

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Cetus Capital II, LLC</u>  (Last) (First) (Middle) 8 SOUND SHORE DRIVE, SUITE 303  (Street) GREENWICH CT 06830  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Installed Building Products, Inc. [ IBP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2014		S		3,300,000	D	\$11.875 <sup>(1)</sup>	1,692,000	I	See footnote <sup>(2)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Cetus Capital II, LLC  
 (Last) (First) (Middle)  
 8 SOUND SHORE DRIVE, SUITE 303  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Littlejohn Fund IV, L.P.  
 (Last) (First) (Middle)  
 8 SOUND SHORE DRIVE, SUITE 303  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Littlejohn Associates IV, L.L.C.  
 (Last) (First) (Middle)  
 8 SOUND SHORE DRIVE, SUITE 303  
 (Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. The price represents the public offering price of \$12.50 per share, net of underwriting discounts of \$0.625 per share.
2. Cetus Capital II, LLC, a Delaware limited liability company, or Cetus II, is the direct holder of these shares. Littlejohn Fund IV, L.P., or Fund IV, as the sole member of Cetus II, and Littlejohn Associates IV, L.L.C., or Associates IV, the general partner of Fund IV, may each be deemed to be the indirect beneficial owner of these shares. Each of Fund IV and Associates IV disclaim beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. Steven G. Raich, a manager of Associates IV, has never had, and does not have, any pecuniary interest in any of the shares held by Cetus II.

**Remarks:**

This report is filed jointly by Cetus Capital II, LLC, Littlejohn Fund IV, L.P. and Littlejohn Associates IV, L.L.C.

/s/ Steven G. Raich - as  
Managing Director of Cetus 06/19/2014  
Capital II, LLC

/s/ Steven G. Raich - as  
Manager of Littlejohn Fund IV, 06/19/2014  
L.P.

/s/ Steven G. Raich - as  
Manager of Littlejohn 06/19/2014  
Associates IV, L.L.C.

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**