

INGRAM MICRO INC  
Form 8-K  
February 23, 2016

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 23, 2016**

**Ingram Micro Inc.**

**(Exact Name of Registrant as Specified in Charter)**

<b>Delaware</b>	<b>1-12203</b>	<b>62-1644402</b>
<b>(State or Other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(I.R.S. Employer Identification No.)</b>

**3351 Michelson Drive, Suite 100, Irvine, CA 92612**

**(Address of Principal Executive Offices and Zip Code)**

**(714) 566-1000**  
**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**  
**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 23, 2016, Ingram Micro Inc. (the “Company”) entered into a separation agreement with Paul Read. Pursuant to the separation agreement, Mr. Read’s role as President and Chief Operating Officer will end on February 26, 2016, but he will remain employed by the Company for a transition period until September 2016, during which time he will continue to receive his same base salary, benefits and equity award vesting. Following his departure in September 2016, if he signs a general release, he will be eligible to receive the following separation benefits (which will be increased to those specified in the Company’s Executive Change in Control Plan if the separation date occurs within six months before, or following, a change in control of the Company): (i) a lump sum cash separation payment equal to a multiple of his salary and target bonus (which multiple will be 1.5 or, if the Executive Change in Control Plan applies, 2.0); (ii) a pro-rated bonus for 2016; (iii) payments for health insurance coverage for 12 months; (iv) outplacement services; and (v) if the Executive Change in Control Plan applies, accelerated vesting of outstanding equity awards.



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- (3) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.
- (4) Not Applicable.
- (5) The PRSUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Committee of the Company's Board of Directors.
- (6) The PRSUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Committee of the Company's Board of Directors.

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.