

LAWSON PRODUCTS INC/NEW/DE/

Form 5/A

June 17, 2015

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
KDI CAPITAL PARTNERS LLC

(Last) (First) (Middle)

4101 LAKE BOONE
TRAIL, SUITE 218

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolLAWSON PRODUCTS
INC/NEW/DE/ [LAWS]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20144. If Amendment, Date Original
Filed(Month/Day/Year)
01/26/20155. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(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 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	10/01/2014	Â	J	0 D	\$ 22.29 0	I	See Footnotes (1) (2) (3) (4)
Common Stock	11/03/2014	Â	J	0 D	\$ 24.08 0	I	See Footnotes (1) (2) (3) (5)

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KDI CAPITAL PARTNERS LLC 4101 LAKE BOONE TRAIL SUITE 218 RALEIGH, NC 27607	Â Â X Â Â

Signatures

/s/ Sheldon M. Fox, Manager of KDI Capital Partners, LLC	06/17/2015
**Signature of Reporting Person	Date
/s/ Sheldon M. Fox	06/17/2015
**Signature of Reporting Person	Date
/s/ Sheldon M. Fox, as Attorney-in-Fact for John M. Day	06/17/2015
**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) This Form 5 amends and restates in its entirety the Form 5 previously filed on January 26, 2015. This Form 5 relates to KDI Capital Partners, LLC ("KDI") for itself and in its capacity as the investment manager and general partner of certain private partnership clients identified below which owns shares of common stock of the Issuer and in its capacity as the investment advisor to certain separately managed account clients. KDI may be deemed to beneficially own all shares owned by such private partnership clients for certain purposes. In the aggregate, such shares (along with shares that are owned directly by KDI and personally by certain affiliates of KDI)

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exceed ten percent of the Issuer's outstanding common stock, and thus may subject KDI to the reporting requirements of Section 16 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

However, KDI's economic interest in the shares that are owned by such private partnership clients is limited to KDI's pecuniary interest in each such client, and no such client has an economic interest in the shares that are owned by other KDI clients. As a result, the ownership of the shares of the Issuer's common stock is reported separately with respect to each such private partnership client of KDI. Each calculation of pecuniary interest has been rounded and reflects KDI's pecuniary interest as of the date of this form. Additional footnote disclosure is made below with respect to each ownership situation.

- (3) Pursuant to Rule 16(a)-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.

These shares are owned directly by Outstanding Businesses Limited Partnership ("OB LP"), a private partnership client of KDI of which KDI is the general partner. This transaction was a redemption in kind from OB LP to a limited partner. There was no change to KDI's pecuniary interest as a result of this transaction.

- (5) These shares are owned directly by Financial Ascent Limited Partnership ("FA LP"), a private partnership client of KDI of which KDI is the general partner. This transaction was a redemption in kind from FA LP to a separately managed account of a limited partner. There was no change to KDI's pecuniary interest as a result of this transaction. KDI disclaims any pecuniary interest in shares owned by such separately managed account client.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.