

SYSTEMAX INC
Reported by
CLARK THOMAS EUGENE

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 11/03/16 for the Period Ending 10/31/16

Address	11 HARBOR PARK DR PORT WASHINGTON, NY 11050
Telephone	5166087000
CIK	0000945114
Symbol	SYX
SIC Code	5961 - Catalog and Mail-Order Houses
Industry	Computer & Electronics Retailers
Sector	Consumer Cyclical
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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	25000 (1)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	8/9/2020	Common Stock	5000	\$16.63	D	
Employee Stock Option (right to buy)	(3)	3/1/2022	Common Stock	5000	\$18.73	D	
Employee Stock Option (right to buy)	(4)	2/1/2026	Common Stock	5000	\$8.31	D	

Explanation of Responses:

- (1) 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.
- (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.

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			Chief Financial Officer	
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Signatures

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

11/3/2016

**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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of April Gruder and Eric Lerner, signing singly, the undersigned's true and lawful attorneys-in-fact to:

1. prepare, execute and file on the undersigned's behalf the Form ID - Uniform Application for Access Codes to file on Edgar and any and all related documentation required to be filed with the United States Securities and Exchange Commission (the "SEC") in order to obtain and maintain SEC EDGAR filing codes for the undersigned;
2. prepare, execute, acknowledge, deliver and file all reports on Forms 3, 4 and 5 (including any amendments thereto) ("Section 16 Reports") that the undersigned, may be required to file with the SEC under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Exchange Act") as a result of the undersigned's direct or indirect beneficial ownership of, or transactions in, securities of Systemax, Inc. (the "Reporting Entity");
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Reporting Entity's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
4. perform any and all other acts that in the discretion of such attorney-in-fact are necessary or desirable for, and on behalf of, the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Limited Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;
2. Any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
3. Neither the Reporting Entity nor the attorneys-in-fact assumes (a) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (b) any liability of the undersigned for any failure to comply with such requirements or (c) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
4. This Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorneys-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Section 16 Reports pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, with respect to the undersigned's holdings of and transactions in securities issued by the Reporting Entity, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of November 2, 2016.

/s/ Thomas Eugene Clark

Thomas Eugene Clark
