## Edgar Filing: INGRAM MICRO INC - Form 4

INCO ANA MICDO INC

Form 4	ICRU INC											
December 06	, 2016											
FORM	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							9PROVAL 3235-0287				
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STATEN</b> 5. Filed put s Section 17(	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								January 31, Expires: 2005 Estimated average ourden hours per response 0.5		
(Print or Type R	esponses)											
MCGREGOR SCOTT A Symbol INGRA			Symbol		d Ticker or T		g	5. Relationship of Reporting Person(s) to Issuer				
			INGRAM MICRO INC [IM] 3. Date of Earliest Transaction					(Check all applicable)				
				Day/Year) 2016				X Director Officer (give below)	Officer (give title Other (specify			
				ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
IRVINE, CA	92612-0697							Form filed by M Person	Nore than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative S	ecurit	ies Acc	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Executio any	med n Date, if Day/Year)	3. Transacti Code (Instr. 8) Code V	ion(A) or Di (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock	12/05/2016			D	39,486		<u>(1)</u>	0	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.

 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)	4. Transact Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	· (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

	Relationships					
<b>Reporting Owner Name / Address</b>	Director	10% Owner	Officer	Other		
MCGREGOR SCOTT A C/O INGRAM MICRO INC. 3351 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612-0697	Х					
Signatures						
/s/ Larry C. Boyd for Scott A McGregor	12/05/	2016				
**Signature of Reporting Person	Date	e				

## **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).

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

(1) 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.

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.