

LAWSON PRODUCTS INC/NEW/DE/

Form 4/A

June 17, 2015

**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 \*  
**KDI CAPITAL PARTNERS LLC**

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**LAWSON PRODUCTS  
 INC/NEW/DE/ [laws]**

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4101 LAKE BOONE  
 TRAIL, SUITE 218

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/12/2015

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 02/13/2015

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting  
 Person

RALEIGH, NC 27607

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/12/2015                              |                                                             | S                                       | 6                                                                          | D                                                                                                                  | \$ 23 360                                                            | I                                                                 |

See  
Footnotes  
(1) (2) (3) (4)  
(5)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## 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).

This Form 4 amends and restates in its entirety the Form 4 previously filed on February 13, 2015. This Form 4 relates to KDI Capital Partners, LLC ("KDI") for itself and in its capacity as the investment manager and general partner of a certain private partnership client identified below which owns 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 client 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").

(2)

## Edgar Filing: LAWSON PRODUCTS INC/NEW/DE/ - Form 4/A

However, KDI's economic interest in the shares that are owned by such private partnership client is limited to KDI's pecuniary interest in such client, and no such client has an economic interest in the shares that are owned by other KDI clients. 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 Capital Partner Investments Limited Partnership ("CPI LP"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirectly pecuniary interest as a result of KDI's ownership interest in CPI LP. The

(4) 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 disposed of by the client, which total number is 2,000. 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.

Mr. John M. Day and Mr. Sheldon M. Fox, as Managing Members (and affiliates) of KDI, each may be deemed to indirectly beneficially

- (5) 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.

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.