

AXMACHER THOMAS
Form 4
August 07, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
AXMACHER THOMAS

(Last) (First) (Middle)

C/O SYSTEMAX INC., 11
HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYSTEMAX INC [SYX]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	08/03/2018		M ⁽¹⁾		2,500	A	\$ 8.31
Common Stock	08/03/2018		M ⁽¹⁾		6,600	A	\$ 18.73
Common Stock	08/03/2018		M ⁽¹⁾		6,325	A	\$ 12.69
Common Stock	08/03/2018		M ⁽¹⁾		8,375	A	\$ 14.04
Common Stock	08/03/2018		F ⁽¹⁾		16,140	D	\$ 38.96

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Common Stock	08/03/2018	D ⁽¹⁾	7,660	D	\$ 38.96	0	D
Common Stock	08/03/2018	S	5,004	D	\$ 39.07	0	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option	\$ 8.31	08/03/2018		M ⁽¹⁾	2,500	⁽²⁾ 02/01/2026	Common Stock	2,500
Employee Stock Option	\$ 18.73	08/03/2018		M ⁽¹⁾	6,600	⁽³⁾ 03/01/2022	Common Stock	6,600
Employee Stock Option	\$ 12.69	08/03/2018		M ⁽¹⁾	6,325	⁽⁴⁾ 03/18/2021	Common Stock	6,325
Employee Stock Option	\$ 14.04	08/03/2018		M ⁽¹⁾	8,375	⁽⁵⁾ 08/10/2019	Common Stock	8,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXMACHER THOMAS C/O SYSTEMAX INC. 11 HARBOR PARK DRIVE			VP & Controller	

PORT WASHINGTON, NY 11050

Signatures

/s/ Thomas
Axmacher

08/07/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

Pursuant to the previously disclosed share repurchase program, the Issuer has entered into, with the approval of the Board of Directors, a privately negotiated, arm's length agreement with the filing person to repurchase an aggregate of 23,800 shares (by means of a net cashless exercise of options and net of applicable taxes) at a price equal to \$38.96 per share, reflecting a 4% discount to the closing price of the Issuer's common stock on August 2, 2018. 16,140 of such shares were surrendered to the Issuer to satisfy the exercise price of each of the stock options and to satisfy withholding tax obligations and 7,660 of such shares were purchased by the Issuer pursuant to Rule 16b-3(e).
- (1) Pursuant to the previously disclosed share repurchase program, the Issuer has entered into, with the approval of the Board of Directors, a privately negotiated, arm's length agreement with the filing person to repurchase an aggregate of 23,800 shares (by means of a net cashless exercise of options and net of applicable taxes) at a price equal to \$38.96 per share, reflecting a 4% discount to the closing price of the Issuer's common stock on August 2, 2018. 16,140 of such shares were surrendered to the Issuer to satisfy the exercise price of each of the stock options and to satisfy withholding tax obligations and 7,660 of such shares were purchased by the Issuer pursuant to Rule 16b-3(e).
 - (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 February 1, 2016.
 - (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 March 18, 2011.
 - (5) 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 10, 2009.

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.