

# SYSTEMAX INC

Reported by  
**LITWIN BARRY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/02/17 for the Period Ending 07/31/17

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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## 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>Litwin Barry</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>7/31/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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			
Common Stock	7/31/2017 (1)		A		2108	A	\$0	2108	D	

**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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$18.12	7/31/2017 (1)		A		5000		7/31/2017	(2)	Common Stock	5000	\$0	5000	D	

**Explanation of Responses:**

- (1) On July 31, 2017 (the date the reporting person was appointed as a director of Systemax Inc.), the reporting person received 2,108 shares of restricted stock units pursuant to the Company's 2010 Long Term Incentive Plan. The number of restricted stock units was determined by dividing \$40,000 by the closing price per share during the 20 trading days preceding the date of such appointment (rounded up to the nearest whole number of shares). Such shares are generally subject to forfeiture if the holder is not a director of the Company on June 5, 2019, and can not be sold while so restricted; such restrictions lapse if the holder dies or becomes disabled or there is a change of control, as defined in the grant agreement.
- (2) The reporting person was granted 5,000 stock options pursuant to the Company's 2010 Long Term Incentive Plan, which shall expire on the earlier of (a) one year following the end of the reporting person's term as a director and (b) ten years.

**Reporting Owners**

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

**Signatures**

/s/ Barry Litwin by April Gruder, Attorney-in-Fact

8/2/2017

—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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