

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 102246 / January 17, 2025**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-22436**

**In the Matter of**

**BARRY A. RUFFALO,**

**Respondent.**

**ORDER INSTITUTING CEASE-AND-  
DESIST PROCEEDINGS PURSUANT TO  
SECTION 21C OF THE SECURITIES  
EXCHANGE ACT OF 1934, MAKING  
FINDINGS, AND IMPOSING A CEASE-  
AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Barry A. Ruffalo (“Ruffalo” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Cease-And-Desist Proceedings Pursuant To Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-And-Desist Order (“Order”), as set forth below.

**III.**

On the basis of this Order and Respondent’s Offer, the Commission finds<sup>1</sup> that:

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<sup>1</sup> The findings herein are made pursuant to Respondent’s Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

## **Summary**

1. These proceedings concern unlawful tipping of material nonpublic information by Barry A. Ruffalo, a former director of Masonite International Corporation (“Masonite”), to his son, William Ruffalo (“William”), on two occasions. On December 18, 2023, Masonite announced an agreement to acquire PGT Innovations, Inc. (“PGT”), causing PGT’s share price to increase by 9% and, on February 9, 2024, announced that it had entered into an agreement to be acquired by Owens Corning, causing Masonite’s share price to increase by 35%. Through his position on Masonite’s board of directors, Ruffalo obtained material nonpublic information concerning both transactions. In advance of the December 18, 2023, announcement, Ruffalo tipped William, who purchased PGT securities and generated illicit profits of \$15,350 and then, ahead of the February 9, 2024, announcement, again tipped his son, who purchased Owens Corning securities and generated illicit profits of \$45,918. By engaging in this conduct, Ruffalo violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

## **Respondent**

2. Barry A. Ruffalo, age 54, resides in Chattanooga, Tennessee and served on Masonite’s board of directors from July 27, 2021 until May 15, 2024, when Owens Corning acquired Masonite. He previously served as an officer and director of another public company and an officer of a third public company.

## **Relevant Entities and Individual**

3. Masonite International Corporation was a British Columbia corporation, headquartered in Tampa, Florida, which designed, manufactured, and distributed residential and non-residential doors and door systems. Until May 15, 2024, when it was acquired by Owens Corning, Masonite’s common stock traded on the New York Stock Exchange under the ticker symbol “DOOR.”

4. PGT Innovations, Inc. was a Delaware corporation headquartered in North Venice, Florida, which manufactured windows and doors. Until March 28, 2024, when it was acquired by MITER Brands (“MITER”), PGT’s common stock traded on the New York Stock Exchange under the ticker symbol “PGTI.”

5. Owens Corning, a Delaware corporation headquartered in Toledo, Ohio, is a manufacturer of building and construction materials. Owens Corning’s common stock trades on the New York Stock Exchange under the ticker symbol “OC.”

6. William R. Ruffalo, age 28, resides in Omaha, Nebraska. He is the son of Ruffalo.

## **Facts**

7. As a member of Masonite’s board of directors, Ruffalo owed a fiduciary duty to Masonite’s shareholders and was subject to the company’s trading policies, which prohibited him

from disclosing confidential information that he obtained through his role as a board member and from using the information for his personal benefit.

#### Tippling in Advance of the Announcement of the PGT Acquisition

8. In the fall of 2023, Masonite was engaged in discussions with PGT concerning a potential acquisition. On November 17, 2023, the Masonite board of directors authorized the company to increase its previous non-binding offer to PGT from \$38 per share to \$40 per share, and on November 21, 2023, the board authorized the company to enter into an exclusivity agreement with PGT in anticipation of potentially closing the PGT transaction as early as mid-December 2023. Ruffalo participated in both board meetings and knew that the information relating to Masonite's plan to acquire PGT (the "PGT Acquisition") was material and nonpublic.

9. On or before November 26, 2023, Ruffalo disclosed to William material nonpublic information relating to the PGT Acquisition knowing or recklessly disregarding that he would use this information to trade in PGT securities. William knew that Ruffalo was a Masonite director.

10. Ruffalo, knew, was reckless in not knowing, or consciously avoided knowing that the disclosure of information relating to the PGT Acquisition to William was in breach of a fiduciary or similar duty of trust and confidence Ruffalo owed to Masonite.

11. Between November 28, 2023, and December 4, 2023, William purchased 2,342 shares of PGT at a cost of \$77,112 based on the material nonpublic information concerning the PGT Acquisition.

12. On December 18, 2023, at approximately 7:00 a.m. Eastern Time, Masonite and PGT jointly announced the PGT Acquisition. Following the announcement, PGT's share price closed at \$39.48, an increase of \$3.39, or 9.4%, from the previous day's closing price. William generated illicit profits of \$15,350 by trading in PGT securities.

#### Tippling in Advance of the Announcement of the Masonite Acquisition

13. Notwithstanding that Masonite and PGT had announced the PGT Acquisition, another company (MITER) separately was pursuing an acquisition of PGT, while a different company (Owens Corning) sought to acquire Masonite. On January 2, 2024, MITER made a public unsolicited offer to acquire PGT for \$41.50 per share in cash.

14. On January 3, 2024, Owens Corning made a nonpublic offer to acquire Masonite for \$132 per share, a \$47.01 premium over the previous day's closing price, contingent upon the termination of Masonite's proposed transaction with PGT (the "Masonite Acquisition").

15. On January 13, 2024, the Masonite board of directors concluded that Masonite would not raise its offer price for PGT in the event PGT's board declared MITER's offer a superior proposal. Masonite's board also discussed the Owens Corning proposal and authorized management to take additional steps in anticipation of the Masonite Acquisition.

16. Ruffalo participated in the January 13, 2024, Masonite board meeting and knew that the information discussed relating to the Masonite Acquisition was material and nonpublic.

17. On or before January 14, 2024, Ruffalo disclosed to William material nonpublic information relating to the Masonite Acquisition knowing or recklessly disregarding that William would use this information to trade in Masonite securities.

18. Ruffalo knew, was reckless in not knowing, or consciously avoided knowing that his disclosure of information relating to the Masonite Acquisition was in breach of a fiduciary duty he owed to Masonite's shareholders.

19. Between January 16, 2024, and January 22, 2024, William purchased 1,109 shares of Masonite at a cost of \$98,252.

20. On January 17, 2024, Masonite announced the termination of the PGT Acquisition.

21. On February 9, 2024, at approximately 7:05 a.m. Eastern Time, Masonite and Owens Corning jointly announced the Masonite Acquisition. As a result of the announcement, Masonite's share price closed at \$130.51, an increase of \$33.90, or 35%, from the previous day's closing price. William generated illicit profits of \$45,918 by trading in Masonite securities.

22. In total, William made \$61,268 in illicit profits. As a result of the conduct described above, Ruffalo violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, which prohibit fraudulent conduct in connection with the purchase or sale of securities.

#### **IV.**

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Ruffalo's Offer.

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 21C of the Exchange Act, Respondent Ruffalo cease and desist from committing or causing any violations and any future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

B. Ruffalo be, and hereby is, barred from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781].

C. Ruffalo shall, within 10 days of the entry of this Order, pay a civil money penalty in the amount of \$122,536 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Ruffalo as a Respondent in these proceedings and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Brendan P. McGlynn, Assistant Regional Director, Securities and Exchange Commission, Philadelphia Regional Office, 1617 John F. Kennedy Blvd., Suite 520, Philadelphia, PA 19103.

D. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

## V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree

or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Vanessa A. Countryman  
Secretary