

SYSTEMAX INC  
Form 3/A  
November 04, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Clark Thomas Eugene</p> <p>(Last) (First) (Middle)</p> <p>C/O SYSTEMAX INC., 11 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON, NY 11050</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/31/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SYSTEMAX INC [SYX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/03/2016</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,000 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	08/09/2020	Common Stock	5,000	\$ 16.63	D	Â
Employee Stock Option (right to buy)	Â (3)	03/01/2022	Common Stock	5,000	\$ 18.73	D	Â
Employee Stock Option (right to buy)	Â (4)	02/01/2026	Common Stock	10,000 (5)	\$ 8.31	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Thomas Eugene C/O SYSTEMAX INC. 11 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Thomas Eugene Clark by April Gruder,  
Attorney-in-Fact

11/04/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- On February 1, 2016, the reporting person was granted 25,000 restricted stock units pursuant to the Company's 2010 Long Term Incentive Plan, which vest in three installments: 8,334 shares on February 1, 2017; 8,333 shares on February 1, 2018 and 8,333 shares February 1, 2019.
- (1) Incentive Plan, which vest in three installments: 8,334 shares on February 1, 2017; 8,333 shares on February 1, 2018 and 8,333 shares February 1, 2019.
  - (2) The options vest over a period of four years with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date, which is August 9, 2010.
  - (3) The options vest over a period of four years with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date, which is March 1, 2012.
  - (4) The options vest over a period of four years with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date, which is February 1, 2016.
  - (5) This Form 3 is being amended solely to correct the number of options noted in table 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.