#### **GERSHWIND ERIK**

Form 5

November 28, 2017

#### FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GERSHWIND ERIK** Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner \_X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 09/02/2017 President and CEO C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

### MELVILLE, NYÂ 11747

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(check applicable line)

**OMB APPROVAL** 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Tuble 1 1 (on 2011 unit of Securities Frequired, 2 is possed of, of 2010 including							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned at end	Indirect (I)	Ownership		
				(A)	of Issuer's	(Instr. 4)	(Instr. 4)		
				(A)	Fiscal Year				
				or	(Instr. 3 and 4)				
				Amount (D) Price					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	<b>Underlying Securities</b>

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired Disposed (Instr. 3, 5)	d (A) or d of (D)	(Month/Day/Year)		(Instr. 3 and	4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	Â	06/19/2017	Â	G	2,857	Â	(1)	(1)	Class A Common Stock, \$0.001 par value	2,857
Class B Common Stock	Â	06/19/2017	Â	G	Â	2,856	(1)	(1)	Class A Common Stock, \$0.001 par value	2,856
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock, \$0.001 par value	170,77

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS ROAD	ÂΧ	Â	President and CEO	Â			
MELVILLE, NY 11747							

## **Signatures**

/s/ Erik
Gershwind

\*\*Signature of Reporting Person

11/27/2017

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Class B Common Stock is convertible immediately on a one-for-one basis into shares of Class A Common Stock and does not expire.
- (2) Includes 127,405 shares of Class B Common Stock distributed to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.
- (3) Reflects aggregate distributions of 127,405 shares of Class B Common Stock to Mr. Gershwind as annuity payments from Grantor Retained Annuity Trusts of which the Reporting Person is the sole annuitant and trustee.

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- (4) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is the sole annuitant and trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.
- (5) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is a beneficiary and co-trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.