

MSC INDUSTRIAL DIRECT CO INC
 Form 3
 April 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â POLLI GREGORY | | (Month/Day/Year) | MSC INDUSTRIAL DIRECT CO INC [MSM] | |
| (Last) | (First) | (Middle) | 03/31/2016 | |
| C/O MSC INDUSTRIAL DIRECT CO., INC. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MELVILLE,Â NYÂ 11747 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, PRODUCT | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | MANAGEMENT | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Class A Common Stock, \$0.001 par value | 7,057 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|---------------------|--------------------|---|----------------------------------|-------------------|----------------------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock, \$0.001 par value | 2,474 | \$ ⁽¹⁾ | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽⁴⁾ | 10/23/2019 | Class A Common Stock, \$0.001 par value | 10,036 | \$ 69.46 | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽⁵⁾ | 10/22/2020 | Class A Common Stock, \$0.001 par value | 10,257 | \$ 81.76 | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽⁶⁾ | 10/21/2021 | Class A Common Stock, \$0.001 par value | 10,382 | \$ 83.03 | D | Â |
| Dividend Equivalent Unit | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Class A Comon Stock, \$0.001 par value | 34.888 | \$ ⁽⁷⁾ | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽⁸⁾ | 10/18/2022 | Class A Common Stock, \$0.001 par value | 14,850 | \$ 58.9 | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽⁹⁾ | 10/12/2016 | Class A Common Stock, \$0.001 par value | 12,303 | \$ 44.17 | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽¹⁰⁾ | 10/18/2017 | Class A Common Stock, \$0.001 par value | 10,641 | \$ 54.52 | D | Â |
| Options (right to buy) ⁽³⁾ | Â ⁽¹¹⁾ | 10/20/2018 | Class A Common Stock, \$0.001 par | 8,696 | \$ 66.69 | D | Â |

value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLLI GREGORY C/O MSC INDUSTRIAL DIRECT CO., INC. MELVILLE, NY 11747 | Â | Â | Â SVP, PRODUCT MANAGEMENT | Â |

Signatures

/s/ Gregory Polli 04/11/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
494 of these RSUs will vest on October 19, 2016 and 495 of these RSUs will vest on each of October 19, 2017, October 19, 2018, October 19, 2019 and October 19, 2020, provided that the Reporting Person remains continuously employed by the Issuer through each applicable vesting date. The vested shares will be delivered to the Reporting Person upon vesting
- (2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").
An option to purchase 10,036 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,509 shares of Common Stock became exercisable on each of October 24, 2013, October 24, 2014 and October 24, 2015 and an additional 2,509 shares of Common Stock become exercisable on October 24, 2016.
- (3) An option to purchase 10,257 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,564 shares of Common Stock became exercisable on each of October 23, 2014 and October 23, 2015. An additional 2,564 and 2,565 shares of Common Stock become exercisable on each of October 23, 2016 and October 23, 2017.
- (4) An option to purchase 10,382 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,595 shares of Common Stock became exercisable on October 22, 2015. 2,595 shares of Common Stock become exercisable on October 22, 2017 and an additional 2,596 shares of Common Stock become exercisable on each of October 22, 2016 and October 22, 2018.
- (5) The dividend equivalent units accrued with respect to an outstanding award of restricted stock units (RSUs) and vest at the same time(s) as the underlying RSUs. Each dividend equivalent unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (6) An option to purchase 14,850 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2015 Omnibus Incentive Plan. 3,712 shares of Common Stock become exercisable on each of October 19, 2016 and October 19, 2017. An additional 3,713 shares of Common Stock become exercisable on each of October 19, 2018 and October 19, 2019.
- (7) An option to purchase 12,303 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 3,075 shares of Common Stock became exercisable on October 13, 2010. An additional 3,076 shares of Common Stock became exercisable on each of October 13, 2011, October 13, 2012 and October 23, 2013.
- (8) An option to purchase 10,641 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,660 shares of Common Stock became exercisable on each of October 19, 2011, October 19, 2012 and October 19, 2013. An additional 2,661 shares of Common Stock became exercisable on October 19, 2014.
- (9) An option to purchase 8,696 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 2,174 shares of Common Stock became exercisable on each of October 20, 2012, October 20, 2013, October 20, 2014 and October 20, 2015.

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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