

LAWSON PRODUCTS INC/NEW/DE/

Form 3/A

June 17, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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response... 0.5**INITIAL STATEMENT OF 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 *KDI CAPITAL PARTNERS
LLC

(Last) (First) (Middle)

4101 LAKE BOONE
TRAIL, SUITE 218

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
06/17/2015

3. Issuer Name and Ticker or Trading Symbol

LAWSON PRODUCTS INC/NEW/DE/ [LAWS]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)
09/02/20146. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

16,542

D (1) (2) (3)
(4) (5) A

Common Stock

34,181

D (1) (2) (3)
(6) A

Common Stock

3,984

D (1) (2) (3)
(7) A

Common Stock

4

I

See Footnotes (1) (2) (3) (4) (8)

Common Stock

445

I

See Footnotes (1) (2) (3) (4) (9)

Common Stock

106

I

See Footnotes (1) (2) (3) (4) (10)

Common Stock

137

I

See Footnotes (1) (2) (3) (4) (11)

Common Stock

118

I

See Footnotes (1) (2) (3) (4) (12)

Common Stock

26

I

See Footnotes (1) (2) (3) (4) (13)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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 5(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).

This Form 3 amends and restates in its entirety the Form 3 previously filed on September 12, 2014. This Form 3 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 own shares of common stock of the Issuer and certain affiliated persons identified below. KDI may be deemed to (1) 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) 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").

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- However, KDI's economic interest in the respective 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 KDI and each such private partnership client of KDI. In addition, the shares each KDI affiliate owns directly might be attributed to KDI for certain beneficial ownership purposes; however, KDI disclaims any pecuniary interest in such shares. Each calculation of pecuniary interest has been rounded. Additional footnote disclosure is made below with respect to each such ownership situation.
- (2) Pursuant to Rule 16(a)-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.
- Mr. John M. Day and Mr. Sheldon M. Fox, as Managing Members (and affiliates) of KDI, each may be deemed to indirectly
- (4) beneficially own the securities reported to be beneficially owned by KDI. Each of Mr. Day and Mr. Fox disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein as a result of his ownership interest in KDI.
- (5) These shares are owned directly by KDI.
- (6) These shares are owned directly and personally by John M. Day and members of his immediate family. Mr. Day is a Managing Member (and an affiliate) of KDI.
- (7) These shares are owned directly and personally by Sheldon M. Fox. Mr. Fox is a Managing Member (and an affiliate) of KDI.
- These shares are owned directly by A Few Valuable Businesses Partnership ("AFVB Partnership"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in AFVB
- (8) Partnership. The number of shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 176,600. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.
- These shares are owned directly by Capital Partner Investments Limited Partnership (previously known as Capital Partner Investments Partnership) ("CPI LP"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in CPI LP. The number of shares reported in the table reflects the application of such
- (9) ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 243,037. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.
- These shares are owned directly by Worthy Companies Limited Partnership ("WC LP"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in WC LP. The
- (10) number of shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 54,713. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.
- 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, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in FA LP. The number of
- (11) shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 87,521. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.
- 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, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in OB LP. The
- (12) number of shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 153,768. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.
- These shares are owned directly by Financial Ascent TE Limited Partnership (the "FATE LP"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirect pecuniary interest as a result of KDI's ownership interest in FATE LP.
- (13) The number of shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares owned by the client, which total number is 114,792. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.

Note: File three copies of this Form, one of which must be manually signed. If space 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.