

LEEDS RICHARD
Form 4/A
August 19, 2009

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 *
LEEDS RICHARD

(Last) (First) (Middle)

C/O SYSTEMAX INC.,, 11
HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYSTEMAX INC [SYX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
11/06/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					3,136,666	D	
Common Stock					2,074,433	I	by Partnership ⁽¹⁾
Common Stock					519,800	I	by partnership ⁽²⁾
Common Stock	11/04/2008		P		<u>1,153,773</u> ⁽³⁾	D	\$ 0 3,610,365 I by trusts ⁽⁴⁾
	11/04/2008		P		3,360,836	A	\$ 0 6,971,201 I by trusts ⁽⁴⁾

Common
Stock

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

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(9-02)

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 Beneficially Owned (Instr. 5)
				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

LEEDS RICHARD
C/O SYSTEMAX INC.,
11 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050

X

Chairman and CEO

Signatures

/s/ Richard Leeds by Curt Rush,
attorney-in-Fact

08/19/2009

__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).

- (1) Owned by limited partnerships of which Mr. Leeds is the direct or indirect general partner. Mr. Leeds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) Owned by a limited partnership in which Mr. Leeds retains an indirect pecuniary interest. Mr. Leeds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (3) Consists of shares distributed from the Richard Leeds 2006 GRAT, a trust for the benefit of Mr. Leeds.
- (4) Owned by trusts for the benefit of members of the reporting person's family for which the reporting person acts as trustee or co-trustee. Mr. Leeds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:

This amendment is being filed solely to add the Power of Attorney attached hereto as Exhibit 24.

Exhibit List

Exhibit 24 -- Power of Attorney

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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