

LAWSON PRODUCTS INC/NEW/DE/
Form 4/A
June 17, 2015

FORM 4

**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).

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

(Print or Type Responses)

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)
4101 LAKE BOONE TRAIL, SUITE 218

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2015

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

RALEIGH, NC 27607

4. If Amendment, Date Original Filed(Month/Day/Year)
02/19/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/17/2015 | | P | 0 A \$ 24.1154 (5) | 0 | I | See Footnotes (1) (2) (3) (4) |
| Common Stock | 02/18/2015 | | P | 0 A \$ 24.9585 (6) | 0 | I | See Footnotes (1) (2) (3) (4) |
| Common Stock | 02/18/2015 | | S | 6 D \$ 24.894 (7) | 354 | I | See Footnotes (1) (2) (3) (8) (9) |

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This Form 4 amends and restates in its entirety the Form 4 previously filed on February 19, 2015. This Form 4 relates to KDI Capital Partners, LLC ("KDI") for itself and in its capacity as the investment manager and general partner of a certain private partnership client identified below which owns shares of common stock of the Issuer and certain affiliated persons identified below, and in its capacity as the investment advisor to certain separately managed account clients. KDI may be deemed to beneficially own all shares owned by such private partnership client for certain purposes. In the aggregate, such shares (along with shares that are owned directly by KDI and personally by certain affiliates of KDI) exceed ten percent of the Issuer's outstanding common stock, and thus may subject KDI to the reporting requirements of Section 16 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(2) However, KDI's economic interest in the shares that are owned by such private partnership client is limited to KDI's pecuniary interest in each such client, and no such client has an economic interest in the shares that are owned by other KDI clients. Each calculation of pecuniary interest has been rounded and reflects KDI's pecuniary interest as of the date of this form. Additional footnote disclosure is made below with respect to each ownership situation.

(3) Pursuant to Rule 16(a)-1(a)(4) under 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.

(4) KDI disclaims any pecuniary interest shares owned by such separately managed account clients.

(5) \$24.1154 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$23.6200 to \$24.5600. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(6) \$24.9585 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$24.7500 to \$24.9999. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(7) \$24.8940 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$24.6000 to \$25.0000. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(8) These shares are owned directly by Capital Partner Investments Limited Partnership ("CPI LP"), a private partnership client of KDI of which KDI is the general partner, in which KDI has an indirectly pecuniary interest as a result of KDI's ownership interest in CPI LP. The number of shares reported in the table reflects the application of such ownership interest to derive KDI's pecuniary interest in the total number of shares disposed of by the client, which total number is 2,000. KDI disclaims any beneficial ownership, as an economic or other pecuniary matter, in such total number of shares beyond the number reported in the table.

(9) Mr. John M. Day and Mr. Sheldon M. Fox, as Managing Members (and affiliates) of KDI, each may be deemed to indirectly beneficially own the securities reported to be beneficially owned by KDI. Each of Mr. Day and Mr. Fox disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein as a result of his ownership interest in KDI.

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.