

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person * <u>Hodges Morgan</u> (Last) (First) (Middle) C/O JANUS INTERNATIONAL GROUP, INC. 135 JANUS INTERNATIONAL BLVD. (Street) TEMPLE GA 30179 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Janus International Group, Inc. [JBI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share ("Common Stock")	01/28/2022		G	10,000 ⁽¹⁾	D	\$0.00	1,107,731	D	
Common Stock							10,000	I	By Trust ⁽¹⁾
Common Stock	01/28/2022		G	10,000 ⁽²⁾	D	\$0.00	1,097,731	D	
Common Stock							10,000	I	By Trust ⁽²⁾
Common Stock	01/28/2022		G	10,000 ⁽³⁾	D	\$0.00	1,087,731	D	
Common Stock							10,000	I	By Trust ⁽³⁾
Common Stock	01/28/2022		G	10,000 ⁽⁴⁾	D	\$0.00	1,077,731	D	
Common Stock							10,000	I	By Trust ⁽⁴⁾
Common Stock	01/28/2022		G	10,000 ⁽⁵⁾	D	\$0.00	1,067,731	D	
Common Stock							10,000	I	By Trust ⁽⁵⁾
Common Stock	01/28/2022		G	50,000 ⁽⁶⁾	D	\$0.00	1,017,731	D	
Common Stock							50,000	I	By Trust ⁽⁶⁾
Common Stock	01/28/2022		G	50,000 ⁽⁷⁾	D	\$0.00	967,731	D	
Common Stock							50,000	I	By Trust ⁽⁷⁾
Common Stock	01/28/2022		G	50,000 ⁽⁸⁾	D	\$0.00	917,731	D	
Common Stock							50,000	I	By Trust ⁽⁸⁾
Common Stock	01/28/2022		G	50,000 ⁽⁹⁾	D	\$0.00	867,731	D	
Common Stock							50,000	I	By Trust ⁽⁹⁾
Common Stock	02/02/2022		G	433,865 ⁽¹⁰⁾	D	\$0.00	433,866	D	
Common Stock							433,865	I	By Trust ⁽¹⁰⁾
Common Stock	02/02/2022		G	433,866 ⁽¹¹⁾	D	\$0.00	0	D	
Common Stock							433,866	I	By Trust ⁽¹¹⁾
Common Stock	03/23/2022		J	5,000 ⁽¹²⁾	D	\$0.00	428,865	I	By Trust ⁽¹²⁾
Common Stock							5,000	I	By Trust ⁽¹²⁾
Common Stock	03/23/2022		J	5,000 ⁽¹³⁾	D	\$0.00	428,866	I	By Trust ⁽¹³⁾
Common Stock							10,000	I	By Trust ⁽¹³⁾

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. On January 28, 2022, the reporting person transferred 10,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
2. On January 28, 2022, the reporting person transferred 10,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
3. On January 28, 2022, the reporting person transferred 10,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
4. On January 28, 2022, the reporting person transferred 10,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
5. On January 28, 2022, the reporting person transferred 10,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
6. On January 28, 2022, the reporting person transferred 50,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
7. On January 28, 2022, the reporting person transferred 50,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
8. On January 28, 2022, the reporting person transferred 50,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
9. On January 28, 2022, the reporting person transferred 50,000 shares of JBI common stock to a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
10. On February 2, 2022, the reporting person transferred 433,865 shares of JBI common stock to the Lisa M. Hodges Revocable Trust, a trust where immediate family members are trustees and beneficiaries, including those who share the reporting person's household.
11. On February 2, 2022, the reporting person transferred 433,866 shares of JBI common stock to the J. Morgan Hodges Revocable Trust, a trust where the reporting person is a trustee.
12. On March 23, 2022, the Lisa M. Hodges Revocable Trust transferred 5,000 shares of JBI common stock to the John Morgan Hodges III Gift Trust, a trust where immediate family members of the reporting person are trustees and beneficiaries, including those who share the reporting person's household.
13. On March 23, 2022, the J. Morgan Hodges Revocable Trust transferred 5,000 shares of JBI common stock to the John Morgan Hodges III Gift Trust, a trust where immediate family members of the reporting person are trustees and beneficiaries, including those who share the reporting person's household.

Remarks:

/s/ Ramey Jackson, as attorney-in-fact for Morgan Hodges 02/14/2023

** 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.

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