## Edgar Filing: INGRAM MICRO INC - Form 4

INGRAM M	IICRO INC										
Form 4											
December 0	6, 2016										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
-	UNITED	STATES			, D.C. 205		GE U	01v11v1155101N	OMB Number:	3235-0287	
Check th	is box		vv as	sington	, D.C. 203	747				January 31,	
if no longer subject to Section 16. STATEMENT OF CHAN				GES IN SECUF		CIAL	OWN	NERSHIP OF	Expires: 2008 Estimated average burden hours per		
Form 5 obligatio may cont	obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							response 0. n			
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person *2. IssHumes William DavidSymbol				Issuer Name <b>and</b> Ticker or Trading nbol				5. Relationship of Reporting Person(s) to Issuer			
			INGRA	M MICR	O INC [I	M]		(Check all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				100				
	AM MICRO INC ON DRIVE, SUI		(Month/D 12/05/2	-				Director X Officer (give below) Chief I		Owner er (specify er	
(Street) 4. If A			4. If Ame	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mon IRVINE, CA 92612-0697				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
IK VINE, CA	A 92012-0097							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securiti	es Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		med n Date, if Day/Year)	3. Transacti Code (Instr. 8)	Transaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	12/05/2016			D	245,397	D	<u>(1)</u>	0	D		

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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 27.96	12/05/2016		D	30,040	<u>(1)</u>	<u>(1)</u>	Common Stock	30,040	)
Stock Option (right to buy)	\$ 27.01	12/05/2016		D	15,314	<u>(1)</u>	<u>(1)</u>	Common Stock	15,314	<u>)</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Humes William David C/O INGRAM MICRO INC. 3351 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612-0697			Chief Financial Officer				
Signatures							
/s/ Larry C. Boyd for William David Humes	1	2/05/2016					
**Signature of Reporting Person		Date					
Explanation of Poopone	001						

## 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).

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

(1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.