

Lerner Eric  
Form 4  
August 07, 2018

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
Lerner Eric

(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)  
Senior VP & General Counsel

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	Price	
Common Stock	08/03/2018		M <sup>(1)</sup>		18,750	A \$ 10.62	18,561 <sup>(2)</sup> D
Common Stock	08/03/2018		M <sup>(1)</sup>		12,500	A \$ 8.31	18,561 <sup>(2)</sup> D
Common Stock	08/03/2018		M <sup>(1)</sup>		25,000	A \$ 16.61	18,561 <sup>(2)</sup> D
Common Stock	08/03/2018		M <sup>(1)</sup>		25,000	A \$ 14.55	18,561 <sup>(2)</sup> D
Common Stock	08/03/2018		M <sup>(1)</sup>		25,000	A \$ 9.53	18,561 <sup>(2)</sup> D

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Common Stock	08/03/2018	F <sup>(1)</sup>	72,400	D	\$ 9.53	18,561 <sup>(2)</sup>	D
Common Stock	08/03/2018	D <sup>(1)</sup>	33,850	D	\$ 9.53	18,561 <sup>(2)</sup>	D

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.62	08/03/2018		M <sup>(1)</sup>	18,750	<sup>(3)</sup> 05/02/2025	Common Stock	18,750	
Employee Stock Option (right to buy)	\$ 8.31	08/03/2018		M <sup>(1)</sup>	12,500	<sup>(4)</sup> 02/01/2026	Common Stock	12,500	
Employee Stock Option (right to buy)	\$ 16.61	08/03/2018		M <sup>(1)</sup>	25,000	<sup>(5)</sup> 05/02/2024	Common Stock	25,000	
Common Stock	\$ 14.55	08/03/2018		M <sup>(1)</sup>	25,000	<sup>(6)</sup> 05/03/2022	Common Stock	25,000	
Common Stock	\$ 9.53	08/03/2018		M <sup>(1)</sup>	25,000	<sup>(7)</sup> 05/03/2023	Common Stock	25,000	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lerner Eric C/O SYSTEMAX INC. 11 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			Senior VP & General Counsel	

# Signatures

/s/ Eric Lerner                      08/07/2018

          Signature of                      Date  
Reporting Person

# 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 106,250 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. 72,400 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 33,850 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 106,250 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. 72,400 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 33,850 of such shares were purchased by the Issuer pursuant to Rule 16b-3(e).
  - (2) The amount of non-derivative securities beneficially owned following the transaction on Table I is 18,561, which includes 8,333 unvested Restricted Stock Units that were granted on February 1, 2016 and 10,228 shares of common stock.
  - (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 May 2, 2015
  - (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) 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 May 2, 2014.
  - (6) 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 May 3, 2012.
  - (7) 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 May 3, 2013.

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.