

INGRAM MICRO INC  
Form 8-K  
November 15, 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):

November 15, 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

62-1644402  
(I.R.S. Employer  
Identification No.)

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Santa Ana, CA 92705

(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:

- 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.**

On November 15, 2012, Ingram Micro Inc. (the Company) announced that Paul Bay was promoted to serve as acting president of Ingram Micro North America effective immediately, as successor to Keith Bradley, whose service with the Company as senior executive vice president and president of Ingram Micro North America of the Company will end effective December 31, 2012. The Company expects that Mr. Bradley will remain for a short transition period to help ensure continuity and a seamless transition.

The Company expects to enter into a separation agreement and non-revocation of a general release of claims with Mr. Bradley, pursuant to which he will receive payments and benefits including a lump-sum cash payment of \$935,000 (representing one year of salary and target bonus), payment of any unpaid annual bonus for fiscal 2012 and continued group health care benefits through March 1, 2014.

**Item 7.01 Regulation FD Disclosure.**

A copy of the November 15, 2012 press release relating to the Company's announcement described above is attached to this Report as Exhibit 99.1.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                    |
|--------------------|---------------------------------------|
| 99.1               | Press release dated November 15, 2012 |

**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: November 15, 2012

**EXHIBIT INDEX**

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