

INGRAM MICRO INC
Form 4
December 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYD LARRY C

(Last) (First) (Middle)

C/O INGRAM MICRO INC., 3351
MICHELSON DRIVE, SUITE 100

(Street)

IRVINE, CA 92612-0697

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INGRAM MICRO INC [IM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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)

See Remarks

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	12/05/2016		D	115,201	D <u>1</u> 0	D	
Class A Common Stock	12/05/2016		D	1,453	D <u>1</u> 0	I	401(k) <u>(2)</u>

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

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SEC 1474 (9-02)

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.8	12/05/2016		D	25,279	(1)	(1)	Common Stock	25,270
Stock Option (right to buy)	\$ 27.96	12/05/2016		D	11,374	(1)	(1)	Common Stock	11,374
Stock Option (right to buy)	\$ 27.01	12/05/2016		D	7,503	(1)	(1)	Common Stock	7,503

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD LARRY C C/O INGRAM MICRO INC. 3351 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612-0697				See Remarks

Signatures

/s/ Larry C. Boyd
12/05/2016

**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) Pursuant to the Agreement and Plan of Merger dated February 17, 2016 (the "Merger Agreement") among Ingram Micro Inc. (the "Company"), Tianjin Tianhai Investment Company, Ltd., and GCL Acquisition, Inc., (x) each outstanding share of common stock of the Company was cancelled and converted into the right to receive \$38.90 (the "Merger Consideration") in cash; (y) each vested stock option

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and RSU was cancelled and converted into the right to receive a cash payment per share equal to difference between the Merger Consideration and the exercise price, if any; and (z) each unvested stock option and RSU was cancelled, and the holders thereof will become eligible to receive an amount for each such cancelled award equal to the Merger Consideration (less the exercise price, in the case of holders of stock options) pursuant to a vesting schedule set forth in the Merger Agreement.

(2) Held in 401(K) as of December 31, 2015.

Remarks:

Executive Vice President, Secretary & General Counsel

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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