

DOOLEY ROBERT

Form 4

January 22, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DOOLEY ROBERT**

(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)  
**01/17/2019**

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) below)

President, Industrial Prod GRP

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	(D)	Price

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 18.73	01/17/2019	D <sup>(1)</sup>			20,348	<sup>(2)</sup>	03/01/2022	Common Stock	20,348
Employee Stock Option (right to buy)	\$ 16.43	01/17/2019	A <sup>(1)</sup>		20,348		<sup>(2)</sup>	03/01/2022	Common Stock	20,348
Employee Stock Option (right to buy)	\$ 8.31	01/17/2019	D <sup>(1)</sup>			25,000	<sup>(3)</sup>	02/01/2026	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 6.01	01/17/2019	A <sup>(1)</sup>		25,000		<sup>(3)</sup>	02/01/2026	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 8.95	01/17/2019	D <sup>(1)</sup>			37,500	<sup>(4)</sup>	12/14/2026	Common Stock	37,500
Employee Stock Option (right to buy)	\$ 6.65	01/17/2019	A <sup>(1)</sup>		37,500		<sup>(4)</sup>	12/14/2026	Common Stock	37,500
Employee Stock Option (right to buy)	\$ 23.72	01/17/2019	A		31,789		<sup>(5)</sup>	01/17/2029	Common Stock	31,789

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

DOOLEY ROBERT  
C/O SYSTEMAX INC.  
11 HARBOR PARK DRIVE  
PORT WASHINGTON, NY 11050

President, Industrial Prod GRP

## Signatures

/s/ Robert

01/21/2019

Dooley

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).

The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on January 17, 2019 and are being reported in this manner solely to comply with the technical reporting requirements under Section 16(a) of the

- (1) Securities Exchange Act of 1934. Pursuant to the Option Repricing, the exercise price of the Employee Stock Option (right to buy) has been amended to reduce such exercise price by \$2.30. There have been no other changes to the terms of the Employee Stock Option (right to buy). The Option Repricing was related to a special dividend declared in December 2018.
- (2) The Employee Stock Option (right to buy) granted on March 1, 2012 had a four year vesting schedule with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date.
- (3) The Employee Stock Option (right to buy) granted on February 1, 2016 had a four year vesting schedule with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date.
- (4) The Employee Stock Option (right to buy) granted on December 14, 2016 had a four year vesting schedule with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date.
- (5) The Employee Stock Option (right to buy) granted on January 17, 2019 had a four year vesting schedule with 25% of the options vesting on the first, second, third and fourth anniversary dates of the grant date.

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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