

DXP ENTERPRISES INC  
Form NT 10-Q  
May 11, 2017

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United States  
Securities and Exchange Commission  
Washington, D.C. 20549

FORM 12b-25

Notification of Late Filing  
(Amendment No. 0)\*

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: March, 31, 2017

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.  
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I - Registrant Information

DXP ENTERPRISES INC  
Full Name of Registrant

N.A.  
Former Name if Applicable

7272 Pinemont Drive  
Address of Principal Executive Office (Street and Number)

Houston, TX 77040  
City, State and Zip Code

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Part II - Rules 12b-25(b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable (a) effort or expense.

The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the (b) prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

Part III - Narrative

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

DXP's director of tax resigned at the end of 2016. DXP's manager of public reporting resigned during March 2017. These departures combined with an effort to expand and enhance our controls, procedures and documentation related to income taxes resulted in a delay in the completion of the Quarterly Report on Form 10-Q for the three months ended March 31, 2017. As a result, the Company is unable to file its Quarterly Report on Form 10-Q (including its financial statements) for the three months ended March 31, 2017 (the "Form 10-Q") in a timely manner without reasonable effort and expense. The Company expects to be able to file the Form 10-Q for the three months ended March 31, 2017 within the allotted extension time.

Part IV - Other Information

1. Name and telephone number of person to contact in regard to this notification

Mac McConnell 713 996-4897  
(Name) (Area Code) (Telephone Number)

2. Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed?

Yes No

If answer is no, identify report(s).

Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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The Company presently expects that the results of operations to be included in the Form 10-Q will reflect significant changes in operations from the prior year. The Company currently anticipates that its financial statements to be included in its Form 10-Q will report 6% to 10% declines in sales and gross profit for the three months ended March 31, 2017 compared to the same period in 2016. The Company expects operating income for the three months ended March 31, 2017 to be in the range of \$6 million to \$8 million.

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DXP ENTERPRISES, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized

Date:05-11-2017 By:/s/ Mac McConnell Title: Senior Vice President & CFO

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

Attention

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).