

INGRAM MICRO INC

Form 4

December 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYD LARRY C

(Last) (First) (Middle)

**C/O INGRAM MICRO INC., 3351
MICHELSON DRIVE, SUITE 100**

(Street)

IRVINE, CA 92612-0697

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INGRAM MICRO INC [IM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. 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 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)
Class A Common Stock	12/05/2016		D	115,201	D <u>1</u> 0	D	
Class A Common Stock	12/05/2016		D	1,453	D <u>1</u> 0	I	401(k) <u>(2)</u>

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
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SEC 1474
(9-02)

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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. Pr Deriv Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.8	12/05/2016		D	25,279	<u>(1)</u>	<u>(1)</u>	Common Stock	25,270
Stock Option (right to buy)	\$ 27.96	12/05/2016		D	11,374	<u>(1)</u>	<u>(1)</u>	Common Stock	11,374
Stock Option (right to buy)	\$ 27.01	12/05/2016		D	7,503	<u>(1)</u>	<u>(1)</u>	Common Stock	7,503

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOYD LARRY C C/O INGRAM MICRO INC. 3351 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612-0697	See Remarks

Signatures

/s/ Larry C.
Boyd 12/05/2016

**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).

(1) 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

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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.

(2) Held in 401(K) as of December 31, 2015.

Remarks:

Executive Vice President, Secretary & General Counsel

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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