

DXP ENTERPRISES INC  
Form 10-K/A  
September 23, 2009

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

Form 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. For the fiscal year ended December 31, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. For the transition period from

Commission file number 0-21513

DXP Enterprises, Inc.  
(Exact name of registrant as specified in its charter)

Texas 76-0509661  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

7272 Pinemont, Houston, Texas 77040 (713) 996-4700  
(Address of principal executive offices) Registrant's telephone number, including area code.

Securities registered pursuant to Section 12(b) of the Act: None  
Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.01 Par Value NASDAQ  
(Title of Class) (Name of exchange on which registered)

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (See definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting

company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Aggregate market value of the registrant's Common Stock held by non-affiliates of registrant as of June 30, 2008: \$176,693,573.

Number of shares of registrant's Common Stock outstanding as of March 13, 2009: 12,869,304.

Documents incorporated by reference: Portions of the definitive proxy statement for the annual meeting of shareholders to be held in 2009 are incorporated by reference into Part III hereof.

EXPLANATORY NOTE

The Company is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2008, as filed with the Securities Exchange Commission on March 16, 2009. The sole purpose of this amendment is to include the independent registered public accounting firm's name on the "Independent Registered Public Accounting Firm's Report on Financial Statement Schedule" which was inadvertently omitted in the original filing. Additionally, in connection with the filing of this amendment and pursuant to SEC rules, the Company is including currently dated certifications. This amendment does not otherwise update any exhibits as originally filed and does not otherwise reflect events occurring after the original filing date of the Annual Report on Form 10-K for the year ended December 31, 2008.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S  
REPORT ON FINANCIAL STATEMENT SCHEDULE

To the Board of Directors and Shareholders  
DXP Enterprises, Inc. and Subsidiaries  
Houston, Texas

We have audited, in accordance with auditing standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of DXP Enterprises, Inc. and Subsidiaries included in this Form 10-K and have issued our report thereon dated March 16, 2009. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The financial statement schedule listed in Item 15 herein (Schedule II-Valuation and Qualifying Accounts) is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. The financial statement schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects with the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

Hein & Associates LLP  
Houston, Texas  
March 16, 2009

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS  
DXP ENTERPRISES, INC.

Years Ended December 31, 2008, 2007 and 2007

(in thousands)

| Description                                       | Balance at<br>Beginning<br>of Year | Charged to<br>Cost and<br>Expenses | Charged to<br>Other<br>Accounts | Deductions | Balance<br>At End<br>of Year |
|---------------------------------------------------|------------------------------------|------------------------------------|---------------------------------|------------|------------------------------|
| Year ended December 31,<br>2008                   |                                    |                                    |                                 |            |                              |
| Deducted from assets<br>accounts                  | \$ 2,131                           | \$ 1,424                           | \$ 157(3)                       | \$ 218(1)  | \$ 3,494                     |
| Allowance for doubtful<br>accounts                |                                    |                                    |                                 |            |                              |
| Valuation allowance for<br>deferred<br>tax assets | \$ 33                              | \$ -                               | \$ -                            | \$ 17(2)   | 16                           |
| Year ended December 31,<br>2007                   |                                    |                                    |                                 |            |                              |
| Deducted from assets<br>accounts                  | \$ 1,482                           | \$ 552                             | \$ 253(3)                       | \$ 156(1)  | \$ 2,131                     |
| Allowance for doubtful<br>accounts                |                                    |                                    |                                 |            |                              |
| Valuation allowance for<br>deferred<br>tax assets | \$ 41                              | \$ -                               | \$ -                            | \$ 8(2)    | 33                           |

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Year ended December 31,  
2006

|                         |    |       |    |     |    |   |    |        |    |       |
|-------------------------|----|-------|----|-----|----|---|----|--------|----|-------|
| Deducted from assets    | \$ | 1,835 | \$ | 384 | \$ | - | \$ | 737(1) | \$ | 1,482 |
| accounts                |    |       |    |     |    |   |    |        |    |       |
| Allowance for doubtful  |    |       |    |     |    |   |    |        |    |       |
| accounts                |    |       |    |     |    |   |    |        |    |       |
| Valuation allowance for |    |       |    |     |    |   |    |        |    |       |
| deferred                | \$ | 44    | \$ | -   | \$ | - | \$ | 3 (2)  | \$ | 41    |
| tax assets              |    |       |    |     |    |   |    |        |    |       |

(1) Uncollectible accounts written off, net of recoveries

(2) Reduction results from expiration or use of state net operating loss carryforwards.

(3) Reserve for receivables of acquired businesses.

