

DXP ENTERPRISES INC  
Form NT 10-Q  
August 10, 2016

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

FORM 12b-25

SEC File Number:  
CUSIP Number:

NOTIFICATION OF LATE FILING

(Check One):    Form 10-K    Form 11-K    Form 20-F    Form 10-Q    Form N-SAR    Form N-CSR

For Period Ended: June 30, 2016

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART 1 – REGISTRANT INFORMATION

DXP Enterprises, Inc.  
Full Name of Registrant

N.A.  
Former Name if Applicable

7272 Pinemont Drive  
Address of Principal  
Executive Office (Street and  
Number)

Houston, TX 77040  
City, State and Zip Code

PART II

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check boxes if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.  
The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the
  - (b) prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable
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PART III – NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-SR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As of March 31, 2016, DXP Enterprises, Inc. (“the Company”) was in compliance with all covenants under its credit facility (“the Facility”). The Company is presently seeking an amendment of the Facility for certain covenants, including its Consolidated Leverage Ratio, Consolidated Fixed Charge Ratio, and the Asset Coverage Ratio, for certain periods beginning on or after June 30, 2016, the result of which could have a significant impact on our financial position and disclosure. The Company currently anticipates obtaining such amendment on or before August 15, 2016. Therefore, the Company was unable to file its Quarterly Report on Form 10-Q (including its financial statements) in a timely manner without unreasonable effort and expense.

PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Mac McConnell 713 996-4897  
(Name) (Area Code) (Telephone Number)

Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or (2) Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Sales for the three months ended June 30, 2016 decreased approximately \$67.5 million, or approximately 20.8%, to approximately \$256.2 million from \$323.7 million for the prior year’s corresponding period. Operating income for the three months ended June 30, 2016 decreased from \$14.0 million in the second quarter of 2015 to \$8.8 million for the second quarter of 2016. The decrease is primarily the result of a decline in spending by oil and gas producers and related businesses stemming from a decline in the price of oil and gas.

Sales for the six months ended June 30, 2016 decreased approximately \$155.5 million, or 23.4%, to approximately \$509.8 from \$665.3 for the prior corresponding period. Operating income for the six months ended June 30, 2016 decreased approximately \$25.2 million, or 78.7%, to \$6.8 million from \$32.1 million in the prior corresponding period. The decrease is primarily the result of a decline in spending by oil and gas producers and related businesses stemming from a decline in the price of oil and gas.

DXP ENTERPRISES, INC.

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 10, 2016 By: /s/Mac McConnell  
Mac McConnell  
Senior Vice President & CFO

