SYSTEMAX INC Form SC 13G/A February 08, 2002

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 6) (1)

SYSTEMAX INC. (Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE (Title of Class of Securities)

871851 10 1 (CUSIP Number)

DECEMBER 31, 2001 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [\_] Rule 13d-1(b)
- [\_] Rule 13d-1(c)
- [X] Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 871851 10 1

13G

Page 2 of 32 Pages

<sup>(1)</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)							
	Richard I	Leeds					
2.	CHECK THE	E APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [_] (b) [X]				
3.	SEC USE C	ONLY					
4.	CITIZENSE	HIP OF	R PLACE OF ORGANIZATION				
	United St	ates					
NU	MBER OF	5.	SOLE VOTING POWER				
S	HARES		8,498,524				
BENE	FICIALLY	6.	SHARED VOTING POWER				
OW	NED BY		2,010,212				
	EACH	7.	SOLE DISPOSITIVE POWER				
RE	PORTING		8,498,524				
Р	ERSON	8.	SHARED DISPOSITIVE POWER				
	WITH		2,010,212				
9.	AGGREGATE	E AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10,508,73	36					
10.	CHECK BOX	K IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
			_1	_]			
11.	PERCENT C	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW 9				
	30.81%						
12.	TYPE OF F	REPORT	TING PERSON*				
	IN						
			*SEE INSTRUCTIONS BEFORE FILLING OUT!				

CUSIP No. 871851 10 1 13G

1.	NAME OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Richard I	leeds					
2.	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [_] (b) [X]				
3.	SEC USE C	NLY					
4.	CITIZENSH	HIP O	R PLACE OF ORGANIZATION				
	United St	ates					
NU	JMBER OF	5.	SOLE VOTING POWER				
S	SHARES		6,654,943				
BENE	CFICIALLY	6.	SHARED VOTING POWER				
OW	NED BY		2,110,212				
	EACH	7.	SOLE DISPOSITIVE POWER				
RE	PORTING		6,654,943				
F	PERSON	8.	SHARED DISPOSITIVE POWER				
	WITH		2,110,212				
9.	AGGREGATE	C AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	8,765,155	j.					
10.	CHECK BOX	X IF :	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
			]	_1			
11.	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW 9				
	25.70%						
12.	TYPE OF F	REPOR	IING PERSON*				
	IN						
			*SEE INSTRUCTIONS BEFORE FILLING OUT!				

CUSIP No. 8718	51 10 1	13G	Page 4	of 32 Pages
	EPORTING PERSO ENTIFICATION N	ONS NO. OF ABOVE PERSONS (ENTI	TIES ONLY)	
Bruce Lee	ds			
2. CHECK THE	APPROPRIATE E	30X IF A MEMBER OF A GROUE	(a)	[x]
3. SEC USE OF	NLY			
4. CITIZENSH	IP OR PLACE OF	F ORGANIZATION		
United St	ates			
NUMBER OF	5. SOLE VOI	TING POWER		
SHARES	6,654,94	11		
BENEFICIALLY	6. SHARED V	OTING POWER		
OWNED BY	2,110,21	1.2		
EACH	7. SOLE DIS	SPOSITIVE POWER		
REPORTING	6,654,94	11		
PERSON	8. SHARED D	DISPOSITIVE POWER		
WITH	2,110,21	12		
9. AGGREGATE	AMOUNT BENEFI	CIALLY OWNED BY EACH REPO	RTING PERSON	
8,765,153				
10. CHECK BOX	IF THE AGGREG	GATE AMOUNT IN ROW (9) EXC	LUDES CERTAIN SH	ARES*
				[_]
11. PERCENT O	F CLASS REPRES	SENTED BY AMOUNT IN ROW 9		
25.70%				
12. TYPE OF R	EPORTING PERSO	N/*		
IN				

\*SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 871851 10 1 13G Page 5 of 32 Pages 1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Michael Leeds CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [\_] (b) [X] 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF 5. SOLE VOTING POWER SHARES -0-BENEFICIALLY 6. SHARED VOTING POWER OWNED BY -0-7. EACH SOLE DISPOSITIVE POWER REPORTING PERSON 8. SHARED DISPOSITIVE POWER -0-WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [\_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON\*

0 응

IN

		*SEE	INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 87185	51 10	) 1	13G	Page 6 of 32 Pages
1. NAME OF REIL.R.S. IDE			SONS NO. OF ABOVE PERSONS (ENTITIES O	NLY)
Generation 11-3296824		ertners,	L.P.	
2. CHECK THE	APPR	ROPRIATE	BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [X]
3. SEC USE ON	NLY			
4. CITIZENSH: Delaware	IP OF	R PLACE (	OF ORGANIZATION	
NUMBER OF	5.	SOLE V	DTING POWER	
SHARES		1,844,	083	
BENEFICIALLY	6.	SHARED	VOTING POWER	
OWNED BY		-0-		
EACH	7.	SOLE D	ISPOSITIVE POWER	
REPORTING		1,844,	083	
PERSON	8.	SHARED	DISPOSITIVE POWER	
WITH		-0-		
9. AGGREGATE	AMOU	JNT BENE	FICIALLY OWNED BY EACH REPORTING	PERSON
1,844,083				
10. CHECK BOX	IF T	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
				[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12.	TYPE OF R	EPOR'	TING PERSON	*						
	PN									
			*SEE INS	TRUCTIO	ONS BEFOR	E FILLING	OUT!			
CUSI	P No. 8718	51 10	0 1		13G			Page 7	of 32	Pages
1.		ENTI	TING PERSON FICATION NO		BOVE PERS	DNS (ENTIT	IES ONL	Y)		
2.	CHECK THE	APPI	ROPRIATE BO	X IF A	MEMBER O	F A GROUP*		(a) (b)		
3.	SEC USE O	NLY								
4.	CITIZENSH United St		R PLACE OF	ORGANIZ	ZATION					
NUI	MBER OF	5.	SOLE VOTI	NG POWE	ER					
S	HARES		231,327							
BENE:	FICIALLY	6.	SHARED VO	TING PO	OWER					
OW	NED BY		-0-							
į	EACH	7.	SOLE DISP	OSITIVE	E POWER					
RE:	PORTING		231,327							
P	ERSON	8.	SHARED DI	SPOSIT	IVE POWER					
1	WITH		-0-							
9.	AGGREGATE	JOMA	UNT BENEFIC	IALLY (	OWNED BY	EACH REPOR	TING PE	RSON		
10.	CHECK BOX	IF 3	THE AGGREGA	TE AMOU	UNT IN RO	V (9) EXCL	UDES CE	RTAIN S	HARES*	
										[X]

11.	PERCENT O	F CL	ASS REPRESENTED BY AMOUNT IN ROW 9				
	0.67%						
12.	TYPE OF R	EPOR'	FING PERSON*				
	IN						
			*SEE INSTRUCTIONS BEFORE FILLING OUT!				
CUSI	IP No. 8718	51 10	0 1 13G	Page 8 of 32 Pages			
1.			FING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ON	LY)			
	Carol Lee	:ds					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [_] (b) [X]						
3.	SEC USE C	NLY					
4.	CITIZENSH United St		R PLACE OF ORGANIZATION				
NU	JMBER OF	5.	SOLE VOTING POWER				
5	SHARES		10,000				
BENE	EFICIALLY	6.	SHARED VOTING POWER				
OV	NED BY		-0-				
	EACH	7.	SOLE DISPOSITIVE POWER				
RE	EPORTING		10,000				
E	PERSON	8.	SHARED DISPOSITIVE POWER				
	WITH		-0-				
9.	AGGREGATE	AMO	JNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON			
	10,000						
10.	CHECK BOX	IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	ERTAIN SHARES*			

[\_]

11.	PERCENT (	OF CLA	SS REPRESENTED	BY AMOUNT IN R	OW 9		
	0.02%						
12.	TYPE OF 1	REPORI	ING PERSON*				
	IN						
			*SEE INSTRUCT	IONS BEFORE FI	LLING OUT!		
CUSI	TP No. 871	851 10	1	13G		Page 9	of 32 Pages
1.			ING PERSONS	ABOVE PERSONS	(ENTITIES ONI	ιΥ)	
	Nancy Le	eds Bı	nt				
2.	CHECK TH	E APPF	OPRIATE BOX IF A	A MEMBER OF A	GROUP*		[_] [X]
3.	SEC USE (	YLINC					
4.	CITIZENS	HIP OF	PLACE OF ORGAN	IZATION			
	United S	tates					
NU	JMBER OF	5.	SOLE VOTING PO	WER			
S	SHARES		466,812				
BENE	CFICIALLY	6.	SHARED VOTING	POWER			
OW	NED BY		3,200				
	EACH	7.	SOLE DISPOSITI	VE POWER			
RE	PORTING		466,812				
Р	ERSON	8.	SHARED DISPOSI	TIVE POWER			
	WITH		3,200				
9.	AGGREGAT	E AMOU	NT BENEFICIALLY	OWNED BY EACH	REPORTING PE	RSON	
	470,012						

10.	CHECK BOX	X IF T	HE AGGREG	ATE AMO	OUNT IN R	OW (9)	EXCLUDE	S CERTAI	N SH	HARES*	
											[_]
11.	PERCENT (	OF CLA	ASS REPRES	ENTED I	BY AMOUNT	IN RO	W 9				
	1.38%										
12.	TYPE OF I	REPORT	ING PERSC	N*							
	IN										
			*SEE IN	STRUCT	IONS BEFOR	RE FIL	LING OUT	!			
CUSI	P No. 8718	351 10	) 1		13G			Page	10	of 32	Pages
1.			ING PERSC		ABOVE PER:	SONS (	ENTITIES	ONLY)			
	Michele H							,			
	THE HELL	. (OBCIIL	7019								
2.	CHECK THE	E APPF	ROPRIATE B	OX IF A	A MEMBER (	OF A G	ROUP*				
									(a) (b)		
3.	SEC USE (	ONLY									
	0.7				T. T. T. T. C. V.						
4.			R PLACE OF	ORGAN.	IZALION						
	United St	tates									
NU	IMBER OF	5.	SOLE VOT	'ING PO	WER						
S	SHARES		2,000								
BENE	CFICIALLY	6.	SHARED V	OTING I	POWER						
OW	NED BY		2,273,11	.8							
	EACH	7.	SOLE DIS	POSITI	VE POWER						
RE	PORTING		2,000								
P	ERSON	8.	SHARED D	ISPOSI	TIVE POWE	R					
	WITH		2,273,11	.8							
9.	AGGREGATI	E AMOU	JNT BENEFI	CIALLY	OWNED BY	EACH	REPORTIN	G PERSON			

2,275,118

CHECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
			[_]
PERCENT C	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
6.67%			
TYPE OF R	EPORT	ING PERSON*	
IN			
		*CEE INCIDICATIONS DEFONE FILLING OUT!	
		"SEE INSTRUCTIONS BEFORE FILLING OUT:	
	E4 40		11 6 00 7
P No. 8/18	51 10	1 13G	Page 11 of 32 Pages
			NLY)
The Richa	rd Le	eds Irrevocable Trust	
13-703996	6		
CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_]
			(b) [X]
SEC USE C	NLY		
CITIZENSH	IP OR	PLACE OF ORGANIZATION	
New York			
MBER OF	5.	SOLE VOTING POWER	
HARES		438,557	
FICIALLY	6.	SHARED VOTING POWER	
NED BY		-0-	
NED BY EACH	7.	-0- SOLE DISPOSITIVE POWER	
	7.	·	
	TYPE OF R IN  P No. 8718  NAME OF R I.R.S. ID The Richa 13-703996  CHECK THE  SEC USE O  CITIZENSH New York  MBER OF	TYPE OF REPORT IN  P No. 871851 10  NAME OF REPORT I.R.S. IDENTIF The Richard Le 13-7039966  CHECK THE APPR  SEC USE ONLY  CITIZENSHIP OR New York  MBER OF 5.	TYPE OF REPORTING PERSON*  IN  *SEE INSTRUCTIONS BEFORE FILLING OUT!  P No. 871851 10 1 13G  NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES OF The Richard Leeds Irrevocable Trust 13-7039966  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  New York  MBER OF 5. SOLE VOTING POWER

	WITH		-0-			
9.	AGGREGATE	E AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1		
	438,557					
10.	СНЕСК ВОХ	K IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	IN SI	HARES*	
					[_]	
11.	PERCENT C	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9			
	1.28%					
12.	TYPE OF F	REPORT	ING PERSON*			
	00					
			*SEE INSTRUCTIONS BEFORE FILLING OUT!			
CUSI	IP No. 8718	351 10	1 13G Page	12	of 32 Pa	ıges
1.			ING PERSONS			
	The Rober		ds Irrevocable Trust			
2.	CHECK THE	E APPR	DPRIATE BOX IF A MEMBER OF A GROUP*			
				(a) (b)	[X]	
3.	SEC USE C	ONLY				
4.	CITIZENSH	HIP OR	PLACE OF ORGANIZATION			
	New York					
NU	JMBER OF	5.	SOLE VOTING POWER			
S	SHARES		438,557			
BENE	CFICIALLY	6.	SHARED VOTING POWER			
OW	NED BY		-0-			
	EACH	7.	SOLE DISPOSITIVE POWER			
RE	PORTING		438,557			

P	ERSON	8.	SHARED DISPO	OSITIVE POWER				
	WITH		-0-					
9.	AGGREGATE	AMOUI	NT BENEFICIA	LLY OWNED BY !	EACH REPORTING	PERSON		
	438 <b>,</b> 557							
10.	CHECK BOX	IF T	HE AGGREGATE	AMOUNT IN RO	W (9) EXCLUDES	CERTAIN	SHARES*	
								[_]
11.	PERCENT O	F CLA	SS REPRESENT	ED BY AMOUNT	IN ROW 9			
	1.28%							
12.	TYPE OF R	EPORT	ING PERSON*					
	00							
			*SEE INSTR	UCTIONS BEFOR	E FILLING OUT!			
2112		F1 10	1	1.20		D 1	2 5 20	_
CUSI	P No. 8718	51 10	Ţ	13G		Page 1	3 of 32	Pages
1.			ING PERSONS	OF ADOME DEDO	ONG /PNTTTTEG /	ONIT 3/1		
	1.K.S. ID.	ENIIF.	ICATION NO.	JE ABOVE PERS	ONS (ENTITIES (	DNLY)		
	The Bruce 13-703990		s Irrevocable	e Trust				
2.	CHECK THE	APPR	OPRIATE BOX	IF A MEMBER O	F A GROUP*			
							) [_] ) [X]	
3.	SEC USE O	NLY						
4.	CITIZENSH	IP OR	PLACE OF OR	GANIZATION				
	New York							
NU	MBER OF	5.	SOLE VOTING	POWER				
S	HARES		438,557					
BENE	CFICIALLY	6.	SHARED VOTII	NG POWER				
OW	NED BY		-0-					

	EACH	7	SOLE DISPOSITIVE POWER	
		, <b>.</b>		
RŁ	PORTING		438,557	
P	PERSON	8.	SHARED DISPOSITIVE POWER	
	WITH		-0-	
9.	AGGREGATE	JOMA	UNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
	438,557			
10.	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	ERTAIN SHARES*
				[_]
11.	PERCENT C	F CLP	ASS REPRESENTED BY AMOUNT IN ROW 9	
	1.28%			
12.	TYDE OF D	FDODT	ING PERSON*	
12.		LEURI	ING FERSON"	
	00			
			*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUCT	IP No. 8718	E1 1 <i>(</i>	) 1 13G	Dags 14 of 22 Dags
CUSI	.P NO. 0/10	31 10	7 I 13G	Page 14 of 32 Pages
1.			TING PERSONS TICATION NO. OF ABOVE PERSONS (ENTITIES ON	LY)
			ls Grantor Trust	
	11-638664	2		
2.	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_]
				(b) [X]
3.	SEC USE C	NLY		
4.	CITIZENSH	ITP OF	R PLACE OF ORGANIZATION	
•		.11 01	CIENCE OF CHAINIEM TON	
	New York			
NU	JMBER OF	5.	SOLE VOTING POWER	
S	SHARES		231,327	
BENE	EFICIALLY	6.	SHARED VOTING POWER	

OW	NED BY		-0-		
	EACH	7.	SOLE DISPOSITIVE POWER		
RE	PORTING		231,327		
P	ERSON	8.	SHARED DISPOSITIVE POWER		
	WITH		-0-		
9.	AGGREGATE	E AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING	G PERSON	
	231,327				
10.	CHECK BOX	K IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
				[_]	
11.	PERCENT (	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9		
	0.68%				
12.	TYPE OF F	REPORT	ING PERSON*		
	00				
			*SEE INSTRUCTIONS BEFORE FILLING OUT	!	
CUSI	P No. 8718	351 10	1 13G	Page 15 of 32 Page	<b>:</b> S
1.			ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES	ONLY)	
	The 1997 13-711041		rd Leeds Grantor Retained Annuity Trust	t	
2.	CHECK THE	E APPE	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [X]	
3.	SEC USE (	ONLY			
4.	CITIZENS	HIP OF	PLACE OF ORGANIZATION		_
	New York				
NU	MBER OF	5.	SOLE VOTING POWER		

5	SHARES		-0-							
BENE	CFICIALLY	6.	SHARED	VOTING	POWER					
OW	NED BY		-0-							
	EACH	7.	SOLE D	DISPOSIT	IVE POWER	₹				
RE	PORTING		-0-							
F	PERSON	8.	SHARED	DISPOS	ITIVE PO	VER				
	WITH		-0-							
9.	AGGREGATE	AMOU	INT BENE	EFICIALL	Y OWNED I	BY EACH REP	ORTING F	ERSON		
10.	CHECK BOX	IF T	THE AGGF	REGATE A	MOUNT IN	ROW (9) EX	CLUDES C	CERTAIN		_]
11.	PERCENT O	F CLA	ASS REPF	RESENTED	BY AMOUN	NT IN ROW 9	1			
12.	TYPE OF R	EPORT	ING PEF	RSON*						
			*SEE	INSTRUC	TIONS BEI	FORE FILLIN	IG OUT!			
CUSI	P No. 8718	51 10	) 1		13G			Page 1	6 of 32	Pages
1.	NAME OF R				ABOVE PI	ERSONS (ENT	TITIES ON	JLY)		
	The 1997 13-711041		t Leeds	Granto	r Retaine	ed Annuity	Trust			
2.	CHECK THE	APPF	ROPRIATE	BOX IF	A MEMBEI	R OF A GROU	IP*	(a (b		
3.	SEC USE O	NLY								
4.	CITIZENSH	IP OF	R PLACE	OF ORGA	NIZATION					
	New York									

NUMBER OF		5.	SOLE VOTING POWER		
			-0-		
BENE	CFICIALLY	6.	SHARED VOTING POWER		
OW	NED BY		-0-		
	EACH	7.	SOLE DISPOSITIVE POWER		
RE	PORTING		-0-		
P	ERSON	8.	SHARED DISPOSITIVE POWER		
	WITH		-0-		
9.	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING F	PERSON	
	-0-				
10.	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES (	CERTAIN SI	
					[_]
11.	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9		
	0.0%				
12.	TYPE OF R	EPORT	'ING PERSON*		
	00				
			*SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSI	IP No. 8718	51 10	1 13G	Page 17	of 32 Pages
1.	NAME OF R	EPORT	ING PERSONS		
	I.R.S. ID	ENTIF	CICATION NO. OF ABOVE PERSONS (ENTITIES ON	NLY)	
	The 1997 13-711040		Leeds Grantor Retained Annuity Trust		
2.	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a)	[_]
					[X]
3.	SEC USE O	NLY			
4.	CTTT7.FNCU	TP OP	PLACE OF ORGANIZATION		
± •		OI			

New York

NU	MBER OF	5.	SOLE VOT	ING POWE	IR						
S	HARES		-0-								
BENE	FICIALLY	6.	SHARED V	OTING PO	WER						
OW	NED BY		-0-								
EACH REPORTING		7.	SOLE DIS	POSITIVE	POWER						
			-0-								
Р	ERSON	8.	SHARED D	ISPOSITI	VE POWER						
	WITH		-0-								
9.	AGGREGATE	JOMA	JNT BENEFI	CIALLY O	WNED BY I	EACH REP	ORTING	PERSON			
	-0-										
10.	CHECK BOX	IF T	THE AGGREG	ATE AMOU	INT IN RO	V (9) EX	CLUDES	CERTAI	N SH	HARES	*
											L_J
11.	PERCENT O	F CLA	ASS REPRES	ENTED BY	AMOUNT :	IN ROW 9					
	0.0%										
12.	TYPE OF R	EPORI	TING PERSO	N*							
	00										
			*SEE IN	STRUCTIO	NS BEFORI	E FILLIN	G OUT!				
CUSI	P No. 8718.	51 10	) 1		13G			Page	18	of 3	2 Pages
1.	NAME OF RI		TING PERSO		OVE PERSO	ONS (ENT	ITIES (	ONLY)			
	The 1997 1		ard Leeds	Grantor	Retained	Annuity	Trust	II			
2.	CHECK THE	APPF	ROPRIATE B	OX IF A	MEMBER OI	F A GROU	P*		(a) (b)		
3.	SEC USE O	NLY									

4.	CITIZENSH	IP OR	PLACE OF ORGANIZATION	
	New York			
NUN	MBER OF	5.	SOLE VOTING POWER	
SI	HARES		269,149	
BENE	FICIALLY	6.	SHARED VOTING POWER	
OWN	NED BY		-0-	
F	EACH	7.	SOLE DISPOSITIVE POWER	
REI	PORTING		269,149	
PE	ERSON	8.	SHARED DISPOSITIVE POWER	
V	WITH		-0-	
9.	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	269,149			
1.0	CHECK BOY	TE T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
10.	CHECK DOX	IL I	HE AGGREGATE AMOUNT IN NOW (3) EXCEODES CERTAIN SHARES	
				[_]
11.	PERCENT OI	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
	0.79%			
	0.75%			
12.	TYPE OF RI	EPORT	ING PERSON*	
	00			
			*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIE	P No. 8718	51 10	1 13G Page 19 of 32	2 Pages
1.	NAME OF DI	FDORT	ING PERSONS	
Τ,			ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	The 1997 I		t Leeds Grantor Retained Annuity Trust II	
2.	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	
			(a) [_] (b) [X]	

3.	SEC USE (	YLINC							
4.	CITIZENS	HIP OF	R PLACE OF O	RGANIZATI	ON				
	New York								
NU	MBER OF	5.	SOLE VOTING	G POWER					
Ş	HARES		269,149						
BENE	FICIALLY	6.	SHARED VOT	ING POWER	t.				
OW	NED BY		-0-						
	EACH	7.	SOLE DISPO	SITIVE PO	WER				
RE	PORTING		269,149						
P	ERSON	8.	SHARED DIS	POSITIVE	POWER				
	WITH		-0-						
10.			THE AGGREGATI				CERTAIN S	HARES	S* [_]
11.	PERCENT (	OF CL <i>f</i>	ASS REPRESEN	ΓED BY ΑΜ	IOUNT IN R	OW 9			
12.	TYPE OF 1	REPORT	TING PERSON*						
			*SEE INST	RUCTIONS	BEFORE FI	LLING OUT!			
CUSI	P No. 871	851 10	) 1	1	3G		Page 20	of 3	32 Pages
1.			TING PERSONS	OF ABOVE	PERSONS	(ENTITIES C	ONLY)		
	The 1997		e Leeds Gran	tor Retai	ned Annui	ty Trust II			

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [\_]

(b) [X]

3. SEC USE	ONLY		
4. CITIZENS New York		PLACE OF ORGANIZATION	
NUMBER OF	5.	SOLE VOTING POWER	
SHARES		269,149	
BENEFICIALLY	6.	SHARED VOTING POWER	
OWNED BY		-0-	
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING		269,149	
PERSON	8.	SHARED DISPOSITIVE POWER	
WITH		-0-	
269,149  10. CHECK BO	X IF 1	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
11. PERCENT 0.79%	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
12. TYPE OF OO	REPORT	ING PERSON*	
		*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 871	851 10	1 13G	Page 21 of 32 Pages
	DENTIE	ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES C	ONLY)

2. CHECK T	HE APPI	OPRIATE BOX IF A MEMBER OF A GROUP*		[_] [X]
3. SEC USE	ONLY			
4. CITIZEN:		PLACE OF ORGANIZATION		
NUMBER OF	5.	SOLE VOTING POWER		
SHARES		235,850		
BENEFICIALLY	6.	SHARED VOTING POWER		
OWNED BY		-0-		
EACH	7.	SOLE DISPOSITIVE POWER		<del> </del>
REPORTING		235,850		
PERSON	8.	SHARED DISPOSITIVE POWER		
WITH		-0-		
9. AGGREGA 235,850	TE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING	PERSON	
10. CHECK BO	OX IF 1	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SH	ARES*
11. PERCENT 0.69%	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9		
12. TYPE OF	REPORT	ING PERSON*		
PN				
		*SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP No. 87	1851 10	1 13G	Page 22	of 32 Pages

<sup>1.</sup> NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Richard Leeds Family Irrevocable Trust 13-7084941

2.	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	[_] [X]
3.	SEC USE C	NLY			
4.	CITIZENSH	IP O	R PLACE OF ORGANIZATION		
	New York				
NU	JMBER OF	5.	SOLE VOTING POWER		
S	SHARES		50,000		
BENE	EFICIALLY	6.	SHARED VOTING POWER	-	
OV	NED BY		-0-		
	EACH	7.	SOLE DISPOSITIVE POWER		
RI	EPORTING		50,000		
F	PERSON	8.	SHARED DISPOSITIVE POWER		
	WITH		-0-		
9.	AGGREGATE	AMO	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N	
10.	CHECK BOX	IF 1	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	AIN SH	ARES*
11.	PERCENT C	F CLA	ASS REPRESENTED BY AMOUNT IN ROW 9		
	0.15%				
12.	TYPE OF R	EPOR'	TING PERSON*		
	00				
			*SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSI	IP No. 8718	51 10	) 1 13G Pag	ge 23	of 32 Pages

Page 23 of 32 Pages

1.			ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	The Robert		ds Family Irrevocable Trust	
2.	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	
				a) [_] o) [X]
3.	SEC USE ON	NLY		
4.	CITIZENSH	IP OR	PLACE OF ORGANIZATION	
	New York			
NUI	MBER OF	5.	SOLE VOTING POWER	
S	HARES		50,000	
BENE	FICIALLY	6.	SHARED VOTING POWER	
OW	NED BY		-0-	
İ	EACH	7.	SOLE DISPOSITIVE POWER	
RE:	PORTING		50,000	
P	ERSON	8.	SHARED DISPOSITIVE POWER	
	WITH		-0-	
9.	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	50,000			
10.	CHECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES*
				[_]
11.	PERCENT OF	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
	0.15%			
12.	TYPE OF RI	EPORT	ING PERSON*	
	00			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSI	IP No. 8718	51 10	1 13G	Page 24 of 32 Page
1.	I.R.S. ID The Bruce	ENTII Leed	ING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES OF	NLY)
	13-708394	3		
2.	CHECK THE	APPI	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [X]
3.	SEC USE O	NLY		
4.	CITIZENSH	IP OF	PLACE OF ORGANIZATION	
NU	JMBER OF	5.	SOLE VOTING POWER	
5	SHARES		50,000	
BENE	EFICIALLY	6.	SHARED VOTING POWER	
OW	NED BY		-0-	
	EACH	7.	SOLE DISPOSITIVE POWER	
RE	EPORTING		50,000	
F	PERSON	8.	SHARED DISPOSITIVE POWER	
	WITH		-0-	
9.	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING	PERSON
	50,000			
10.	CHECK BOX	IF 3	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	 CERTAIN SHARES*
				[_]
11.	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
	0.15%			
12.	TYPE OF R	EPORT	ING PERSON*	
	00			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Systemax Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

22 Harbor Park Drive Port Washington, NY 11050

Item 2(a). Name of Person Filing:

This statement is filed on behalf of the persons identified in Item 4 below. In accordance with Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended, each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information contained herein concerning that person, but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Item 2(b). Address of Principal Business Office, or if None, Residence:

(1) For: Richard Leeds, Robert Leeds, Bruce Leeds, Generations Partners, L.P., The Richard Leeds Irrevocable Trust, The Robert Leeds Irrevocable Trust, The Bruce Leeds Irrevocable Trust, The 1997 Richard Leeds Grantor Retained Annuity Trust, The Robert Leeds Grantor Retained Annuity Trust, The 1997 Bruce Leeds Grantor Retained Annuity Trust, The 1997 Richard Leeds Grantor Retained Annuity Trust II, The Robert Leeds Grantor Retained Annuity Trust II, The 1997 Bruce Leeds Grantor Retained Annuity Trust II, The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust and The Bruce Leeds Family Irrevocable Trust Irrevocable Trust:

Systemax Inc. 22 Harbor Park Drive Port Washington, NY 11050

(2) For: Michele Rosenberg:

Cornick Garber & Sandler LLP 630 Third Avenue 10th Floor
New York, NY 10017

(3) For: Michael Leeds and Carol Leeds:

800 South Ocean Boulevard Boca Raton, FL 33432

(4) For: Paul Leeds and The David Leeds Grantor Trust:

6141 Hollows Lane Delray Beach, FL 33484

(5) For: Nancy Leeds Bunt and GML Partners, L.P.:

320 Central Park West Apt. 10A New York, NY 10025

Item 2(c). Citizenship:

Each of the persons filing this statement is a United States citizen, a limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

Item 2(d). Title of Class of Securities:

This statement relates to the Company's Common Stock, par value \$.01 per share (the "Common Stock").

Item 2(e). CUSIP Number:

871851 10 1

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4(a), (b) and (c). Ownership.

Richard Leeds is the beneficial owner of 10,508,736 shares of Common Stock of the Company, representing 30.81% of the total number of shares outstanding as of December 31, 2001. Richard Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 8,498,524 of such shares (including 1,844,083 shares owned by Generations Partners, L.P., a limited partnership of which Richard Leeds is the general partner) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,515,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Robert Leeds is the beneficial owner of 8,765,155 shares of Common Stock of the Company, representing 25.70% of the total number of shares outstanding as of December 31, 2001. Robert Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,943 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,615,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Bruce Leeds is the beneficial owner of 8,765,153 shares of Common Stock of the Company, representing 25.70% of the total number of shares outstanding as of December 31, 2001. Bruce Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,941 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,615,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Michael Leeds is not the beneficial owner of any shares of Common Stock of the Company as of December 31, 2001.

Generations Partners, L.P. is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 1,844,083 shares of Common Stock of the Company, representing 5.41% of the total number of shares outstanding as of December 31, 2001.

Paul Leeds is the beneficial owner and has sole power to vote or to direct the vote and to dispose or direct the disposition of 231,327 shares owned by The David Leeds Grantor Trust, for which Paul Leeds acts as trustee, representing 0.67% of the total number of shares outstanding as of December 31, 2001.

Carol Leeds is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or to direct the disposition, of 10,000 shares of Common Stock of the Company, representing 0.02% of the total number of shares outstanding as of December 31, 2001.

Nancy Leeds Bunt is the beneficial owner of 470,012 shares of Common Stock of the Company, representing 1.38% of the total number of shares outstanding as of December 31, 2001. Nancy Leeds Bunt has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 466,812 of such shares (including 235,850 shares owned by GML Partners, L.P., a limited partnership of which Nancy Leeds Bunt is the general partner, and 1,000 shares as custodian for Jake Edward Bunt, and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 3,200 of such shares, all of which are held in her name in retirement and other accounts.

Michele Rosenberg is the beneficial owner of 2,275,118 shares of Common Stock of the Company, representing 6.67% of the total number of shares outstanding as of December 31, 2001. Ms. Rosenberg has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,000 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,273,118 of such shares as co-trustee for trusts for the benefit of the children of Richard Leeds, Robert Leeds and Bruce Leeds.

Each of The Richard Leeds Irrevocable Trust, The Robert Leeds Irrevocable Trust and The Bruce Leeds Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 438,557 shares of Common Stock of the Company, representing 1.28% of the total number of shares outstanding as of December 31, 2001.

The David Leeds Grantor Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 231,327 shares of Common Stock of the Company, representing 0.68% of the total number of shares outstanding as of December 31, 2001.

The 1997 Richard Leeds Grantor Retained Annuity Trust, 1997 Robert Leeds Grantor Retained Annuity Trust and 1997 Bruce Leeds Grantor Retained Annuity Trust are not the beneficial owners of any shares of Common Stock of the Company.

Each of The 1997 Richard Leeds Grantor Retained Annuity Trust II, The 1997 Robert Leeds Grantor Retained Annuity Trust II and The 1997 Bruce Leeds Grantor Retained Annuity Trust II is the beneficial owner, and has sole power to dispose or direct the disposition, of 269,147 shares of Common Stock of the Company representing 0.79% of the total number of shares outstanding as of December 31, 2001.

GML Partners, L.P. is the beneficial owner, and has the sole power to vote or to direct the vote and to dispose or to direct the disposition, of 235,850 shares of Common Stock of the Company representing 0.69% of the total number of outstanding shares as of December 31, 2001.

Each of The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust and The Bruce Leeds Family Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 50,000 shares of Common Stock of the Company, representing 0.15% of the total number of shares outstanding as of December 31, 2001.

The Company and each of the persons listed above (each, "Holder") have entered into a stockholders agreement which contains, among other things, certain restrictions with respect to the transferability of certain shares of Common Stock held by the Holders, certain provisions regarding the election of directors, certain registration rights granted by the Company with respect to certain shares held by the Holders and certain provisions which may require a Holder to transfer stock in certain circumstances.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 4 above.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

#### SIGNATURE

/s/ Richard Leeds

After reasonable inquiry and to the best of my knowledge and belief,  ${\tt I}$  certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2002

Richard Leeds
/s/ Richard Leeds
Robert Leeds
/s/ Bruce Leeds
Bruce Leeds
/s/ Michael Leeds
Michael Leeds
/s/ Paul Leeds

Paul Leeds /s/ Carol Leeds \_\_\_\_\_ Carol Leeds /s/ Nancy Leeds Bunt \_\_\_\_\_ Nancy Leeds Bunt /s/ Michele Rosenberg Michele Rosenberg GENERATIONS PARTNERS, L.P. By: /s/ Richard Leeds Richard Leeds, General Partner THE RICHARD LEEDS IRREVOCABLE TRUST By: /s/ Bruce Leeds \_\_\_\_\_ Bruce Leeds, as Trustee By: /s/ Robert Leeds Robert Leeds, as Trustee By: /s/ Michele Rosenberg \_\_\_\_\_ Michele Rosenberg, as Trustee THE ROBERT LEEDS IRREVOCABLE TRUST By: /s/ Bruce Leeds \_\_\_\_\_ Bruce Leeds, as Trustee By: /s/ Richard Leeds Richard Leeds, as Trustee By: /s/ Michele Rosenberg Michele Rosenberg, as Trustee

THE BRUCE LEEDS IRREVOCABLE TRUST

By:	/s/ Robert Leeds
	Robert Leeds, as Trustee
By:	/s/ Richard Leeds
	Richard Leeds, as Trustee
By:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee
THE	DAVID LEEDS GRANTOR TRUST
By:	/s/ Paul Leeds
	Paul Leeds, as Trustee
	1997 RICHARD LEEDS GRANTOR RETAINED NUITY TRUST
By:	/s/ Bruce Leeds
	Bruce Leeds, as Trustee
By:	/s/ Robert Leeds
	Robert Leeds, as Trustee
By:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee
THE 1997 ROBERT LEEDS GRANTOR RETAINED ANNUITY TRUST	
By:	/s/ Richard Leeds
	Richard Leeds, as Trustee
By:	/s/ Bruce Leeds
	Bruce Leeds, as Trustee
By:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee
THE	1997 BRUCE LEEDS GRANTOR RETAINED

### ANNUITY TRUST

By: /s/ Richard Leeds
Richard Leeds, as Trustee
By: /s/ Robert Leeds
Robert Leeds, as Trustee
By: /s/ Michele Rosenberg
Michele Rosenberg, as Trustee
THE 1997 RICHARD LEEDS GRANTOR RETAINED ANNUITY TRUST II
By: /s/ Bruce Leeds
Bruce Leeds, as Trustee
By: /s/ Robert Leeds
Robert Leeds, as Trustee
By: /s/ Michele Rosenberg
Michele Rosenberg, as Trustee
THE 1997 RICHARD LEEDS GRANTOR RETAINED ANNUITY TRUST
By: /s/ Bruce Leeds
Bruce Leeds, as Trustee
By: /s/ Robert Leeds
Robert Leeds, as Trustee
By: /s/ Michele Rosenberg
Michele Rosenberg, as Trustee
GML PARTNERS, L.P.
By: /s/ Nancy Leeds Bunt
Nancy Leeds Bunt, General Partner

TRUST	
Ву:	/s/ Robert Leeds
	Robert Leeds, as Trustee
Ву:	/s/ Bruce Leeds
	Bruce Leeds, as Trustee
ву:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee
THE TRUS	ROBERT LEEDS FAMILY IRREVOCABLE
Ву:	/s/ Richard Leeds
	Richard Leeds, as Trustee
Ву:	/s/ Bruce Leeds
	Bruce Leeds, as Trustee
Ву:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee
THE TRUS	BRUCE LEEDS FAMILY IRREVOCABLE T
Ву:	/s/ Richard Leeds
	Richard Leeds, as Trustee
ву:	/s/ Robert Leeds
	Robert Leeds, as Trustee
Ву:	/s/ Michele Rosenberg
	Michele Rosenberg, as Trustee

THE RICHARD LEEDS FAMILY IRREVOCABLE