

SYNNEX CORP  
Form 4  
August 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, 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 \*  
POLK DENNIS

(Last) (First) (Middle)  
44201 NOBEL DRIVE  
(Street)

FREMONT, CA 94538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SYNNEX CORP [SNX]

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2013

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)

Chief Operating Officer

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	08/01/2013		M		3,000 A \$ 19.41	49,237	D
Common Stock	08/01/2013		S		800 <sup>(1)</sup> D \$ 49.77	48,437	D
Common Stock	08/01/2013		S		400 <sup>(1)</sup> D \$ 49.74	48,037	D
Common Stock	08/01/2013		S		301 <sup>(1)</sup> D \$ 49.73	47,736	D
Common Stock	08/01/2013		S		399 <sup>(1)</sup> D \$ 49.72	47,337	D

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Common Stock	08/01/2013	S	200 <u>(1)</u>	D	\$ 49.69	47,137	D
Common Stock	08/01/2013	S	100 <u>(1)</u>	D	\$ 49.68	47,037	D
Common Stock	08/01/2013	S	100 <u>(1)</u>	D	\$ 49.67	46,937	D
Common Stock	08/01/2013	S	200 <u>(1)</u>	D	\$ 49.65	46,737	D
Common Stock	08/01/2013	S	98 <u>(1)</u>	D	\$ 49.62	46,639	D
Common Stock	08/01/2013	S	202 <u>(1)</u>	D	\$ 49.61	46,437	D
Common Stock	08/01/2013	S	100 <u>(1)</u>	D	\$ 49.58	46,337	D
Common Stock	08/01/2013	S	100 <u>(1)</u>	D	\$ 49.57	46,237	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.41	08/01/2013		M	3,000	<u>(2)</u>	10/03/2018	Common Stock	3,000



AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5 "

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

SOLE VOTING POWER

NUMBER OF  
SHARES 7

0 shares

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY 8  
EACH

2,724,725 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON 9  
WITH

0 shares

SHARED DISPOSITIVE POWER

10

2,724,725 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,724,725 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12 "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.3% (2)

Explanation of Responses:

TYPE OF REPORTING PERSON (See Instructions)

14

IN

(1) Based on 9,624,725 shares of the Issuer's common stock outstanding.

(2) Does not include any shares of the Issuer's common stock that may be issuable on conversion of the convertible promissory notes dated May 14, 2014, May 12, 2015, and October 8, 2015, issued to the Sponsor, which may be converted, at the election of the Sponsor, following the consummation of the Issuer's initial Business Combination (as defined in the Issuer's Amended and Restated Certificate of Incorporation) at a rate equal to the greater of \$10.00 per share and the 30-day trailing average of the closing price per share.

## **SCHEDULE 13D**

This Amendment No. 5 ("Amendment No. 5") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 9, 2013 (the "Original Schedule 13D") relating to the common stock, par value \$0.0001 per share (the "Shares"), of Global Defense & National Security Systems, Inc. (the "Company").

### **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended, with effect from the date of the event giving rise to this Amendment No.5, by amending and restating the paragraph entitled "Backstop Purchase" as follows:

On October 17, 2015, the Company entered into an Amended and Restated Backstop Common Stock Purchase Agreement (the "Stock Purchase Agreement") with its Sponsor. The Stock Purchase Agreement grants the Sponsor the right to purchase shares of Common Stock at a price of \$10.61 per share (the "Backstop Purchase"). The Purchase Right can be exercised only in the event, and to the extent, that the Company will not meet the Threshold Cash Amount. The term "Threshold Cash Amount" means \$20,000,000 in cash available to the Company from (1) the Company's trust account (as defined in the Company's Amended and Restated Certificate of Incorporation) at the closing of the business combination between the Company and STG Group, Inc. following the payment in full to the Company's stockholders who have requested to be redeemed in connection with the closing of the business combination, and (2) the payment of any aggregate purchase price for the Backstop Purchase.

### **Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended, with effect from the date of the event giving rise to this Amendment No. 5, by amending and restating the paragraph entitled "Backstop Purchase" as follows:

On October 17, 2015, the Company entered into an Amended and Restated Backstop Common Stock Purchase Agreement (the "Stock Purchase Agreement") with its Sponsor. The Stock Purchase Agreement grants the Sponsor the right to purchase shares of Common Stock at a price of \$10.61 per share (the "Backstop Purchase"). The Purchase Right can be exercised only in the event, and to the extent, that the Company will not meet the Threshold Cash Amount. The

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**Item 7. Materials to Be Filed as Exhibits.**

Exhibit No.	Description of Exhibit
1.	Loan Agreement between Blue Marlin and the Sponsor (incorporated by reference to Exhibit 7 to the Schedule 13D filed by Issuer with the Commission on November 8, 2013).*
2.	Amended and Restated Subscription Agreement, dated July 19, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 (File No. 333-191195) filed by the Issuer with the Commission on October 2, 2013).*
3.	Private Placement Purchase Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.5 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*
4.	Form of Letter Agreement from each of the Issuer's officers, directors and the Sponsor (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-191195) filed by the Issuer with the Commission on October 22, 2013). *
5.	Stock Escrow Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.2 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*
6.	Registration Rights Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.3 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*
7.	Agreement regarding filing of joint Schedule 13D (incorporated by reference to Exhibit 7 to the Schedule 13D filed by Issuer with the Commission on November 8, 2013).*
8.	Form of Convertible Promissory Note, dated May 14, 2014, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on May 19, 2014).*
9.	Form of Convertible Promissory Note, dated May 12, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on May 14, 2015).*
10.	Amended and Restated Limited Liability Company Agreement of Global Defense & National Security Holdings, LLC, dated June 1, 2015 (incorporated by reference to Exhibit 10 to the Schedule 13D/A filed by Issuer with the Commission on June 2, 2015).*
11.	



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Form of Convertible Promissory Note, dated October 8, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on October 9, 2015).\*

12. Amended and Restated Backstop Common Stock Purchase Agreement, dated October 17, 2015, by and between the Issuer and the Sponsor.

*\*Previously filed*

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: October 19, 2015

By: /s/ Damian Perl  
Damian Perl

GLOBAL DEFENSE &  
NATIONAL SECURITY  
HOLDINGS LLC

By: Black Marlin Ltd, its Manager

By: /s/ Damian Perl  
Name: Damian Perl  
Title: Manager

## Exhibit Index

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