

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

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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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

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

RALEIGH, NC 27607

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2014

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/12/2014		P	1	A	\$ 21.65	4	I	See Footnotes (1) (2) (3) (4) (9)
Common Stock	11/12/2014		P	3	A	\$ 21.65	109	I	See Footnotes (1) (2) (3) (5) (9)
Common Stock	11/12/2014		P	4	A	\$ 21.65	141	I	See Footnotes (1) (2) (3) (6)

									(9)
Common Stock	11/12/2014		P	3	A	\$ 21.65	121	I	See Footnotes (1) (2) (3) (7) (9)
Common Stock	11/12/2014		P	1	A	\$ 21.65	27	I	See Footnotes (1) (2) (3) (8) (9)

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	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			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 November 14, 2014. This Form 4 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").

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

- (2) ownership of the shares of the Issuer's common stock is reported separately with respect to each such private partnership client of KDI. 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 such 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 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

- (4) 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 acquired by the client, which total number is 6,656. 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 number of

- (5) shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares acquired by the client, which total number is 1,624. 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

- (6) shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares acquired by the client, which total number is 2,371. 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 number of

- (7) 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 acquired by the client, which total number is 3,655. 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.

- (8) 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 acquired by the client, which total number is 4,450. 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

- (9) 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.

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