

LAWSON PRODUCTS INC/NEW/DE/
Form 5
January 26, 2015

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

4101 LAKE BOONE TRAIL, SUITE 218

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

RALEIGH, NC 27607

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) (A) or (D) Amount Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 10/01/2014 | Â | J ⁽¹⁾ | 6,455 D \$ 22.29 | 910,536 | I | See Footnotes (2) |
| Common Stock | 11/03/2014 | Â | J ⁽³⁾ | 3,365 D \$ 24.08 | 907,171 | I | See Footnotes (2) |
| Common Stock | 11/03/2014 | Â | J ⁽⁴⁾ | 3,365 A \$ 24.08 | 910,536 | I | See Footnotes |

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. of D Se Bo O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
| | | | | | (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 | Â | Â X | Â | Â |

Signatures

/s/ Sheldon M. Fox
01/26/2015

**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).
Represents shares of common stock owned by Outstanding Businesses Limited Partnership, of which KDI Capital Partners LLC (KDI) owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the Outstanding Business Limited Partnership. KDI disclaims beneficial ownership of shares beneficially owned by Outstanding Businesses Limited Partnership except to the extent of its pecuniary interest in such shares. This transaction was a redemption in kind From Outstanding Business limited Partnership to a limited partner.
- Pursuant to Rule 16(a)-1(a)(4) under the Securities Exchange Act of 1934, as amended (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.

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Represents shares of common stock owned by Financial Ascent Limited Partnership, of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as

(3) investment advisor and general partner to the Financial Ascent Limited Partnership. KDI disclaims beneficial ownership of shares beneficially owned by Financial Ascent Limited Partnership except to the extent of its pecuniary interest in such shares. This transaction was a redemption in kind from Financial Ascent Limited Partnership to a separately managed account of a limited partner.

- (4) As noted in footnote 3, this transaction was a result of a redemption in kind from Financial Ascent Limited Partnership to a separately managed account of a limited partner.

- Represents shares deemed to be owned beneficially by KDI Capital Partners LLC (KDI) solely as a result of its discretionary power over
- (5) such shares as investment advisor to its separately management account clients. KDI disclaims beneficial ownership of such shares except to the extent of KDI's pecuniary interest in such shares, if any.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.