

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

**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): November 10, 2016**

**INGRAM MICRO INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-12203**  
(Commission  
File Number)

**62-1644402**  
(I.R.S. Employer  
Identification No.)

**3351 Michelson Drive, Suite 100**  
**Irvine, CA 92612**  
(Address, including zip code of Registrant's principal executive offices)

**Registrant's telephone number, including area code: (714) 566-1000**

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 (see General Instruction A.2. below):

- ☐ 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))
-

**Item 1.01 Entry into a Material Definitive Agreement**

On November 10, 2016, pursuant to a letter agreement (the “Amendment”), Ingram Micro Inc. (“Ingram Micro”), Tianjin Tianhai Investment Company, Ltd. (“Tianjin Tianhai”) and GCL Acquisition, Inc. (“Merger Sub”) amended the Agreement and Plan of Merger, dated as of February 17, 2016 (the “Merger Agreement”), among Ingram Micro, Tianjin Tianhai and Merger Sub. Pursuant to the Amendment, the parties agreed to extend the First Extension (as defined in the Merger Agreement) of the End Date (as defined in the Merger Agreement) from November 13, 2016 to December 15, 2016 to allow for satisfaction of the remaining closing conditions under the Merger Agreement, including receipt of approval from China’s State Administration of Foreign Exchange (SAFE). The Merger Agreement otherwise remains in full force and effect in accordance with its terms.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as exhibit 2.1 hereto, and is incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

On November 10, 2016, Ingram Micro Inc. issued a press release announcing the extension of the End Date of the Merger Agreement to December 15, 2016 pursuant to the Amendment.

A copy of the press release relating to the foregoing is attached to this Report as Exhibit 99.1.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Item No.</b>	<b>Description</b>
2.1	Letter Agreement dated November 10, 2016 amending that certain Agreement and Plan of Merger, dated as of February 17, 2016, among Ingram Micro, Tianjin Tianhai and Merger Sub
99.1	Press release dated November 10, 2016

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**INGRAM MICRO INC.**

*(Registrant)*

Date: November 10, 2016

By: /s/ Larry C. Boyd

Name: Larry C. Boyd

Title: Executive Vice President, Secretary and General Counsel

## EXHIBIT INDEX

<b>Item No.</b>	<b>Description</b>
2.1	Letter Agreement dated November 10, 2016 amending that certain Agreement and Plan of Merger, dated as of February 17, 2016, among Ingram Micro, Tianjin Tianhai and Merger Sub
99.1	Press release dated November 10, 2016



Larry C. Boyd  
Executive Vice President, Secretary & General Counsel  
Worldwide Legal

Ingram Micro Inc.  
3351 Michelson Drive, Suite 100  
Irvine, CA 92621

Mobile +1-714-474-8739  
Direct +1-714-382-3189  
Fax +1-714-566-9370  
larry.boyd@ingrammicro.com

November 10, 2016

Tianjin Tianhai Investment Company, Ltd.  
4F, Shanghai HNA Building, 898 Puming Road  
Shanghai  
People's Republic of China  
Attention: Qiang Wu  
Facsimile No.: +86-22-5808-7380  
Email: wuqiang@hnagroup.com

**Re: Extension of First Extension; Amendment of Merger Agreement**

Ladies and Gentlemen:

Reference is made to that certain Agreement and Plan of Merger (the “**Merger Agreement**”), dated as of February 17, 2016, among Ingram Micro, Inc. (the “**Company**”), Tianjin Tianhai Investment Company, Ltd. (“**Parent**”) and GCL Acquisition, Inc. (“**Merger Sub**”). Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned thereto in the Merger Agreement.

Reference is further made to that certain notice, dated as of August 5, 2016, from the Company to Parent and acknowledged by Parent and Merger Sub, pursuant to which the Company elected to exercise the First Extension and extend the End Date under the Merger Agreement to November 13, 2016 (the “**First Extension Notice**”).

The Company, Parent and Merger Sub hereby agree that, notwithstanding anything to the contrary in the Merger Agreement or the First Extension Notice, (A) the End Date pursuant to the First Extension Notice shall be extended to December 15, 2016 and (B) Section 10.01(b)(i) of the Merger Agreement shall be deleted in its entirety and replaced with the following:

“the Merger has not been consummated on or before August 15, 2016 (as such date may be extended pursuant to the following proviso, the “**End Date**”); *provided*, that (A) if, on August 15, 2016, there is a CFIUS Investigation and/or any or all of the conditions to the Closing set forth in Section 9.01(c) or Section 9.01(d) shall not have been satisfied, but all other conditions to the Closing set forth in Article 9 shall have been satisfied or, if permissible under Applicable Law, waived by the party entitled to waive such condition (or in the case of conditions that by their terms are to be satisfied at the Closing, shall be capable of being satisfied on such date), then the End Date may be extended to December 15, 2016 if either the Company or Parent notifies Parent or the Company, as applicable, in writing prior to the initial End Date of its election to so extend the End Date (the “**First Extension**”) and (B) if either party exercises the First Extension, and on December 15, 2016, there is a CFIUS Investigation and/or any or all of the conditions to the Closing set forth in Section 9.01(c) or Section 9.01(d) shall not have been satisfied, but all other conditions to the Closing set forth in Article 9 shall have been satisfied or, if permissible under Applicable Law, waived by the party entitled to waive such condition (or in the case of conditions that by their terms are to be satisfied at the Closing, shall be capable of being satisfied on such date), then the End Date may be extended to February 11, 2017 if either the Company or Parent notifies Parent or the Company, as applicable, in writing prior to the expiration of the First Extension of its election to so further extend the End Date; *provided, further*, that the right to terminate this Agreement pursuant to this Section 10.01(b)(i) shall not be available to any party whose breach of any provision of this Agreement results in the failure of the Merger to be consummated by such time;”

---



After giving effect to this agreement, each reference in the Merger Agreement to “this Agreement”, “hereof”, “herein”, “hereunder”, “hereby” or words of like import referring to the Merger Agreement shall refer to the Merger Agreement as amended by this agreement. Notwithstanding the foregoing, all references in the Merger Agreement to “the date hereof” or “the date of this Agreement” shall refer to February 17, 2016.

The provisions of Article 11 (Miscellaneous) of the Merger Agreement shall apply *mutatis mutandis* to this agreement, and to the Merger Agreement as modified by this agreement, taken together as a single agreement, reflecting the terms as modified hereby.

Except as expressly amended hereby, the Merger Agreement shall remain in full force and effect in accordance with its terms.

This agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto. Until and unless each party has received a counterpart hereof signed by the other parties hereto, this agreement shall have no effect and no party shall have any right or obligation hereunder (whether by virtue of any other oral or written agreement or other communication).

*[The remainder of this page has been intentionally left blank; the next page is the signature page.]*

---



Larry C. Boyd  
Executive Vice President, Secretary & General Counsel  
Worldwide Legal

Ingram Micro Inc.  
3351 Michelson Drive, Suite 100  
Irvine, CA 92621

Mobile +1-714-474-8739  
Direct +1-714-382-3189  
Fax +1-714-566-9370  
larry.boyd@ingrammicro.com

Very truly yours,

INGRAM MICRO INC.

By /s/ Larry C. Boyd

Name: Larry C. Boyd  
Title: Executive Vice President, Secretary &  
General Counsel

Cc:

Weil, Gotshal & Manges LLP  
29/F Alexandra House  
18 Chater Road  
Central, Hong Kong  
Attention: Akiko Mikumo  
Charles Ching  
Facsimile No.: +852-3015-9354  
E-mail: akiko.mikumo@weil.com  
charles.ching@weil.com

Fangda Partners  
27/F, North Tower, Beijing Kerry Centre  
1 Guanghai Road, Chaoyang District  
Beijing 100020  
People's Republic of China  
Attention: Fei Qiao  
Facsimile No.: +86-10-5769-5788  
E-mail: fei.qiao@fangdalaw.com

Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
Attention: Alan Denenberg  
Stephen Salmon  
Facsimile No.: +1-650-752-3663  
E-mail: alan.denenberg@davispolk.com  
stephen.salmon@davispolk.com



Acknowledged and agreed as of the date first above written:

TIANJIN TIANHAI INVESTMENT COMPANY, LTD.

By /s/ Guo Ke  
Name: Guo Ke  
Title: Vicechairman and Chief Executive Officer

GCL ACQUISITION, INC.

By /s/ Cai Jian  
Name: Cai Jian  
Title: Director

---





**For More Information Contact:**

Damon Wright

+1 (714) 382-5013

[damon.wright@ingrammicro.com](mailto:damon.wright@ingrammicro.com)

**INGRAM MICRO ANNOUNCES EXTENSION OF END DATE OF MERGER AGREEMENT WITH TIANJIN TIANHAI; ACQUISITION OF INGRAM MICRO REMAINS ON TRACK TO CLOSE IN 2016**

IRVINE, CA -- **Nov. 10, 2016** -- Ingram Micro Inc. (NYSE: IM) today announced that the End Date by which the acquisition of Ingram Micro by Tianjin Tianhai Investment Company, Ltd. (Tianjin Tianhai) (SSE A Share: 600751 and SSE B Share: 900938), must be completed has been extended to December 15, 2016.

Following clearance last week from the Committee on Foreign Investment in the United States (CFIUS) to proceed with the transaction, the extension was made pursuant to an amendment to the merger agreement among Ingram Micro, Tianjin Tianhai and GCL Acquisition, Inc. to allow for satisfaction of the remaining closing conditions under the merger agreement, including receipt of approval from China's State Administration of Foreign Exchange (SAFE). Ingram Micro and Tianjin Tianhai continue to expect closing of the transaction to occur in 2016 as previously announced. Upon completion of the transaction, Ingram Micro will become a part of HNA Group, a Hainan-based Fortune Global 500 company.

**About HNA Group**

HNA Group is a global Fortune 500 company focused on Tourism, Logistics and Financial Services. Since its founding in 1993, HNA Group has evolved from a regional airline based on Hainan Island into a global company with over \$90 billion of assets, \$30 billion in annual revenues and an international workforce of nearly 200,000 employees, primarily across North America, Europe and Asia. HNA's Logistics business is a leader in logistics and supply chain management with capabilities in shipping and equipment manufacturing, maritime transportation, third-party payment platforms and project finance. For more information, please visit [www.hnagroup.com](http://www.hnagroup.com).

**About Tianjin Tianhai**

Tianjin Tianhai, a Shanghai Stock Exchange traded company, has grown from a traditional marine shipping company into a modern logistics company with investments and operations across a range of market segments, including logistics, supply chain management and financial services. HNA Group is Tianjin Tianhai's largest shareholder, and the company is headquartered in Tianjin, China.

**About Ingram Micro Inc.**

Ingram Micro helps businesses Realize the Promise of Technology™. It delivers a full spectrum of global technology and supply chain services to businesses around the world. Deep expertise in technology solutions, mobility, cloud, and supply chain solutions enables its business partners to operate efficiently and successfully in the markets they serve. Unrivalled agility, deep market insights and the trust and dependability that come from decades of proven relationships, set Ingram Micro apart and ahead. More at [www.ingrammicro.com](http://www.ingrammicro.com).



## Cautionary Statement for the Purpose of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

The matters in this communication that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act are based on current management expectations. Certain risks may cause such expectations to not be achieved and, in turn, may have a material adverse effect on Ingram Micro's business, financial condition and results of operations. Ingram Micro disclaims any duty to update any forward-looking statements. Important risk factors that could cause actual results to differ materially from those discussed in the forward-looking statements include, without limitation: (1) our acquisition and investment strategies may not produce the expected benefits, which may adversely affect results of operations; (2) changes in macro-economic and geopolitical conditions can affect our business and results of operations; (3) failure to retain and recruit key personnel would harm our ability to meet key objectives; (4) we are dependent on a variety of information systems, which, if not properly functioning, and available, or if we experience system security breaches, data protection breaches, or other cyber-attacks and security risks to our associates, could adversely disrupt our business and harm our reputation and net sales; (5) we operate a global business that exposes us to risks associated with conducting business in multiple jurisdictions; (6) we may become involved in intellectual property disputes that could cause us to incur substantial costs, divert the efforts of management or require us to pay substantial damages or licensing fees; (7) our failure to adequately adapt to industry changes could negatively impact our future operating results; (8) we continually experience intense competition across all markets for our products and services; (9) termination of a key supply or services agreement or a significant change in supplier terms or conditions of sale could negatively affect our operating margins, revenue or the level of capital required to fund our operations; (10) substantial defaults by our customers or the loss of significant customers could negatively impact our business, results of operations, financial condition or liquidity; (11) changes in, or interpretations of, tax rules and regulations, changes in the mix of our business amongst different tax jurisdictions, and deterioration of the performance of our business may adversely affect our effective income tax rates or operating margins and we may be required to pay additional taxes and/or tax assessments, as well as record valuation allowances relating to our deferred tax assets; (12) our goodwill and identifiable intangible assets could become impaired, which could reduce the value of our assets and reduce our net income in the year in which the write-off occurs; (13) changes in our credit rating or other market factors, such as adverse capital and credit market conditions or reductions in cash flow from operations may affect our ability to meet liquidity needs, reduce access to capital, and/or increase our costs of borrowing; (14) we cannot predict the outcome of litigation matters and other contingencies that we may be involved with from time to time; (15) our failure to comply with the requirements of environmental regulations could adversely affect our business; (16) we face a variety of risks in our reliance on third-party service companies, including shipping companies, for the delivery of our products and outsourcing arrangements; (17) changes in accounting rules could adversely affect our future operating results; (18) our quarterly results have fluctuated significantly; (19) despite its global presence, Ingram Micro may fail to proactively identify and tap into emerging markets and geographies; (20) our acquisition by Tianjin Tianhai / the HNA Group may not be timely completed, if completed at all; and (21) prior to the completion of our acquisition by Tianjin Tianhai / the HNA Group, our business experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with vendors, customers, licensees, other business partners or governmental entities, or retain key employees. We have historically instituted, and will continue to institute, changes to our strategies, operations and processes in an effort to address and mitigate risks; however, there are no assurances that Ingram Micro will be successful in these efforts. For a further discussion of significant factors to consider in connection with forward-looking statements concerning Ingram Micro, reference is made to our SEC filings, and specifically to Item 1A-Risk Factors, of our latest Annual Report on Form 10-K.

###

© 2014 Ingram Micro Inc. All rights reserved. Ingram Micro and the registered Ingram Micro logo are trademarks used under license by Ingram Micro Inc.