

INGRAM MICRO INC  
Form 8-K  
August 28, 2012

# 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): August 23, 2012

## INGRAM MICRO INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State of Incorporation

or organization

1-12203  
(Commission

File Number)  
1600 E. St. Andrew Place

Santa Ana, CA 92799-5125

62-1644402  
(I.R.S. Employer

Identification No.)

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(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On August 23, 2012, our Board of Directors elected Paul Read to serve as an independent member of our Board and appointed Mr. Read to serve as a member of the Audit Committee and Human Resources Committee, all effective September 1, 2012.

Mr. Read will receive compensation as a non-executive Board member pursuant to our amended and restated Compensation Policy for Members of the Board of Directors (the Policy ) and our Board of Directors Deferred Compensation Plan (the Deferred Plan ), which provide each member of our Board with cash and equity-based compensation for each calendar year of service performed as a Director and an opportunity for the Director to elect to defer such compensation. A copy of the Policy was filed with the Securities and Exchange Commission (the SEC ) on December 2, 2011 as Exhibit 10.2 under our Current Report on Form 8-K. The Deferred Plan was filed with the SEC on December 23, 2008 as Exhibit 10.2 under our Current Report on Form 8-K.

**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: August 28, 2012