

SED INTERNATIONAL HOLDINGS INC

Form 4

December 03, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gad Hesham M.

(Last) (First) (Middle)

C/O SED INTERNATIONAL
HOLDINGS, INC., 3505
NEWPOINT PLACE, SUITE 450

(Street)

LAWRENCEVILLE, GA 30043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SED INTERNATIONAL
HOLDINGS INC [SED]

3. Date of Earliest Transaction
(Month/Day/Year)

11/20/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/20/2013		J	18,944 (1)	D \$ 0 189,940	I	By Gad Partners Fund LP (2)
Common Stock	11/20/2013		J	25,645 (1)	D \$ 0 164,295	I	By Gad Partners Fund LP (2)
Common Stock	11/22/2013		J	19,381 (1)	D \$ 0 144,914	I	By Gad Partners Fund LP (2)

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Common Stock	11/22/2013	J	7,523 (1)	D	\$ 0	137,391	I	By Gad Partners Fund LP (2)
Common Stock						1,430,860	I	By Paragon Technologies, Inc. (2)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gad Hesham M. C/O SED INTERNATIONAL HOLDINGS, INC. 3505 NEWPOINT PLACE, SUITE 450 LAWRENCEVILLE, GA 30043	X	X	Executive Chairman	
PARAGON TECHNOLOGIES INC 600 KUEBLER ROAD EASTON, PA 18040		X		
Gad Partners Fund, LP 1698 S. MILLEDGE AVE, #6 ATHENS, GA 30605		X		

Signatures

/s/ Hesham M. Gad

12/03/2013

__Signature of Reporting Person

Date

/s/ Hesham M. Gad, Chairman of Paragon Technologies, Inc.

12/03/2013

__Signature of Reporting Person

Date

/s/ Hesham M. Gad, Managing Partner of Gad Capital Management LLC, as General Partner
of Gad Partners Fund LP

12/03/2013

__Signature of Reporting Person

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) Represents partner redemptions in Gad Partners Fund LP.

Hesham M. Gad is Chairman of the Board of Directors of Paragon Technologies, Inc. ("Paragon"), and is also currently responsible for investments in businesses and securities made by Paragon outside of its principal business activities and pursuant to its investment management program. Mr. Gad is also the Managing Partner of Gad Capital Management LLC, which is the General Partner of Gad Partners Fund LP. Gad Capital Management LLC and Gad Partners Fund LP (collectively, "Gad") own 137,391 shares of Common Stock of SED International Holdings, Inc. ("SED"), and share voting and dispositive power over those shares. As a result of these relationships, Mr. Gad may be deemed to beneficially own the shares of Common Stock of SED directly owned by Paragon and Gad.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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