

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q/A

(Mark One)

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

For the quarterly period **September 30, 2024**

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: **001-36870**

TopBuild Corp.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

47-3096382
(I.R.S. Employer
Identification No.)

475 North Williamson Boulevard
Daytona Beach, Florida
(Address of Principal Executive Offices)

32114
(Zip Code)

(386) 304-2200

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	BLD	New York Stock Exchange

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 Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

The registrant had outstanding 29,502,560 shares of Common Stock, par value \$0.01 per share as of October 29, 2024.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) amends the Quarterly Report on Form 10-Q for TopBuild Corp. (“Company”) for the quarter ended September 30, 2024, which was originally filed with the Securities and Exchange Commission (the “SEC”) on November 5, 2024 (the “Original Filing”). This Amendment is being filed solely to revise Part II, “Item 5. Other Information” by adding disclosure regarding a Rule 10b5-1 trading arrangement entered into by a director of the Company during the quarter ended September 30, 2024, which was inadvertently omitted from the disclosure included in the Original Filing. The complete text of Item 5 of Part II has been set forth in its entirety in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

In addition, as required by Rule 12b-15, new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as Exhibits 31.1 and 31.2 under Part II, Item 6 of this Amendment pursuant to Rule 13a-14(a) of the Exchange Act. Because no financial statements have been included in this Amendment, and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of these certifications have been omitted. The Company is not furnishing new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), because no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, (i) this Amendment does not, and does not purport to, amend, update or restate the information in the Original Filing, and (ii) the Original Filing continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained in the Original Filing to reflect any events occurring subsequent to the filing of the Original Filing.

PART II – OTHER INFORMATION

Item 5. OTHER INFORMATION

During the quarter ended September 30, 2024, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408 of Regulation S-K), except as follows:

On August 12, 2024, Alec Covington, a director of the Company, adopted a Rule 10b5-1 trading arrangement providing for the sale of up to 3,000 shares of common stock of the Company, subject to certain conditions (including a cooling-off period). The expiration date of Mr. Covington’s Rule 10b5-1 trading arrangement is July 25, 2025.

Item 6. EXHIBITS

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
31.1	<u>Principal Executive Officer Certification required by Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>				X
31.2	<u>Principal Financial Officer Certification required by Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>				X
101	Inline XBRL for the information under Part II, Item 5, "Other Information" of this Amendment No. 1 on Form 10-Q/A				X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				X

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.

TOPBUILD CORP.

By: /s/ Madeline Otero
Name: Madeline Otero
Title: Vice President and Chief Accounting Officer
(Principal Accounting Officer)

November 7, 2024

Certifications

I, Robert Buck, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of TopBuild Corp.; and
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.

Date: November 7, 2024

/s/ Robert Buck

Robert Buck
Chief Executive Officer and Director
(Principal Executive Officer)

Certifications

I, Robert Kuhns, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of TopBuild Corp.; and
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.

Date: November 7, 2024

/s/ Robert Kuhns

Robert Kuhns
Vice President and Chief Financial Officer
(Principal Financial Officer)
