

LAWSON PRODUCTS INC/NEW/DE/
Form 3
September 12, 2014

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 | |
| KDI CAPITAL PARTNERS LLC | | | (Month/Day/Year) | LAWSON PRODUCTS INC/NEW/DE/ [LAWS] | |
| (Last) | (First) | (Middle) | 09/02/2014 | | |
| 4101 LAKE BOONE TRAIL, SUITE 218 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| RALEIGH, NC 27607 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|---|---|--|
| Common Stock | 16,542 | D ⁽¹⁾ | ^ |
| Common Stock | 2,784 | I | See Footnote ⁽²⁾ |
| Common Stock | 34,181 | I | See Footnote ⁽³⁾ |
| Common Stock | 3,984 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 827 | I | See Footnote ⁽⁵⁾ |
| Common Stock | 176,600 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ |
| Common Stock | 243,037 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁷⁾ |
| Common Stock | 54,713 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁸⁾ |
| Common Stock | 87,521 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁹⁾ |
| Common Stock | 153,768 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽¹⁰⁾ |

Common Stock 114,792 I See Footnotes (1) (3) (4) (11)

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) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | 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 09/12/2014
 **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) Represents shares held by KDI Capital Partners, LLC (KDI) directly. As a result of being the general partner and investment manager of and having an ownership interest in A Few Valuable Businesses Partnership (AFVB Partnership), Capital Partner Investments Partnership (CPI Partnership), Worthy Companies Limited Partnership (WC LP), Financial Ascent Limited Partnership (FA LP), Outstanding Businesses Limited Partnership (OB LP), and Financial Ascent TE Limited Partnership (FATE LP), KDI could be deemed to beneficially own all shares beneficially owned by such entities. KDI disclaims beneficial ownership of shares beneficially owned by AFVB Partnership, CPI Partnership, WC LP, FA LP, OB LP and FATE LP except to the extent of its pecuniary interest in such shares.
 - (2) Represents shares deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor to its separately management account clients, and over which KDI disclaims any pecuniary interest.
 - (3) Represents shares held by John M. Day and members of his immediate family directly. Mr. Day is a Managing Member of KDI and holds a controlling percentage of the outstanding voting securities. As a result of his position with and ownership of KDI, he could be deemed to share beneficial ownership with KDI. Mr. Day disclaims beneficial ownership of shares beneficially owned by KDI except to the extent of his pecuniary interest in such shares.

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- (4) Represents shares held by Sheldon M. Fox directly. Mr. Fox is a Managing Member of KDI and holds a controlling percentage of the outstanding voting securities. As a result of his position with and ownership of KDI, he could be deemed to share beneficial ownership with KDI. Mr. Fox disclaims beneficial ownership of shares beneficially owned by KDI except to the extent of his pecuniary interest in such shares.
- (5) Represents shares held by Mitchell Scott. Mr. Scott is a portfolio manager for KDI.
- (6) Represents shares of common stock owned by AFVB 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 investment advisor and general partner to the AFVB Partnership.
- (7) Represents shares of common stock owned by CPI 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 investment advisor and general partner to the CPI Partnership.
- (8) Represents shares of common stock owned by WC LP, 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 investment advisor and general partner to the WC LP.
- (9) Represents shares of common stock owned by FA LP, of which KDI owns less than a 1% interest, and of which 7.61% is owned by trusts affiliated with Mr. Days family, 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 FA LP.
- (10) Represents shares of common stock owned by OB LP, 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 investment advisor and general partner to the OB LP.
- (11) Represents shares of common stock owned by FATE LP, 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 investment advisor and general partner to the FATE LP.

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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