

PROSPECTUS SUPPLEMENT NO. 12 TO  
PROSPECTUS DATED JULY 23, 1998

This filing is made pursuant  
to Rule 424(b)(3) under the  
Securities Act of 1933 in  
connection with Registration  
No. 333-58857

INGRAM MICRO INC.  
\$1,330,000,000 PRINCIPAL AMOUNT AT MATURITY OF  
ZERO COUPON CONVERTIBLE SENIOR DEBENTURES DUE 2018  
AND  
CLASS A COMMON STOCK  
ISSUABLE UPON CONVERSION THEREOF

This Prospectus Supplement relates to the resale by the holders listed below of Zero Coupon Convertible Senior Debentures due 2018 of Ingram Micro Inc. and the shares of Class A Common Stock ("Common Stock") of the Company issuable upon the conversion of the Debentures (the "Conversion Shares").

You should read this Prospectus Supplement together with the Prospectus dated July 23, 1998, which is to be delivered with this Prospectus Supplement. All capitalized terms used but not defined in this Prospectus Supplement shall have the meanings given them in the Prospectus.

The table below sets forth information as of the date hereof concerning beneficial ownership of the Debentures and Common Stock by the selling securityholders listed. All information concerning beneficial ownership has been furnished by the selling securityholders.

NAME ----	PRINCIPAL AMOUNT OF DEBENTURES THAT MAY BE SOLD -----	PERCENTAGE OF DEBENTURES OUTSTANDING -----	NUMBER OF CONVERSION SHARES THAT MAY BE SOLD (1) -----	OTHER SHARES OF COMMON STOCK HELD -----	PERCENTAGE OF COMMON STOCK OUTSTANDING (2) -----	PERCENTAGE OF COMMON EQUITY OUTSTANDING (2) (3) -----
Healthcare Underwriters Mutual Insurance Company(5) .....	\$2,000,000	*	10,990	0	*	*
Medical Liability Mutual Insurance Company(5) ...	\$65,000,000	4.9%	357,175	0	*	*
OHIC Insurance Company(5) .....	\$1,250,000	*	6,868	0	*	*

NAME ----	PERCENTAGE OF VOTING POWER OF COMMON EQUITY OUTSTANDING (2) (3) (4) -----
Healthcare Underwriters Mutual Insurance Company(5) .....	*
Medical Liability Mutual Insurance Company(5) ...	*
OHIC Insurance Company(5) .....	*

\* Less than 1%.

- (1) Assumes conversion of the full amount of Debentures held by such holder at the initial conversion rate of 5.495 shares of Common Stock per \$1,000 principal amount at maturity of Debentures; this conversion rate is subject to adjustment as described under "Description of Debentures -- Conversion of Debentures." Accordingly, the number of shares of Common Stock issuable upon conversion of the Debentures may increase or decrease from time to time. Under the terms of the Indenture, we will not issue fractional shares upon conversion of the Debentures; we will pay cash in lieu of fractional shares, if any.
- (2) Computed in accordance with Rule 13d-3(d)(i) promulgated under the Exchange Act and based upon 41,668,652 shares of Common Stock outstanding as of October 3, 1998, treating as outstanding the number of Conversion Shares shown as being issuable upon the assumed conversion by the named holder of the full amount of such holder's Debentures but not assuming the conversion of the Debentures of any other holder.
- (3) Based upon 98,854,714 shares of Class B Common Stock outstanding as of October 3, 1998. See "Description of Capital Stock" in the Prospectus.
- (4) Each share of Common Stock entitles the holder to one vote on each matter submitted to a vote of the Company's shareowners and each share of Class B Common Stock entitles the holder to ten votes on each such matter. See "Description of Capital Stock -- Common Equity -- Voting Rights" in the

Prospectus.

- (5) Represents shares over which INVESCO has sole dispositive power and voting authority as investment manager. INVESCO disclaims beneficial ownership of all such shares.

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YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER THE CAPTION "RISK FACTORS" STARTING ON PAGE 6 OF THE PROSPECTUS.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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THE DATE OF THIS PROSPECTUS SUPPLEMENT IS JANUARY 11, 1999.