# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 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) February 25, 2010 (February 24, 2010)

# **GIBRALTAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation ) 0-22462 (Commission File Number) 16-1445150 (IRS Employer Identification No.)

3556 Lake Shore Road P.O. Box 2028 Buffalo, New York 14219-0228 (Address of principal executive offices) (Zip Code)

(716) 826-6500 (Registrant's telephone number, including area code )

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition. Item 7.01 Regulation FD Disclosure. Item 9.01 Financial Statements and Exhibits. SIGNATURE EX-99.1

#### Item 2.02 Results of Operations and Financial Condition.

and

### Item 7.01 Regulation FD Disclosure

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On February 24, 2010, Gibraltar Industries, Inc. (the "Company") issued a news release reporting results for the three months and year ended December 31, 2009. A copy of the news release (the "Release") is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the registrant under the Securities Act of 1933 (the "Securities Act") or the Exchange Act, unless the registrant specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

#### Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable

(d) Exhibits:

Exhibit No.	Description
99.1	News Release issued by Gibraltar Industries, Inc. on February 24, 2010

#### 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 hereunto duly authorized.

# GIBRALTAR INDUSTRIES, INC.

Date: February 25, 2010

By: /s/ Kenneth W. Smith Kenneth W. Smith Senior Vice President and Chief Financial Officer

## **GIBRALTAR REPORTS FOURTH-QUARTER AND 2009 RESULTS**

- Cash from Operations was \$132 Million, or 16% of Revenues, in 2009
- Debt Reduced by \$99 Million, or 28% in 2009, Lowering Debt to Cap Ratio to 33%
- Fourth Quarter Demand Sluggish; Revenues Down 25% from Q4 2008
- Special Charges, Primarily for Non-Cash Impairments, Totaled \$0.85 per Share

BUFFALO, NEW YORK (February 24, 2010) — Gibraltar Industries, Inc. (NASDAQ: ROCK), a leading manufacturer and distributor of products for the building and industrial markets, today reported its results for the three and twelve months ended December 31, 2009. The reported results include the Processed Metal Products segment as part of continuing operations for 2009 and prior periods. The majority of this segment was sold subsequent to year end, as announced on February 1, 2010.

Fourth-quarter sales decreased 25% to \$187 million compared to the fourth quarter of 2008, as unit volumes fell with weaker-than-expected business conditions in the residential building, construction, and industrial markets, together with lower price realization on certain product lines. In spite of the significantly lower sales, the Company reported substantially improved profitability driven by its restructuring of the business along with its cost cutting activities and a lowered break even point resulting in a much smaller loss from continuing operations before special charges. The fourth quarter 2009 loss from continuing operations before special charges was \$3.1 million, or \$0.10 per diluted share, compared to a loss from continuing operations before special charges was \$3.1 million, or \$0.10 per diluted share, compared to a loss from continuing operations before special charges was \$3.1 million, or \$0.00 and 2008, respectively. These charges included \$25.4 million of intangible asset impairment charges during 2009, exit activity costs related to the restructuring of our business for both periods, and a write down of deferred financing costs as a result of early payment of our term loan during the fourth quarter of 2009. The combined effect of the items above resulted in a GAAP loss from continuing operations of \$28.7 million, or \$0.95 per diluted share, in the fourth quarter of 2009, compared to a loss of \$10.0 million, or \$0.33 per diluted share, in the fourth quarter of 2008.

For the twelve months ended December 31, 2009, the prolonged and deep downturn in all of the Company's end markets sharply reduced unit volumes, lowering sales to \$834 million, a decrease of 32% compared to 2008. The full year loss from continuing operations before special charges in 2009 was \$7.4 million, a \$0.25 loss per diluted share, compared to income from continuing operations before special charges of \$38.0 million, or \$1.26 per diluted share, in 2008. After-tax special charges amounted to \$44.4 million, or \$1.47 per diluted share, and \$4.6 million, or \$0.15 per diluted share, during 2009 and 2008, respectively. These charges included \$40.4 million of intangible asset impairment charges during 2009, exit activity costs and asset impairment charges related to the restructuring of our business for both periods, and a write down of deferred financing costs in 2009. The sum of the items above resulted in a loss from continuing operations of \$1.72 per diluted share in 2009, compared to earnings of \$1.11 per diluted share in 2008.

# Gibraltar Reports Fourth-Quarter and 2009 Results Page Two

In addition to the decline in unit volume in 2009, the Company also experienced reduced margins from the precipitous decrease in commodity costs that led to high cost inventory being sold at lowered customer selling prices during the first three quarters of 2009. The Company estimated the effect, primarily experienced by its Processed Metal Products segment, as having increased the 2009 loss from continuing operations per share by between \$0.25 and \$0.30. "We are entering 2010 with balanced inventory costs and selling price spreads. With the sale of our Processed Metal Products segment earlier this month, we now expect to have a far more stable and higher margin business," said Brian J. Lipke, Gibraltar's Chairman and Chief Executive Officer.

"In spite of historically weak demand levels in all of our major end markets, we made continued progress positioning Gibraltar for significantly improved results as business volumes begin to rebound. We aggressively cut costs and significantly lowered our breakeven point, and we implemented a series of steps to substantially reduce working capital and preserve cash, pay down debt, and strengthen our balance sheet. In the last two years, we closed 34% of our facilities, reduced employment by 38%, lowered working capital by \$164 million or 54%, and paid down debt by \$230 million, or 47%. As of December 31, 2009, we had debt outstanding of \$257 million, and a debt-to-capitalization ratio of 33%," noted Mr. Lipke.

On February 1, 2010, Gibraltar sold the majority of the assets of its non-core Processed Metal Products segment. Proceeds from the sale were \$30.1 million. Previously, the Company had generated \$44 million of cash from the reduction of its investment in this business since September 30, 2008, plus we expect to realize an additional \$23 million of cash upon the liquidation of the remaining net assets not included in the sale. When completed, we expect to have realized in excess of \$95 million of cash which the Company has used or will use to pay down debt. "This sale finalized our exit from the steel processing business, a process that started four years ago, and our energy and resources will focus on our higher-margin, higher-growth building and industrial businesses, which we expect to generate better returns for our shareholders," noted Mr. Lipke.

"With most of our restructuring activities and costs now behind us, a stronger balance sheet, improved liquidity, and better alignment between raw material costs and selling prices, even slight improvements in end-market activity levels can produce meaningful gains in profitability, as we saw in the middle two quarters of 2009. As our end markets show more signs of a sustainable recovery, we will begin to step back into the acquisition arena," said Henning N. Kornbrekke, Gibraltar's President and Chief Operating Officer.

"In spite of unexpected weakness in the fourth quarter, we believe the economy and our end markets are on the front end of a recovery. We see the first quarter reflecting a similar environment and challenges as were faced during the fourth quarter of 2009 with improvement beginning thereafter and continuing throughout the year. Some of our businesses are experiencing increases in remodeling/repair activity. Coupled with expected seasonal increases in demand, we are anticipating a return to profitability in the second and third quarters and for the full year," said Mr. Kornbrekke.

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Gibraltar has scheduled a conference call to review its results for the fourth quarter of 2009 tomorrow, February 25, 2010, starting at 9:00 am ET. A link to the call can be accessed on Gibraltar's Web site, at <a href="http://www.gibraltar1.com">http://www.gibraltar1.com</a>. The presentation slides that will be discussed during the call are expected to be available on Wednesday, February 24, by 6:00 p.m. ET. The slides may be downloaded from the Conference Calls page of the Investor Info section of the Gibraltar Web site: <a href="http://www.gibraltar1.com/investors/index.cfm?page=48">http://www.gibraltar1.com</a>. The presentation slides that will be discussed during the call are expected to be available on Wednesday, February 24, by 6:00 p.m. ET. The slides may be downloaded from the Conference Calls page of the Investor Info section of the Gibraltar Web site: <a href="http://www.gibraltar1.com/investors/index.cfm?page=48">http://www.gibraltar1.com/investors/index.cfm?page=48</a>. If you are not able to participate in the call, you may listen to a replay or review a copy of the prepared remarks via the link above. Both will be available on the Gibraltar Web site shortly following the call. The conference call replay link, presentation slides, and prepared remarks will remain on the Gibraltar Web site for one year.

Gibraltar Industries serves customers in a variety of industries in all 50 states and throughout the world from facilities in the United States, Canada, England, Germany, and Poland. Gibraltar's common stock is a component of the S&P SmallCap 600 and the Russell 2000<sup>®</sup> Index.

To supplement Gibraltar's consolidated financial statements presented on a GAAP basis, Gibraltar also presented certain non-GAAP financial data in this news release. Non-GAAP financial data excluded special charges consisting of intangible asset impairment charges recorded during the quarters ended March 31, 2009 and December 31, 2009, exit activity costs and related asset impairment charges primarily associated with the closing and consolidation of our facilities, and the write down of deferred financing fees due to the amendment of our senior credit agreement. These non-GAAP adjustments are shown in the non-GAAP reconciliation of results excluding special charges provided in the financial statements that accompany this news release. We believe that presentation of results excluding special charges provides meaningful supplemental data to investors, as well as management, that is indicative of the Company's core operating results and facilitates comparison of operating results across reporting periods as well as comparison with other companies. Special charges are excluded since they may not be considered directly related to our ongoing business operations. These non-GAAP measures should not be viewed as a substitute for our GAAP results, and may be different than non-GAAP measures used by other companies.

Information contained in this release, other than historical information, should be considered forward-looking and may be subject to a number of risk factors and uncertainties. Risk factors that could affect these statements include, but are not limited to, the following: the availability of raw materials and the effects of changing raw material prices on the Company's results of operations; energy prices and usage; changing demand for the Company's products and services; changes in the liquidity of the capital and credit markets; risks associated with the integration of acquisitions; and changes in interest or tax rates. In addition, such forward-looking statements could also be affected by general industry and market conditions, as well as general economic and political conditions. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law or regulation.

CONTACT: Kenneth P. Houseknecht, Investor Relations, at 716/826-6500, ext. 3229, khouseknecht@gibraltar1.com.

### GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share data)

	Three Months Ended December 31,			onths Ended nber 31,
	2009	2008	2009	2008
Net sales	\$187,168	\$249,374	\$834,218	\$1,232,299
Cost of sales	153,597	221,397	709,239	1,003,513
Gross profit	33,571	27,977	124,979	228,786
Selling, general and administrative expense	32,990	35,756	116,915	147,317
Intangible asset impairment	34,597		60,098	
(Loss) income from operations	(34,016)	(7,779)	(52,034)	81,469
Interest expense	(6,306)	(6,918)	(25,915)	(29,235)
Equity in partnership's income (loss) and other income	153	(82)	316	724
(Loss) income before taxes	(40,169)	(14,779)	(77,633)	52,958
(Benefit of) provision for income taxes	(11,485)	(4,815)	(25,761)	19,553
(Loss) income from continuing operations	(28,684)	(9,964)	(51,872)	33,405
Discontinued operations:				
Loss from discontinued operations before taxes				
	(1,179)	(14,448)	(731)	(10,948)
Benefit of income taxes	(470)	(2,433)	(578)	(1,611)
Loss from discontinued operations	(709)	(12,015)	(153)	(9,337)
Net (loss) income	\$ (29,393)	\$ (21,979)	\$ (52,025)	\$ 24,068
Net (loss) income per share — Basic				
(Loss) income from continuing operations	\$ (0.95)	\$ (0.33)	\$ (1.72)	\$ 1.11
Loss from discontinued operations	(0.02)	(0.40)	(0.01)	(0.31)
Net (loss) income	\$ (0.97)	\$ (0.73)	\$ (1.73)	\$ 0.80
Weighted average shares outstanding — Basic	30,163	30,011	30,135	29,981
weighten average shares outstanding Daste	50,105	50,011	50,155	25,501
Net (less) in some nor share Diluted				
Net (loss) income per share — Diluted (Loss) income from continuing operations	¢ (0.05)	¢ (0.22)	ድ (1.72)	¢ 111
	\$ (0.95)	\$ (0.33)	\$ (1.72)	\$ 1.11
Loss from discontinued operations	(0.02)	(0.40)	(0.01)	(0.31)
Net (loss) income	<u>\$ (0.97)</u>	<u>\$ (0.73)</u>	<u>\$ (1.73)</u>	\$ 0.80
Weighted average shares outstanding — Diluted	30,163	30,011	30,135	30,193

#### GIBRALTAR INDUSTRIES, INC. CONSOLIDATED BALANCE SHEETS (in thousands)

Assets       2009       2008         Current assets:       Carbent assets       Carbent assets       Carbent assets       S 23,596       \$ 11,308         Accounts receivable, net       93,421       123,272       Inventories       107,770       189,935         Other current assets       25,709       22,228       Assets of discontinued operations       655       1.486         Total current assets       251,151       348,229       Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,925       37,373       Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,477       Other assets       51,146,359       20,736         Liabilities and Shareholders' Equity       18,037       20,736       21,146,359       21,146,359         Current liabilities:       4008       2,728       70,164       4008       2,728         Current maturities of long-term debt       408       2,728       70,514       40,514       46,359         Deferred income taxes       62,832       79,514       33,644       76,168       76,168         Accrured expenses		Dec	ember 31,
Current assets:       \$ 23,59       \$ 1,308         Accounts receivable, net       93,421       123,272         Inventories       107,770       189,335         Other current assets       25,709       22,228         Assets of discontinued operations		2009	2008
Cash and cash equivalents       \$ 23,596       \$ 11,308         Accounts receivable, net       93,421       123,272         Inventories       107,770       189,935         Other current assets       25,709       22,228         Assets of discontinued operations       655       1,486         Total current assets       251,151       348,229         Property, plant, and equipment, net       322,704       443,325         Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,474         Other assets       18,037       20,736         Sp73,968       \$1,146,359       \$1,146,359         Liabilities and Shareholders' Equity       \$973,968       \$1,146,359         Current liabilities:       40,144       46,305         Accounds payable       \$68,464       \$7,6168         Accound expenses       40,144       46,305         Current liabilities       109,016       125,201         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other ouncerunent liabilities       17,020       19,513			
Accounts receivable, net     93,421     123,272       Inventories     107,770     189,935       Other current assets     25,709     22,228       Assets of discontinued operations     655     1,486       Total current assets     251,151     348,229       Property, plant, and equipment, net     227,420     243,619       Goodwill     392,704     443,925       Acquired intangibles     82,182     87,376       Investment in partnership     2,474     2,477       Other sasets     18,037     20,736       Standame     \$97,3968     \$1,146,305       Current liabilities:     \$97,3968     \$1,146,305       Accound expenses     40,144     46,305       Current maturities of long-term debt     408     2,728       Total current liabilities     109,016     125,201       Long-term debt     256,874     353,644       Deferred income taxes     109,016     125,201       Shareholders' equity:     -     -       Preferred stock \$.01 par value; authorized 10,000,000 shares; 30,295,084 and 30,061,550 shares issued at     -     -       Common stock, \$.10 par value; authorized 50,		¢ 22 F0C	¢ 11 000
Inventories       107,770       189,935         Other current assets       25,709       22,228         Assets of discontinued operations       655       1,486         Total current assets       251,151       348,229         Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,925         Acquired intangibles       18,037       20,736         Investment in partnership       2,474       2,477         Other assets       18,037       20,736         Sortage       \$97,368       \$1,146,359         Liabilities and Shareholders' Equity       597,368       \$1,146,359         Current liabilities:       400       2,728         Accounts payable       \$68,464       \$76,168         Account expenses       40,114       46,359         Long-term liabilities       109,016       125,201         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other on-current liabilities       17,020       19,513         Shareholders' equity:       -       -         Preferred income tax	•		
Other current assets       25,709       22,228         Assets of discontinued operations       655       1,486         Total current assets       251,151       348,229         Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,925         Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,477         Other assets       18,037       20,736         Sp973,966       \$1,146,359       146,359         Labilities and Shareholders' Equity       80,144       46,305         Current liabilities:       400,144       46,305         Current liabilities of long-term debt       408       2,728         Total current liabilities       109,016       125,011         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other non-current liabilities       17,020       19,513         Shareholders' equity:       -       -       -         Deferred income taxes       62,832       79,514         Other non-current liabilities       17,020       19		)	
Assets of discontinued operations       655       1,466         Total current assets       251,151       348,229         Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,325         Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,477         Other assets       18,037       20,736         Sp73,968       \$1,146,359       Itabilities         Accounts payable       \$68,464       \$76,168         Accrued expenses       40,144       46,305         Current liabilities       400       2,720         Total current liabilities       109,016       125,201         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other non-current liabilities       17,020       19,513         Shareholders' equity:       -       -         Preferred stock \$.01 par value; authorized 50,000,000 shares; none outstanding       -       -         Common stock \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at       303       301         Decembe			
Total current assets       251,151       348,229         Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,925         Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,477         Other assets       18,037       20,736         Sp73,968       \$1,146,359       146,359         Liabilities and Shareholders' Equity       Current liabilities:       400,144       46,305         Current uiabilities:       400,144       46,305       2,728       70,164       2,728         Total current liabilities       4008       2,728       70,16       125,201         Long-term debt       256,874       353,644       040,84       2,728         Deferred income taxes       62,832       79,514       040       040,83       2,728         Shareholders' equity:       -       -       -       -       -         Common stock, \$.01 par value; authorized 10,000,000 shares; none outstanding       -       -       -       -         Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, r			
International       International         Property, plant, and equipment, net       227,420       243,619         Goodwill       392,704       443,925         Acquired intangibles       82,182       87,373         Investment in partnership       2,474       2,477         Other assets       18,037       20,736         Statisties and Shareholders' Equity       \$68,464       \$76,168         Current liabilities:       40,144       463,035         Accounds payable       400,144       463,035         Current maturities of long-term debt       408       2,728         Total current liabilities       109,016       125,201         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other non-current liabilities       17,020       19,513         Shareholders' equity:       -       -       -         Preferred stock \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at       -       -         December 31, 2009 and 2008, respectively       303       301       Additional paid-in capital       227,362       223,561         Retained earnings			
Goodwill     392,704     443,925       Acquired intangibles     82,182     87,373       Investment in partnership     2,474     2,477       Other assets     18,037     20,736       Sign73,968     \$1,146,359       Liabilities and Shareholders' Equity     \$68,464     \$76,168       Accounts payable     \$68,464     \$76,168       Accrued expenses     40,144     46,305       Current maturities of long-term debt     408     2,728       Total current liabilities     109,016     125,201       Long-term debt     256,874     353,644       Deferred income taxes     62,832     79,514       Other non-current liabilities     17,020     19,513       Shareholders' equity:     -     -     -       Prefered stock \$.01 par value; authorized 50,000,000 shares; none outstanding     -     -     -       Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at     -     -     -       December 31, 2009 and 2008, respectively     303     301     301     301     301       Additional paid-in capital     227,362     223,561     366,077	Total current assets	251,151	348,229
Acquired intangibles     82,182     87,373       Investment in partnership     2,474     2,477       Other assets     18,037     20,736       Syr3,968     \$1,146,359       Liabilities and Shareholders' Equity     5     68,464     \$ 76,168       Accounts payable     \$ 68,464     \$ 76,168       Accounts payable     \$ 68,464     \$ 76,168       Accounts payable     \$ 68,464     \$ 76,168       Accoured expenses     40,114     46,305       Current maturities of long-term debt     109,016     125,201       Long-term debt     256,874     353,644       Deferred income taxes     62,832     79,514       Other non-current liabilities     17,020     19,513       Shareholders' equity:     -     -     -       Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding     -     -     -       Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,61,550 shares issued at     227,362     223,561       Retained earnings     303     301     303,982     336,007       Additional paid-in capital     227,362     223,561     Retained earnings     <			
Investment in partnership       2,474       2,477         Other assets       18,037       20,736         \$973,968       \$1,146,359         Liabilities and Shareholders' Equity           Current liabilities:         76,168         Accounts payable       \$ 68,464       \$ 76,168        2,728         Current maturities of long-term debt       408       2,728           Total current liabilities       408       2,728         109,016       125,201         Long-term debt       256,874       353,644        9,514             Other onc-current liabilities       17,020       19,513 <td< td=""><td></td><td> ) -</td><td></td></td<>		) -	
Other assets       18,037       20,736         \$973,968       \$1,146,359         Liabilities and Shareholders' Equity          Current liabilities:          Accounts payable       \$68,464       \$76,168         Accrued expenses       40,144       46,305         Current maturities of long-term debt       408       2,728         Total current liabilities       109,016       125,201         Long-term debt       256,874       353,644         Deferred income taxes       62,832       79,514         Other non-current liabilities       17,020       19,513         Shareholders' equity:       -       -         Preferred stock \$.01 par value; authorized 10,000,000 shares; 30,295,084 and 30,061,550 shares issued at       -       -         December 31, 2009 and 2008, respectively       303       301       301         Additional paid-in capital       227,362       223,561       Retained earnings       303,982       356,007         Accumulated other comprehensive (loss) income       (2,230)       (10,825)       (1,825)         Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively       (1,191)       (557) <td></td> <td></td> <td></td>			
Liabilities\$973,968\$1,146,359Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable\$ 68,464\$ 76,168Accrued expenses40,14446,305Current maturities of long-term debt4082728Total current liabilities4082728Iong-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities70,00119,513Shareholders' equity:			,
Liabilities and Shareholders' EquityImage: Current liabilities:Accounts payable\$ 68,464\$ 76,168Accrued expenses40,14446,305Current maturities of long-term debt4082,728Total current liabilities109,016125,201Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 50,000,000 shares; none outstandingCommon stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Other assets		20,736
Current liabilities:     Accounts payable     \$ 68,464     \$ 76,168       Accrued expenses     40,144     46,305       Current maturities of long-term debt     408     2,728       Total current liabilities     109,016     125,201       Long-term debt     256,874     353,644       Deferred income taxes     62,832     79,514       Other non-current liabilities     17,020     19,513       Shareholders' equity:     -     -       Preferred stock \$.01 par value; authorized 10,000,000 shares; 30,295,084 and 30,061,550 shares issued at     303     301       Additional paid-in capital     227,362     223,561       Retained earnings     303,982     356,007       Accurunulated other comprehensive (loss) income     (2,230)     (10,825)       Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively     (1,191)     (557)       Total shareholders' equity     (1,191)     (557)		\$973,968	\$1,146,359
Accounts payable\$ 68,464\$ 76,168Accrued expenses40,14446,305Current maturities of long-term debt4082,728Total current liabilities109,016125,201Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstandingCommon stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487			
Accrued expenses40,14446,305Current maturities of long-term debt4082,728Total current liabilities109,016125,201Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstandingCommon stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561223,561Retained earnings303,982356,007303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Current liabilities:		
Current maturities of long-term debt4082,728Total current liabilities109,016125,201Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstandingCommon stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Accounts payable	\$ 68,464	\$ 76,168
Total current liabilities109,016125,201Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding——Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487		40,144	46,305
Long-term debt256,874353,644Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding——Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Current maturities of long-term debt	408	2,728
Deferred income taxes62,83279,514Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstandingCommon stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Total current liabilities	109,016	125,201
Other non-current liabilities17,02019,513Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding——Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at303301Additional paid-in capital303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487		256,874	353,644
Shareholders' equity:Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding———Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Deferred income taxes	62,832	
Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding——Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Other non-current liabilities	17,020	19,513
Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Shareholders' equity:		
December 31, 2009 and 2008, respectively303301Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Preferred stock \$.01 par value; authorized 10,000,000 shares; none outstanding	—	—
Additional paid-in capital227,362223,561Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Common stock, \$.01 par value; authorized 50,000,000 shares; 30,295,084 and 30,061,550 shares issued at		
Retained earnings303,982356,007Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	December 31, 2009 and 2008, respectively	303	301
Accumulated other comprehensive (loss) income(2,230)(10,825)Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively(1,191)(557)Total shareholders' equity528,226568,487	Additional paid-in capital	227,362	223,561
Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively       (1,191)       (557)         Total shareholders' equity       528,226       568,487	Retained earnings	303,982	356,007
Total shareholders' equity 528,226 568,487	Accumulated other comprehensive (loss) income	(2,230)	(10,825)
	Cost of 150,903 and 75,050 common shares held in treasury at December 31, 2009 and 2008, respectively	(1,191)	(557)
	Total shareholders' equity	528,226	568,487
		\$973,968	\$1,146,359

### GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

	Year En	ded December 31, 2009		2008
Cash Flows from Operating Activities				
Net (loss) income	\$	(52,025)	\$	24,068
Loss from discontinued operations		(153)		(9,337)
(Loss) income from continuing operations		(51,872)		33,405
Adjustments to reconcile net (loss) income to net cash provided by operating activities:				
Depreciation and amortization		32,413		33,907
Intangible asset impairment		60,098		_
Provision for deferred income taxes		(17,671)		1,574
Equity in partnerships' (income) loss		(153)		(447)
Distributions from partnerships' income		156		609
Stock compensation expense		4,407		4,586
Non-cash charges to interest expense		3,382		2,007
Other non-cash adjustments		335		4,105
Increase (decrease) in cash from changes in (net of acquisitions):				
Accounts receivable		34,845		12,273
Inventories		83,920		1,770
Other current assets and other assets		(6,782)		3,913
Accounts payable		(7,539)		(8,722)
Accrued expenses and other non-current liabilities		(4,525)		9,149
Net cash provided by continuing operations		131,014		98,129
Net cash provided by discontinued operations		585		9,745
Net cash provided by operating activities		131,599		107,874
Cash Flows from Investing Activities				
Acquisitions and additional considerations for acquisitions		(4,949)		(8,724)
Net proceeds from sale of business		_		35,202
Purchases of property, plant, and equipment		(10,813)		(21,595)
Net proceeds from sale of property, plant, and equipment		299		2,692
Net cash (used in) provided by investing activities from continuing operations		(15,463)		7,575
Net cash used in investing activities for discontinued operations		_		(501)
Net cash (used in) provided by investing activities		(15,463)		7,074
Cash-Flows from Financing Activities				
Long-term debt payments		(182,401)		(184,937)
Proceeds from long-term debt		83,022		53,439
Payment of deferred financing costs		(2,383)		(104)
Payment of dividends		(1,499)		(5,985)
Net proceeds from issuance of common stock		47		250
Tax benefit from equity compensation				(362)
Purchase of treasury stock at market prices		(634)		(164)
Net cash (used in) provided by financing activities from continuing operations		(103,848)		(137,863)
Net cash used in financing activities from discontinued operations				(1,064)
Net cash (used in) provided by financing activities		(103,848)		(138,927)
Net increase (decrease) in cash and cash equivalents		12,288		(23,979)
Cash and cash equivalents at beginning of year		11,308		35,287
Cash and cash equivalents at end of year	¢	23,596	¢	11,308
כמאו מוע כמאו בעווילמוכוונא מו כווע טו אכמו	\$	23,390	\$	11,300

#### GIBRALTAR INDUSTRIES, INC. SEGMENT INFORMAITON (in thousands)

		Three Months Ended December 31, Increase (Decrease)				
	2009	2008	Increase (De \$	crease) %		
Net Sales						
Building Products	\$ 144,110	\$198,965	\$(54,855)	(27.6)%		
Processed Metals	43,058	50,409	(7,351)	(14.6)%		
Consolidated	\$187,168	\$249,374	\$(62,206)	(24.9)%		
Operating Income (Loss) *						
Building Products	\$ 5,692	\$ 1,218	\$ 4,474	367.3%		
Processed Metals	2,373	(1,151)	3,524	nmf		
Corporate	(7,337)	(6,962)	(375)	5.4%		
Consolidated	\$ 728	\$ (6,895)	\$ 7,623	nmf		
Operating Margin *						
Building Products	4.0%	0.6%				
Processed Metals	5.5%	(2.3)%				
Consolidated	0.4%	(2.7)%				
		Twelve Months Ended December 31,				
	2009	2008	Increase (Dec \$	rease) %		
Net Sales						
Building Products	\$691,771	\$ 986,840	\$(295,069)	(29.9)%		
Processed Metals	142,447	245,459	(103,012)	(42.0)%		
Consolidated	\$834,218	\$1,232,299	\$(398,081)	(32.3)%		
Operating Income (Loss) *						
Building Products	\$ 45,581	\$ 99,154	\$ (53,573)	(54.0)%		
Processed Metals	(12,280)	19,238	(31,518)	nmf		
Corporate	(20,212)	(29,569)	9,357	(31.6)%		
Consolidated	\$ 13,089	\$ 88,823	\$ (75,734)	(85.3)%		
Operating Margin *						
Building Products	6.6%	10.1%				
Processed Metals	(8.7)%	7.8%				

\* — Amounts exclude special charges. See the following Non-GAAP Reconciliations that show certain financial data excluding special charges.
 nmf — Not meaningful.

#### GIBRALTAR INDUSTRIES, INC. Non-GAAP Reconciliation of Results Excluding Special Charges (unaudited) (in thousands, except per share data)

				nths Ende	d December 31,	2009			
	As Reported AP Statements	Âr	airment 1d Exit r <u>ity Costs</u>	-	eferred icing Costs		ntangible t Impairment	E	Results xcluding rial Charges
(Loss) income from operations									
Building Products	\$ (29,023)	\$	118	\$		\$	34,597	\$	5,692
Processed Metal Products	2,344		29		—		—		2,373
Corporate	 (7,337)								(7,337)
Consolidated	(34,016)		147				34,597		728
Interest expense	(6,306)		—		270				(6,036)
Equity in partnerships' income and other income	153		—		—		—		153
Loss before income taxes	 (40,169)		147		270		34,597		(5,155)
Benefit of income taxes	(11,485)		51		101		9,245		(2,088)
Loss from continuing operations	\$ (28,684)	\$	96	\$	169	\$	25,352	\$	(3,067)
Loss from continuing operations per share —									
diluted	\$ (0.95)	\$	0.00	\$	0.01	\$	0.84	\$	(0.10)
Operating margin									
Building Products	(20.1)%		0.1%		0.0%		24.0%		4.0%
Processed Metal Products	5.4%		0.1%		0.0%		0.0%		5.5%
Consolidated	(18.2)%		0.1%		0.0%		18.5%		0.4%
			Year I	Ended De	cember 31, 2009	)			

		Yea	ar Ended De	ecember 31, 200	)9			
	A	and Exit						Results xcluding cial Charges
\$ (16,809)	\$	2,292	\$		\$	60,098	\$	45,581
(14,341)		2,061						(12,280)
 (20,884)		293		379				(20,212)
(52,034)		4,646		379		60,098		13,089
(25,915)		_		1,424		—		(24,491)
316		—						316
 (77,633)		4,646		1,803		60,098		(11,086)
(25,761)		1,765		685		19,661		(3,650)
\$ (51,872)	\$	2,881	\$	1,118	\$	40,437	\$	(7,436)
\$ (1.72)	\$	0.10	\$	0.03	\$	1.34	\$	(0.25)
(2.4)%		0.3%		0.0%		8.7%		6.6%
(10.1)%		1.4%		0.0%		0.0%		(8.7)%
(6.2)%		0.6%		0.0%		7.2%		1.6%
<u>In GA</u>	Reported In GAAP Statements       \$ (16,809) (14,341)       (20,884)       (52,034)       (25,915)       316       (77,633)       (25,761)       \$ (51,872)       \$ (1.72)       \$ (1.72)       \$ (2.4)%       (10.1)%	Reported In GAAP Statements       A Act         \$ (16,809)       \$ (14,341)        (20,884)	As Reported In GAAP Statements       Impairment And Exit Activity Costs         \$ (16,809)       \$ 2,292         (14,341)       2,061         (20,884)       293         (52,034)       4,646         (25,915)          316          (77,633)       4,646         (25,761)       1,765         \$ (51,872)       \$ 2,881         \$ (1.72)       \$ 0.10         (2.4)%       0.3%         (10.1)%       1.4%	As       Impairment       D         Reported       And Exit       D         In GAAP Statements       Activity Costs       Finar         \$ (16,809)       \$ 2,292       \$         (14,341)       2,061       (14,341)         (20,884)       293       (14,341)         (20,884)       293       (14,341)         (20,884)       293       (16,2034)         (52,034)       4,646       (25,915)         (25,915)        316         (77,633)       4,646       (25,761)         (77,633)       4,646       (25,761)         (25,761)       1,765       \$         (51,872)       \$ 2,881       \$         (1.72)       \$ 0.10       \$         (2.4)%       0.3%       (10.1)%	As Reported       Impairment And Exit       Deferred Financing Costs         \$ (16,809)       \$ 2,292       \$         (14,341)       2,061          (20,884)       293       379         (52,034)       4,646       379         (25,915)        1,424         316           (77,633)       4,646       1,803         (25,761)       1,765       685         \$ (51,872)       \$ 2,881       \$ 1,118         \$ (1.72)       \$ 0.10       \$ 0.03         (2.4)%       0.3%       0.0%         (10.1)%       1.4%       0.0%	Reported In GAAP Statements       And Exit Activity Costs       Deferred Financing Costs       In Asset         \$ (16,809)       \$ 2,292       \$       \$         (14,341)       2,061        \$         (20,884)       293       379       -         (20,884)       293       379       -         (52,034)       4,646       379       -         (25,915)        1,424       -         316         -         (77,633)       4,646       1,803       -         (25,761)       1,765       685       -         \$ (51,872)       \$ 2,881       \$ 1,118       \$         \$ (1.72)       \$ 0.10       \$ 0.03       \$         (2.4)%       0.3%       0.0%       -	As Reported In GAAP Statements       Impairment And Exit Activity Costs       Deferred Financing Costs       Intangible Asset Impairment         \$ (16,809)       \$ 2,292       \$       \$ 60,098         (14,341)       2,061           (20,884)       293       379          (52,034)       4,646       379       60,098         (25,915)        1,424          316            (77,633)       4,646       1,803       60,098         (25,761)       1,765       685       19,661         \$ (51,872)       \$ 2,881       \$ 1,118       \$ 40,437         \$ (1.72)       \$ 0.10       \$ 0.03       \$ 1.34         (2.4)%       0.3%       0.0%       8.7%         (10.1)%       1.4%       0.0%       0.0%	As Reported In GAAP Statements       Impairment And Exit Activity Costs       Deferred Financing Costs       Intangible Asset Impairment       E         \$ (16,809)       \$ 2,292       \$       \$ 60,098       \$ (14,341)           (20,884)       293       379            (52,034)       4,646       379       60,098           (52,034)       4,646       379       60,098           (25,915)        1,424            (77,633)       4,646       1,803       60,098            (25,761)       1,765       685       19,661            \$ (51,872)       \$ 2,881       \$ 1,118       \$ 40,437       \$           \$ (1.72)       \$ 0.10       \$ 0.03       \$ 1.34       \$           \$ (2.4)%       0.3%       0.0%       8.7%

#### GIBRALTAR INDUSTRIES, INC. Non-GAAP Reconciliation of Results Excluding Special Charges (unaudited) (in thousands, except per share data)

	Three	Three Months Ended December 31, 2008					
	As	Impairments	Results				
	Reported In	And Exit	Excluding				
	GAAP Statements	Activity Costs	Special Charges				
(Loss) income from operations							
Building Products	\$ 584	\$ 634	\$ 1,218				
Processed Metal Products	(1,401)	250	(1,151)				
Corporate	(6,962)	—	(6,962)				
Consolidated	(7,779)	884	(6,895)				
Interest expense	(6,918)	—	(6,918)				
Equity in partnerships' loss and other expense	(82)	—	(82)				
Loss before income taxes	(14,779)	884	(13,895)				
Benefit of income taxes	(4,815)	385	(4,430)				
Loss from continuing operations	\$ (9,964)	\$ 499	\$ (9,465)				
Loss from continuing operations per share — diluted	\$ (0.33)	\$ 0.01	\$ (0.32)				

Operating margin			
Building Products	0.3%	0.3%	0.6%
Processed Metal Products	(2.8)%	0.5%	(2.3)%
Consolidated	(3.1)%	0.4%	(2.7)%

		Year Ended December 31, 2008					
		As Impairments			Results		
		eported In .P Statements		nd Exit vity Costs		Excluding ecial Charges	
Income from operations	GAA	IF Statements	Acu	VILY COSIS	<u>3</u>	Clai Charges	
I	\$	94,522	\$	4,632	¢	99,154	
Building Products	Э	- )-	Э	,	Э	,	
Processed Metal Products		17,655		1,583		19,238	
Corporate		(30,708)		1,139		(29,569)	
Consolidated		81,469		7,354		88,823	
Interest expense		(29,235)				(29,235)	
Equity in partnerships' income and other income		724				724	
Income before income taxes		52,958		7,354		60,312	
Provision for income taxes		19,553		2,714		22,267	
Income from continuing operations	\$	33,405	\$	4,640	\$	38,045	
Income from continuing operations per share — diluted	\$	1.11	\$	0.15	\$	1.26	

Operating margin

Building Products	9.6%	0.5%	10.1%
Processed Metal Products	7.2%	0.6%	7.8%
Consolidated	6.6%	0.6%	7.2%