

**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): December 2, 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**

**(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 (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))
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**Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.**

On September 15, 2016, Ingram Micro Inc. (“Ingram Micro”) received a notice from Fidelity regarding an anticipated blackout period for the Ingram Micro 401(k) Investment Savings Plan (the “Plan”) for Plan participants with a balance in the Ingram Micro Stock Fund in connection with the anticipated closing of Ingram Micro’s previously announced acquisition by Tianjin Tianhai Investment Company, Ltd. (“Tianjin Tianhai”). Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) among Ingram Micro, Tianjin Tianhai and GCL Acquisition, Inc. (“Merger Subsidiary”), subject to the terms and conditions set forth in the Merger Agreement, Merger Subsidiary will be merged with and into Ingram Micro (the “Merger”), with Ingram Micro surviving as a wholly-owned subsidiary of Tianjin Tianhai. A description of the Merger Agreement is available under Item 1.01 of Ingram Micro’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 17, 2016 and a copy of the Merger Agreement was filed as Exhibit 2.1 to such Current Report on Form 8-K.

The blackout period is necessary in order to process the exchange of each share of common stock of Ingram Micro held in the Ingram Micro Stock Fund under the Plan into the right to receive \$38.90 in cash, at the Effective Time (as defined in the Merger Agreement) pursuant to the Merger Agreement, and to reallocate such amounts to certain Fidelity Freedom K® Funds based on the participant’s date of birth on file with Ingram Micro as sponsor of the Plan.

As a result of the foregoing, on September 19, 2016, in accordance with Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR as promulgated by the Securities and Exchange Commission, Ingram Micro sent a separate notice (“Initial Notice”) to its directors and executive officers informing them of the blackout period and certain trading prohibitions that they will be subject to during the blackout period. The Initial Notice was included as Exhibit 99.1 to a Current Report on Form 8-K filed by Ingram Micro on September 19, 2016.

As a result of the receipt of the regulatory approvals necessary to complete the Merger, on December 2, 2016, Ingram Micro is sending an updated notice (“Updated Notice”) to its directors and executive officers informing them that the blackout period began at 4 p.m. Eastern on November 28, 2016 and is expected to end during the week of December 5, 2016.

A copy of the Updated Notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Notice of Blackout Period to Directors and Executive Officers dated December 2, 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.**

By: /s/ Larry C. Boyd  
Name: Larry C. Boyd  
Title: Executive Vice President,  
Secretary and General Counsel

Date: December 2, 2016

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To: Members of the Board of Directors and Executive Officers of Ingram Micro Inc.

Date: December 2, 2016

Re: Updated Notice of Blackout Period to Directors and Executive Officers

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Pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR promulgated pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are required to notify you if restrictions are imposed on your trading in equity securities of Ingram Micro Inc. (the “**Company**”) due to the implementation of a blackout period (the “**Blackout Period**”) under the Ingram Micro 401(k) Investment Savings Plan (the “**Plan**”).

The Blackout Period is in connection with the anticipated closing of the Company’s previously announced acquisition by Tianjin Tianhai Investment Company, Ltd. (“**Tianjin Tianhai**”). Pursuant to the Agreement and Plan of Merger (the “**Merger Agreement**”) among the Company, Tianjin Tianhai and GCL Acquisition, Inc. (“**Merger Subsidiary**”), subject to the terms and conditions set forth in the Merger Agreement, Merger Subsidiary will be merged with and into the Company (the “**Merger**”), with the Company surviving as a wholly-owned subsidiary of Tianjin Tianhai. The Blackout Period is necessary in order to process the exchange of each share of common stock of the Company (the “**Company Common Stock**”) held in the Ingram Micro Stock Fund under the Plan into the right to receive \$38.90 in cash, at the Effective Time (as defined in the Merger Agreement) pursuant to the Merger Agreement, and to reallocate such amounts to certain Fidelity Freedom K® Funds based on the participant’s date of birth on file with the Company as sponsor of the Plan. As a result of regulatory approvals necessary to complete the Merger, the Blackout Period has gone into effect, as of 4 p.m. Eastern on November 28, 2016, and is expected to end during the week of December 5, 2016.

During the Blackout Period you generally may not, directly or indirectly, purchase, sell or otherwise acquire or transfer any Company Common Stock (or other Company equity securities, including derivative securities) that you may acquire or previously acquired in connection with your service or employment as a director or executive officer of the Company. These prohibitions apply to you and to members of your immediate family, family members who share your household, as well as trusts, corporations and other persons or entities whose equity ownership may be attributed to you. There is a rebuttable presumption that any Company equity securities that you purchase, sell or otherwise transfer during the Blackout Period were acquired in connection with your service or employment as a director or executive officer of the Company. These restrictions do not apply to your disposition of Company Common Stock or other Company equity or derivative securities in the Merger.

Please note that these restrictions do not apply to certain limited transactions in Company securities, which include (i) dividend reinvestments pursuant to a broad-based plan, (ii) transactions pursuant to a 10b5-1 plan that is not entered into or modified during the Blackout Period or during a time when the director or executive officer was aware of the actual or approximate beginning or end dates of the Blackout Period and (iii) certain bona fide gifts.

Given the complexity of these rules and the short period involved, you are urged to avoid any discretionary change in your beneficial ownership of the Company during the Blackout Period. Even if you think an exception applies, we ask that you not trade in any Company Common Stock or other Company equity or derivative security during the Blackout Period unless you have received permission from Larry C. Boyd, Executive Vice President, Secretary and General Counsel of the Company.

If you engage in a transaction that violates the restrictions described above, regardless of your intent in entering into such transaction, all profits realized from such transaction are subject to disgorgement and sanctions under the Exchange Act, including SEC enforcement action.

These Blackout Period restrictions are separate from, and in addition to, any other restrictions on trading Company Common Stock or other Company equity securities applicable to the Company's directors and executive officers, as may be in effect from time to time (including during the Blackout Period).

This notice will be filed with the Securities and Exchange Commission as part of a Current Report on Form 8-K.

During the Blackout Period and for a period of two years after the end date thereof, you and security holders or other interested persons may obtain, without charge, information regarding the Blackout Period, including the actual beginning and end dates of the Blackout Period, by contacting the Company's benefits department at [open.enrollment@ingrammicro.com](mailto:open.enrollment@ingrammicro.com) or c/o Ingram Micro Inc., 3351 Michelson Drive, Suite 100, Irvine, CA 92612, (714) 566-1000. Please direct inquiries about the Blackout Period, including questions and requests for pre-clearance of your transactions in equity securities of the Company, or questions regarding exempt transactions, to Larry C. Boyd, Executive Vice President, Secretary and General Counsel, Ingram Micro Inc., 3351 Michelson Drive, Suite 100, Irvine, CA 92612, (714) 566-1000.

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