FORM 11-K
(MARK ONE)
[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1998
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM $\qquad$ то $\qquad$ -.

COMMISSION FILE NUMBER:

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN (Formerly "Ingram Micro Thrift Plan")
(Full title of the plan and the address of the plan if different from that of the issuer named below)

INGRAM MICRO INC.
1600 E. ST. ANDREW PLACE SANTA ANA, CA 92705
(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

INGRAM MICRO 401(k)
INVESTMENT SAVINGS PLAN
(FORMERLY "INGRAM MICRO THRIFT PLAN")
FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

DECEMBER 31, 1998 AND 1997

# INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN 

DECEMBER 31, 1998 AND 1997
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* Supplemental information not listed above is omitted because of the absence of conditions under which it is required.

Participants and Trustees
Ingram Micro 401(k) Investment Savings Plan

We have audited the accompanying statement of net assets available for plan benefits of the Ingram Micro $401(k)$ Investment Savings Plan as of December 31, 1998 and 1997, and the related statements of changes in net assets available for plan benefits with fund information for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Ingram Micro 401(k) Investment Savings Plan as of December 31, 1998 and 1997, and the changes in its net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

## Investments at fair value

| Ingram Micro Stock Fund | \$ 46, 489, 307 | \$ 46,170,696 |
| :---: | :---: | :---: |
| The Putnam Fund for Growth and Income | 29,515, 261 | 22,650,783 |
| The George Putnam Fund of Boston | 1, 038, 043 | 199,536 |
| Putnam New Opportunities Fund | 18,120,534 | 9, 045,917 |
| Putnam S \& P 500 Index Fund | 5,738,666 | 973, 266 |
| Putnam Stable Value Fund | 9,823,930 | 6, 428, 042 |
| Putnam International Growth Fund | 4, 923,998 | 2,737,357 |
| Participant Loans | 2,965,502 |  |
| Total investments | 118,615,241 | 88,205,597 |

## Plan receivables

Company contributions Participants' contributions

Total plan receivables

Net assets available for plan benefits

118,615, 241

301, 520
480, 408

781,928
\$119, 397, 169

4, 063
2, 123
6,186
\$ $88,211,783$

The accompanying notes are an integral part of this statement.

For the Year Ended December 31, 1998


Total loans to participants
Net increase (decrease)
Net assets available for plan benefits Beginning of period

End of period

| $(187,914)$ | $(377,334)$ | $(113,607)$ | -- |  |
| :---: | :---: | :---: | :---: | :---: |
| 18,467 | 86,095 | 20,325 |  |  |
| $(169,447)$ | $(291,239)$ | $(93,282)$ |  |  |
| 4,765,400 | 3,395,888 | 2,186,641 | 775,742 | 31,185,386 |
| 973,266 | 6,428, 042 | 2,737,357 | 6,186 | 88,211,783 |
| \$5,738,666 | \$9,823,930 | \$4,923,998 | \$ 781,928 | \$119,397,169 |

The accompanying notes are an integral part of this statement.

For the Year Ended December 31, 1997


The accompanying notes are an integral part of this statement.

NOTES TO THE FINANCIAL STATEMENTS

December 31, 1998 and 1997

NOTE 1: DESCRIPTION OF THE PLAN
The following description of the Ingram Micro 401(k) Investment Savings Plan (the "Plan") provides only general information. The name of the Plan, previously known as the Ingram Micro Thrift Plan, was changed effective January 1, 1999. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

## GENERAL

The Plan is a defined contribution plan covering substantially all of the employees of Ingram Micro Inc. (the "Company") who have completed three months of eligibility service. The Plan is designed to comply with Section 401(a) of the Internal Revenue Code as a defined contribution plan and its incorporated Trust is intended to qualify as a tax-exempt trust under Section 501(a) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement and Security Act of 1974. The Plan is administered by the Company and advised by the Benefit Administrative Committee appointed by the Company. The assets of the Plan are held and invested by Putnam Fiduciary Trust Company ("Putnam"), acting as trustee, custodian and recordkeeper.

## RECEIPT OF SPLIT-OFF PLAN ASSETS

The Plan became effective on November 6, 1996 as a result of the split-off of Ingram Micro Inc. from Ingram Industries, Inc. in a tax-free reorganization. As a result of the reorganization, Ingram Micro's participant account balances were transferred out of the Ingram Industries Thrift Plan pursuant to an employee benefits agreement. A separate trust account was established at Wachovia Bank to accept the Plan's proportionate share of Ingram Industries Thrift Plan's assets. The Plan's assets were temporarily invested during a period in December 1996 to January 2, 1997, in mainly highly liquid, short-term investments in preparation for the final conversion to Putnam. The Plan was amended effective January 2, 1997 as a result of the change in plan asset custodians.

CONTRIBUTIONS AND FUNDING POLICY

Each associate who actively participates in the Plan may elect to contribute a minimum of $1 \%$ and a maximum of $15 \%$ of his or her salary to be paid to the Plan trustee. The Company will match from $50 \%$ to $100 \%$ of participant contributions up to the first $5 \%$ of annual salary depending upon the years of service. The Benefit Administrative Committee of the Company can elect to change the Company's matching contribution in future years. The Company may also make discretionary contributions under the Plan. The Company did not make any discretionary contributions to the Plan for the years ended December 31, 1998 and 1997. The maximum participant elective contributions allowed under the Plan for the periods ended December 31, 1998 and 1997 were $\$ 10,000$ and $\$ 9,500$, respectively

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 1998 and 1997

## PARTICIPATION ACCOUNTS

Each participant's account is credited with the participant's contributions and allocations of a) the Company contribution and, b) plan earnings, and charged with an allocation of certain expenses. Allocations are based on account balances.

ELIGIBILITY
Associates other than those that are employed under a collective bargaining agreement, leased, expatriates or employed on a temporary basis are eligible to enter the Plan on the first day of the month following the third month of employment with the Company.

## VESTING

Vesting in the Company's matching contribution is based on years of service. A year of vesting service is defined as any period in which a participant completes 365 days of service. The following schedule describes the vesting percentages for participants.

| Years of Service | Vested Benefit Percentage |
| :---: | :---: |
| year but less than 2 | 20\% |
| years but less than 3 | 40\% |
| years but less than 4 | 60\% |
| years but less than 5 | 80\% |
| 5 years or more | 100\% |

## LOANS

Participants may borrow the lesser of $50 \%$ of their vested account balance or $\$ 50,000$ at prime plus 1 percent, which ranged between $8.75 \%$ and $9.5 \%$ during 1998, with repayment through payroll deductions. A general loan will have a term of 5 years or less and up to 15 years will be allowed for a home loan. The loans mature over various dates starting on June 25, 1999 and ending on December 2, 2013. Participant loans are carried at the unpaid principal amount of the loans, which are estimated to approximate fair value.

## PAYMENT OF BENEFITS

Upon termination of service before the normal retirement age of 65, a participant with benefits of over $\$ 5,000$ may elect to defer distribution until normal retirement age or receive a lump sum payment equal to the vested share of the participant's account.

Upon termination of service at the normal retirement age, benefits are available based on the vested share of the participant's accounts. Benefits can also be accessed in the event of disability or death.

Additionally, the Plan allows participants to make early withdrawals for certain financial hardships. The Plan allows in service withdrawals by participants after they reach age 59 1/2. Participants electing after they reach age 59 1/2 to take in service withdrawals will be required to pay all applicable taxes on the withdrawals but will not be subject to penalty taxes for early withdrawals.

FORFEITURES

Forfeitures are used to reduce Company contributions and/or to pay costs of administering the Plan

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared on the accrual method of accounting. Administrative and other expenses are recorded as incurred. Benefits are reported when paid

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

Plan investments are included in the accompanying financial statements at fair value as determined by quoted market prices. Interest is recorded on the accrual basis and is recorded in the investment value. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

# INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN <br> NOTES TO FINANCIAL STATEMENTS (Continued) 

December 31, 1998 and 1997

## CONTRIBUTIONS

Contributions include all participant elective and employer-matching contributions accrued through year-end.

AMOUNTS DUE TERMINATED PARTICIPANTS
Amounts due terminated participants, if any, are included in net assets available for plan benefits

NOTE 3: INVESTMENTS

The Plan presents in the statement of changes in net assets available for plan benefits with fund information the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on these investments. Putnam holds the Plan's investments and executes the Plan's investment transactions. Participants can elect to invest in any of the following investment funds offered by Putnam's affiliated companies and the Company:

THE GEORGE PUTNAM FUND OF BOSTON: Seeks a balance of capital growth and current income by investing in a well-diversified portfolio composed mostly of stocks and corporate and U.S. government bonds.

THE PUTNAM FUND FOR GROWTH AND INCOME: Seeks capital growth and current income by investing mainly in attractively priced stocks of mature companies that offer long-term growth potential while also providing income

PUTNAM NEW OPPORTUNITIES FUND: Seeks to provide long-term capital appreciation by investing primarily in common stocks of companies within certain industry groups that Putnam management believes offer above-average long-term growth potential.

PUTNAM S \& P 500 INDEX FUND: Seeks a return before the assessment of fees, that closely approximates the return of the S\&P 500 Index, which is an indicator of U.S. stock market performance.

PUTNAM STABLE VALUE FUND: Seeks stability of principal by investing mainly in investment contracts issued by insurance companies, banks, and similar financial institutions. To provide liquidity, a portion of the fund's assets are invested in high-quality money market instruments.

PUTNAM INTERNATIONAL GROWTH FUND: Seeks capital appreciation by investing in a diversified portfolio of stocks of companies located mainly outside the United States

INGRAM MICRO STOCK FUND: Seeks capital appreciation by investing in Ingram Micro Inc. Class A Common Stock. Certain participants received shares of Ingram Micro Inc. stock as part of the split out of plan assets from the Ingram Industries Thrift Plan. Ingram Micro Inc. Class A Common Stock became an investment option for all participants as of January 1, 1998. No rollovers or transfers from other funds will be allowed and only $50 \%$ of employee contributions may be invested in the fund.

NOTE 4: PLAN TERMINATION

Although the Company has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become $100 \%$ vested in their accounts.

NOTE 5: TAX STATUS

The trust established under the Plan to hold the Plan's assets is designed to qualify pursuant to Section 501(a) of the Internal Revenue Code, and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has received a favorable determination letter of its tax-exempt status from the Internal Revenue Service by a letter dated November 12, 1998.

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN
ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
December 31, 1998

## Description

The George Putnam Fund of Boston
The Putnam Fund for Growth and Income
Putnam New Opportunities Fund
Putnam S\&P 500 Index Fund
Putnam International Growth Fund
Ingram Micro Stock Fund
Putnam Stable Value Fund Participant Loans *

Number of Units

57,541
1,440,472
310, 124
198,364
256, 058
1,333, 027
9, 823, 930

\$ 1, 053,296
27,724,605
14,746,599
4, 922, 748
4, 422, 191
3, 069, 158
9, 823, 930
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============

## Current Value

\$ 1, 038, 043
29,515, 261
18,120,534
5,738,666
4, 923, 998
46, 489, 307
9, 823, 930
2,965,502
\$ 118, 615, 241
=============

[^0] 2013.

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN
ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS
Series of transactions involving securities of the same issue in excess of $5 \%$ of the current value of plan assets as of January 1, 1998

1 OF 2
For the year ended December 31, 1998

| Description of Assets | Number of Transactions | Transactions Aggregate Purchase Price | Transactions Aggregate Sales Price | Transactions Aggregate Cost | $\begin{gathered} \text { Net } \\ \text { Gain (Loss) } \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
| The George Putnam Fund of Boston | 163 | \$1,549,946 |  |  |  |
| The George Putnam Fund of Boston | 222 |  | \$ 693, 211 | \$ 701,787 | \$ $(8,576)$ |
| The Putnam Fund for Growth and Income | 315 | 10,722,258 |  |  |  |
| The Putnam Fund for Growth and Income |  |  |  |  |  |
|  | 744 |  | 4,874,940 | 4,567,908 | 306,032 |
| Putnam New Opportunities Fund | 363 | 9,271,850 |  |  |  |
| Putnam New Opportunities Fund |  |  |  |  |  |
|  | 666 |  | 2,655,221 | 2,421,739 | 230,482 |
| Putnam S \& P 500 Index Fund | 316 | 5,429,587 |  |  |  |
| Putnam S \& P 500 Index Fund | 356 |  | 1,495,554 | 1,424,787 | 70,767 |
| Putnam International Growth Fund | 235 | 2,432,835 |  |  |  |
| Putnam International Growth Fund | 983 |  | 683,679 | 646,487 | 37,192 |

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN
ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS
Series of transactions involving securities of the same issue in excess of $5 \%$ of the current value of plan assets as of January 1, 1998

2 OF 2
For the year Ended December 31, 1998

| Description of Assets | Number of Transactions | Transactions Aggregate Purchase Price | Transactions Aggregate Sales Price | Transactions Aggregate Cost | $\text { Gain } \stackrel{\text { Net }}{(\text { Loss })}$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Ingram Micro Stock Fund | 108 | \$1,062,411 |  |  |  |
| Ingram Micro Stock Fund | 424 |  | \$11, 683, 409 | \$1, 067,161 | \$10, 616, 248 |
| Putnam Stable Value Fund | 464 | 9,285,895 |  |  |  |
| Putnam Stable Value Fund | 636 |  | 5,893,070 | 5,893,070 | -- |

PURSUANT TO THE REQUIREMENT OF THE SECURITIES EXCHANGE ACT OF 1934, THE TRUSTEES HAVE DULY CAUSED THIS ANNUAL REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED HEREUNTO DULY AUTHORIZED.

INGRAM MICRO 401(k) INVESTMENT SAVINGS PLAN (Formerly "Ingram Micro Thrift Plan")

BY: /s/ Matthew Sauer
NAME: Matthew Sauer, Member of the Ingram
Micro Benefit Administrative Committee

## CONSENT OF INDEPENDENT ACCOUNTANTS

We have issued our report dated June 23, 1999, accompanying the statements and schedules included in the Annual Report of Ingram Micro 401(k) Investment Savings Plan on Form 11-K for the year ended December 31, 1998. We hereby consent to the incorporation by reference of said report in the Registration Statement of Ingram Micro Inc. on Form S-8 (File No. 333-43447, effective December 30, 1997).

STEPHENS, REIDINGER \& BELLER LLP

Irvine, California
June 28, 1999


[^0]:    * A party-in-interest as defined by ERISA, interest rates ranging from 8.75\% - 9.5\%, 286 loans outstanding, maturing between June 25,1999 and December 2,

