

LAWSON PRODUCTS INC/NEW/DE/  
Form 8-K  
May 31, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 2013

LAWSON PRODUCTS, INC.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 0-10546<br>(Commission File<br>Number) | 36-2229304<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 8770 W. Bryn Mawr Ave., Suite 900, Chicago, Illinois<br>(Address of principal executive offices) | 60631<br>(Zip Code) |
|--|---------------------|

|  |                |
|--|----------------|
| (Registrant's telephone number, including area code) | (773) 304-5050 |
|--|----------------|

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 4.01 Changes in Registrant's Certifying Accountant

Following a competitive selection process, on May 30, 2013, the Company entered into an engagement letter with BDO USA, LLP ("BDO"), approved by the Audit Committee, and engaged BDO as the Company's independent registered public accounting firm replacing Ernst & Young LLP ("E&Y").

E&Y's reports on the Company's consolidated financial statements for the years ended December 31, 2012 and 2011 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years and the subsequent interim period preceding E&Y's dismissal, there were: (i) no "disagreements" (within the meaning of Item 304(a) of Regulation S-K) with E&Y on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of E&Y, would have caused it to make reference to the subject matter of the disagreements in its reports on the consolidated financial statements of the Company; and (ii) no "reportable events" (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

The Company has provided E&Y with a copy of this Form 8-K prior to its filing with the U.S. Securities and Exchange Commission ("SEC") and requested E&Y to furnish to the Company a letter addressed to the SEC stating that it agrees with the statements made above. A copy of E&Y's letter dated May 31, 2013 is attached as Exhibit 16.1 to this Form 8-K.

During the Company's two most recent fiscal years and the subsequent interim period preceding BDO's engagement, neither the Company nor anyone on its behalf consulted BDO regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and no written report or oral advice was provided to the Company that BDO concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a "disagreement" or "reportable event" (within the meaning of Item 304(a) of Regulation S-K and Item 304(a)(1)(v) of Regulation S-K, respectively).

In approving the selection of BDO as the Company's independent registered public accounting firm, the Audit Committee considered all relevant factors, including any non-audit services previously provided by BDO to the Company.

---

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LAWSON PRODUCTS, INC.  
(Registrant)

Date: May 31, 2013

By: /s/ Ronald J. Knutson  
Name: Ronald J. Knutson  
Title: Executive Vice President, Chief Financial Officer

---

Item 9.01 Financial Statements and Exhibits

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 16.1        | Letter from E&Y dated May 31, 2013 to the SEC regarding statements included in this Form 8-K. |