

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|                                                                                                                                                                                                                                              |                                                                                               |                                                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><u>Hodges Morgan</u><br><hr/> (Last) (First) (Middle)<br>C/O JANUS INTERNATIONAL GROUP, INC.<br>135 JANUS INTERNATIONAL BLVD<br><hr/> (Street)<br>TEMPLE GA 30179<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Janus International Group, Inc. [ JBI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>X Executive Vice President |
|                                                                                                                                                                                                                                              | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/19/2024                                |                                                                                                                                                                                    |
|                                                                                                                                                                                                                                              | 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                    | 03/19/2024                           |                                                    | A                              |   | 11,201                                                            | A <sup>(1)</sup> | \$0   | 20,679                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 203,865                                                                                       | I                                                        | By Trust <sup>(2)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 208,866                                                                                       | I                                                        | By Trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(4)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(5)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(6)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 50,000                                                                                        | I                                                        | By Trust <sup>(7)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 50,000                                                                                        | I                                                        | By Trust <sup>(8)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(9)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(9)</sup>                               |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(10)</sup>                              |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 50,000                                                                                        | I                                                        | By Trust <sup>(11)</sup>                              |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 10,000                                                                                        | I                                                        | By Trust <sup>(12)</sup>                              |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |                  |       | 50,000                                                                                        | I                                                        | By Trust <sup>(13)</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) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 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) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

1. The Reporting Person received restricted stock units ("RSUs") on March 19, 2024, having a value equal to approximately \$166,117.50 based on the closing price per share of the Issuer's common stock on March 19, 2024. The RSUs will vest in three equal installments over three years on March 19 of each of 2025, 2026, and 2027, upon which the RSUs will be settled by delivery of shares of common stock.
2. The shares of common stock are held directly by the Lisa M. Hodges Revocable Trust.
3. The shares of common stock are held directly by the John Morgan Hodges Revocable Trust.
4. The shares of common stock are held directly by the Lennon Morgan Hodges Gift Trust.
5. The shares of common stock are held directly by the Keaton Quinn Hodges Gift Trust.
6. The shares of common stock are held directly by the John Morgan Hodges III Gift Trust.
7. The shares of common stock are held directly by the Aubrie Hodges Mathewson Gift Trust.
8. The shares of common stock are held directly by the Natalie Marie Hodges-Powell Gift Trust.
9. The shares of common stock are held directly by the Hartley Marie Hodges Gift Trust.
10. The shares of common stock are held directly by the Dempsey Marie Hodges-Powell Gift Trust.
11. The shares of common stock are held directly by the Meghan Eva Hodges Gift Trust.
12. The shares of common stock are held directly by the Maverick Grayson Hodges-Powell Gift Trust.
13. The shares of common stock are held directly by the J Morgan Hodges II Gift Trust.

**Remarks:**

/s/ Elliot Kahler, as attorney-in-  
fact for Morgan Hodges

03/19/2024

\*\* 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.**