

INGRAM MICRO INC  
Form 8-K  
August 25, 2005

---

---

**UNITED STATES  
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 24, 2005**

**INGRAM MICRO INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware (State of Incorporation or organization)</b>	<b>1-12203 (Commission File Number)</b>	<b>62-1644402 (I.R.S. Employer Identification No.)</b>
--	---	--

**1600 E. St. Andrew Place  
Santa Ana, CA 92799-5125**

**(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))
- 
-

Edgar Filing: INGRAM MICRO INC - Form 8-K

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 24, 2005, the Board of Directors of Ingram Micro Inc. ( Ingram Micro ) amended the Ingram Micro Code of Conduct (the Code of Conduct ) principally to codify Ingram Micro's long-standing Sunshine Rule by incorporating it explicitly into the Code of Conduct. The Code of Conduct, which is filed as Exhibit 14.1 to this Form 8-K, is incorporated into this Item 5.05 by reference.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit No. Description**

14.1 Ingram Micro Code of Conduct (as amended on August 24, 2005)

2

---

**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: Senior Vice President,  
Secretary and General Counsel

Date: August 25, 2005

3

---