officer</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by Pete R. Beckmann as Chief Financial Officer</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Peter M. Jackson as Chief Executive Officer and Pete R. Beckmann as Chief Financial Officer</a>
101*	The following financial information from Builders FirstSource, Inc.'s Form 10-Q filed on April 30, 2026 formatted in Inline eXtensible Business Reporting Language ("Inline XBRL"): (i) Condensed Consolidated Statement of Operations for the three months ended March 31, 2026 and 2025, (ii) Condensed Consolidated Balance Sheet as of March 31, 2026 and December 31, 2025, (iii) Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2026 and 2025, (iv) Condensed Consolidated Statements of Changes in Stockholders' Equity for the three months ended March 31, 2026 and 2025 and (v) the Notes to Condensed Consolidated Financial Statements.
104*	The cover page for the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, has been formatted in Inline XBRL.

\* Filed herewith.

\*\* Builders FirstSource, Inc. is furnishing, but not filing, the written statement pursuant to Title 18 United States Code 1350, as added by Section 906 of the Sarbanes-Oxley Act of 2002, of Peter M. Jackson, our Chief Executive Officer, and Pete R. Beckmann, our Chief Financial Officer.

+ Indicates a management contract or compensatory plan or arrangement.

**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 thereunto duly authorized.

**BUILDERS FIRSTSOURCE, INC.**

/s/ PETER M. JACKSON

Peter M. Jackson  
President and Chief Executive Officer  
(Principal Executive Officer)

April 30, 2026

/s/ PETE R. BECKMANN

Pete R. Beckmann  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

April 30, 2026

/s/ MATTHEW TRESTER

Matthew Trester  
Vice President and Controller  
(Principal Accounting Officer)

April 30, 2026

**Certification of Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter M. Jackson, certify that:

1. I have reviewed this report on Form 10-Q of Builders FirstSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PETER M. JACKSON

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Peter M. Jackson  
President and Chief Executive Officer

Date: April 30, 2026

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**Certification of Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Pete R. Beckmann, certify that:

1. I have reviewed this report on Form 10-Q of Builders FirstSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PETE R. BECKMANN

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Pete R. Beckmann

Executive Vice President and Chief Financial Officer

Date: April 30, 2026

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**Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350  
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the quarterly report of Builders FirstSource, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Peter M. Jackson, as President and Chief Executive Officer of the Company, and Pete R. Beckmann, as Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ PETER M. JACKSON

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Peter M. Jackson  
President and Chief Executive Officer

/s/ PETE R. BECKMANN

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Pete R. Beckmann  
Executive Vice President and Chief Financial Officer

Date: April 30, 2026

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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