
**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): **March 31, 2011**

Quanex Building Products Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33913

(Commission File Number)

26-1561397

(IRS Employer Identification No.)

**1900 West Loop South, Suite 1500,
Houston, Texas**

(Address of principal executive offices)

77027

(Zip Code)

Registrant's telephone number, including area code: **(713) 961-4600**

(Former name or former address, if changed since last report.)

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))
-

Item 2.01 Completion of Acquisition or Disposition of Assets.

On March 31, 2011, Quanex Building Products Corporation, a Delaware corporation (“we,” “us,” “our,” “Quanex” or the “Company”), completed its acquisition (the “Acquisition”) of Edgetech I.G., Inc., an Ohio corporation (“Edgetech”), the United Kingdom division of Edgetech (“Edgetech UK”), and Edgetech Europe GmbH, a German company (“Edgetech Germany” and together with Edgetech and Edgetech UK, the “Edgetech Entities”). Headquartered in Cambridge, Ohio, the Edgetech Entities have three manufacturing facilities located in the United States, the United Kingdom and Germany that produce a full line of warm-edge, dual seal insulating glass spacer systems for window and door customers in North America and abroad. The Edgetech Entities’ products separate and seal double and triple pane glass within a window and further act as a thermal barrier that enhances the window’s energy efficiency.

Quanex acquired the Edgetech Entities by merging its wholly-owned subsidiary, QSB Inc., a Delaware corporation (“QSB”), with and into Lauren International, Inc. formerly known as Lauren Holdco Inc., an Ohio corporation and parent of the Edgetech Entities (“Holdco”), pursuant to the terms and conditions of the previously filed Agreement and Plan of Merger (the “Merger Agreement”), dated as of January 31, 2011, among the Company, QSB, Lauren International Ltd. fka Lauren International Inc., a privately-held Ohio corporation (“Lauren”), Holdco and Kevin E. Gray, as agent for the shareholders of Holdco (“Agent”). Holdco is now our wholly-owned subsidiary. On the closing date of the Acquisition, in exchange for the issued and outstanding shares of Holdco, we paid consideration consisting of approximately \$107 million in cash, less \$7 million which was placed into an escrow fund to satisfy certain of Lauren’s indemnity obligations under the Merger Agreement, less certain expenses associated with the Merger, and less approximately \$3.5 million representing the amount of Holdco’s estimated tax liability resulting from a pre-closing reorganization of Lauren and its subsidiaries.

Other than with respect to the Acquisition and the Merger Agreement, no material relationship exists between Quanex or any of its affiliates, or any director or officer of Quanex, or any associate of any such director or officer, with Lauren, Holdco or Agent.

The foregoing summary of the Acquisition, the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is attached as Exhibit 2.1 to the Company’s current report on Form 8-K filed on February 2, 2011 and is incorporated herein by reference.

Item 8.01 Other Events.

On April 1, 2011, the Company issued a press release announcing that it had completed the acquisition of the Edgetech Entities. The full text of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

To the extent that any financial statements are required by this Item 9.01(a), such financial statements will be filed by amendment to this current report on Form 8-K within seventy-one (71) calendar days from the date that this current report on Form 8-K must be filed.

(b) Pro forma financial information.

To the extent that any pro forma financial information is required by this Item 9.01(b), such financial information will be filed by amendment to this current report on Form 8-K within seventy-one (71) calendar days from the date that this current report on Form 8-K must be filed.

(d) Exhibits

- 2.1 Agreement and Plan of Merger, dated as of January 31, 2011, by and among Quanex Building Products Corporation, QSB Inc., Lauren Holdco Inc., Lauren International, Inc. and Kevin E. Gray, as agent for the shareholders of Lauren Holdco Inc. (incorporated by reference to Exhibit 2.1 to that current report on Form 8-K filed with the SEC on February 2, 2011).
 - 99.1 Press Release dated April 1, 2011
-

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.

QUANEX BUILDING PRODUCTS CORPORATION

Date: April 5, 2011

By: /s/ Brent L. Korb
Brent L. Korb
Senior Vice President — Finance and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of January 31, 2011, by and among Quanex Building Products Corporation, QSB Inc., Lauren Holdco Inc., Lauren International, Inc. and Kevin E. Gray, as agent for the shareholders of Lauren Holdco Inc. (incorporated by reference to Exhibit 2.1 to that current report on Form 8-K filed with the SEC on February 2, 2011).
99.1	Press Release dated April 1, 2011



Quanex Building Products Completes its Acquisition of Edgetech I.G.

Houston, Texas, April 1, 2011 — Quanex Building Products Corporation “Quanex” (NYSE:NX) today announced it completed the acquisition of Edgetech. Quanex reported it paid \$107.0 million in an all cash transaction and the acquisition is expected to be accretive in year one.

Headquartered in Cambridge, Ohio, Edgetech has three manufacturing facilities (US/UK/Germany) that produce a full line of warm-edge, dual seal insulating glass spacer systems for window and door customers in North America and abroad. Edgetech’s products separate and seal double and triple pane glass within a window and further act as a thermal barrier that enhances the window’s energy efficiency.

“I am pleased to announce our completed acquisition of Edgetech, a leading manufacturer of warm-edge insulating glass spacer systems for US and internationally based window and door customers,” said David Petratis, chairman and chief executive officer of Quanex. “Acquiring Edgetech not only strengthens our company and enhances our team, it complements our on-going efforts to provide our customers with the broadest range of high quality components, products, systems and services the fenestration industry has to offer. Acquiring Edgetech will allow us to better serve our growing base of large and regional customers and will further accelerate our international growth. Together, we will develop the next generation of energy efficient spacer systems.”

“Our two companies have been working diligently since January to ensure a smooth integration of Edgetech into our Engineered Products segment. Integration is on-track and progressing well, which will ensure a seamless experience for our combined customer base. Quanex and its family of businesses remain committed to driving outstanding customer service in the fenestration industry,” said Petratis

“Excluding parent overhead allocation, Edgetech reported unaudited 2010 sales of \$76 million, EBITDA of \$12.2 million and operating income of \$10.4 million. These amounts exclude expected synergies currently estimated at a high level to be \$2 million to \$3 million, and without giving effect to the acquisition. Edgetech represents the type of acquisition we want to make as we seek to profitably grow Quanex while providing a compelling value proposition to our customers. We have a team working on synergy opportunities that will position Quanex and its brands as the leading fenestration component supplier in the industry by providing its customers with the highest quality products available, produced in the most efficient way possible,” Petratis concluded.

Quanex is an industry-leading manufacturer of engineered components, products and systems serving North America and international window and door OEMs. Our strategy is to profitably grow sales through a combination of organic growth initiatives (new products and programs) and fenestration related acquisitions that provide our customers with a compelling value proposition. For further information, visit us at www.quanex.com.

Statements that use the words “expect,” “should,” “believe,” “will,” “might,” or similar words reflecting future expectations or beliefs are forward-looking statements. The statements found above are based on current expectations. Actual results or events may differ materially from this release. Factors that could impact future results may include, without limitation, the effect of both domestic and global economic conditions, the impact of competitive products and pricing, and the availability and cost of raw materials. For a more complete discussion of factors that may affect the company’s future performance, please refer to the company’s most recent 10-K filing on December 20, 2010, under the Securities Exchange Act of 1934, in particular the section titled, “Private Securities Litigation Reform Act” contained therein. The forward-looking statements are intended to express the company’s expectations as of the date of this release. The company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Financial Contact: Jeff Galow, 713-877-5327, Media Contact: Valerie Calvert, 713-877-5305

www.quanex.com

