

# SYSTEMAX INC

Reported by  
**DICK STACY S**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/02/16 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

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>DICK STACY S</b> (Last) (First) (Middle)  <b>C/O SYSTEMAX INC., 11 HARBOR PARK DRIVE</b> (Street)  <b>PORT WASHINGTON, NY 11050</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SYSTEMAX INC [ SYX ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/31/2016</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
<b>Stock Option (right to buy)</b>	<b>\$7.85</b>	<b>10/31/2016</b>		<b>A</b>		<b>10000</b>	<b>(U)</b>	<b>10/31/2026</b>	<b>Common Stock</b>	<b>10000</b>	<b>\$0</b>	<b>10000</b>	<b>D</b>	

**Explanation of Responses:**

( The reporting person was granted 10,000 stock options pursuant to the Company's 2010 Long Term Incentive Plan, which vest in three installments: 3,334 1) shares on October 31, 2017; 3,333 shares on October 31, 2018 and 3,333 shares October 31, 2019.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DICK STACY S C/O SYSTEMAX INC. 11 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050</b>	<b>X</b>			

**Signatures**

/s/ Stacy Dick by April Gruder, Attorney-in-Fact

**11/2/2016**

\*\*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 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).

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

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