

SYNNEX CORP  
Form 8-K  
February 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): February 9, 2012

**SYNNEX CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-31892**  
(Commission

File Number)

**94-2703333**  
(I.R.S. Employer

Identification Number)

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**44201 Nobel Drive**

**Fremont, California**  
(Address of principal executive offices)

**(510) 656-3333**

**94538**  
(Zip Code)

(Registrant's telephone number, including area code)

**N/A**

(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. 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.**

*Dismissal of Previous Independent Registered Public Accounting Firm*

On February 9, 2012, PricewaterhouseCoopers LLP ( "PwC" ) was notified on behalf of the Audit Committee of the Board of Directors (the "Audit Committee" ) of SYNnex Corporation (the "Company" ) that PwC was terminated as the Company's independent registered public accounting firm, effective immediately.

PwC's report on the Company's financial statements for the past two years ended November 30, 2011 and 2010, respectively, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Company's two most recent fiscal years ended November 30, 2011 and 2010 and the subsequent interim period through February 9, 2012, the Company did not have any disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) with PwC 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 PwC, would have caused it to make reference to the subject matter of the disagreements in connection with its report. Also during this period, there have been no reportable events as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided PwC with a copy of the foregoing disclosures and has requested that PwC furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements and, if not, stating the respects in which it does not agree. The letter from PwC is attached as Exhibit 16.1 to this current report on Form 8-K.

*Engagement of New Independent Registered Public Accounting Firm*

On February 9, 2012 the Audit Committee approved KPMG LLP ( "KPMG" ) as the Company's independent registered accounting firm for the year ending November 30, 2012, effective immediately.

In deciding to select KPMG, the Audit Committee reviewed auditor independence issues and existing commercial relationships with KPMG and concluded that KPMG has no commercial relationship with the Company that would impair its independence. During the Company's fiscal years ended November 30, 2011 and 2010, and through the subsequent period prior to engaging KPMG, neither the Company nor anyone acting on its behalf consulted with KPMG regarding any of the matters or events described in Items 304(a)(2)(i) and (ii) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| Exhibit No. | Description   |
|-------------|---|
| 16.1        | Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated February 13, 2012. |

**SIGNATURE**

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

Dated: February 14, 2012

**SYNEX CORPORATION**

By: /s/ Simon Y. Leung  
Name: Simon Y. Leung  
Title: Senior Vice President, General Counsel and  
Corporate Secretary

**Exhibit Index**

| Exhibit No. | Description   |
|-------------|---|
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