

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)
02/05/2015

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

RALEIGH, NC 27607

4. If Amendment, Date Original Filed(Month/Day/Year)
02/09/2015

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 (A) 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/05/2015 | | S | 68 | D | \$ 25.2 | 366 | I | See Footnotes (1) (2) (3) (4) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (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 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Sheldon M. Fox, Manager of KDI Capital Partners, LLC | 06/17/2015 |
| _____ **Signature of Reporting Person | Date |
| /s/ Sheldon M. Fox | 06/17/2015 |
| _____ **Signature of Reporting Person | Date |
| /s/ Sheldon M. Fox, as Attorney-in-Fact for John M. Day | 06/17/2015 |
| _____ **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).

This Form 4 amends and restates in its entirety the Form 4 previously filed on February 9, 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. KDI may be deemed to

(1) 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)

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However, KDI's economic interest in the shares that are owned by such private partnership client is limited to KDI's pecuniary interest in 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.

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

- (4) 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 24,000. 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.

Mr. John M. Day and Mr. Sheldon M. Fox, as Managing Members (and affiliates) of KDI, each may be deemed to indirectly beneficially

- (5) 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.

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