SYSTEMAX INC Form 5

February 14, 2008

FORM 5

#### **OMB APPROVAL**

**OMB** 

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Bruce Leeds 2006 GRAT Symbol SYSTEMAX INC [SYX] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director \_X\_\_ 10% Owner Officer (give title Other (specify 02/15/2008 below) below) C/O SYSTEMAX, INC., 11 HARBOR PARK DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

**PORT** WASHINGTON,, NYÂ 11050

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Secu	ırities	Acquir	ed, Disposed of	, or Beneficiall	y 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. Securitie (A) or Disp (Instr. 3, 4)	posed o	of (D)	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)
Common Stock	02/20/2007	Â	J	213,076 (1)	D	\$0	3,785,924	D	Â
Common Stock	11/02/2007	Â	J	896,155 (2)	D	\$0	2,890,769	D	Â

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

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**SEC 2270** (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative		•		Securities			(Instr. 3 and 4)		
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date Exercisable	Expiration Date	Title Num	Number	
					(A) (D)					
					(A) (D)				Shares	

of D

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bruce Leeds 2006 GRAT

C/O SYSTEMAX, INC.

11 HARBOR PARK DRIVE

PORT WASHINGTON,, NYÂ 11050

# **Signatures**

Bruce Leeds, Trustee, by Curt Rush, Attorney-in-fact

02/14/2008

\*\*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).
- (1) shares were distributed to settlor of GRAT pursuant to right of settler to substitute other collateral of equal value
- (2) shares were distributed to settlor of GRAT pursuant to obligation to make annual annuity distribution

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#### **Remarks:**

Note: subsequent to these distributions, the GRAT is no longer a 10% stockholder; the settler of t

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