

MSC INDUSTRIAL DIRECT CO INC
Form 4
October 25, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KACZKA JEFFREY

2. Issuer Name and Ticker or Trading Symbol
MSC INDUSTRIAL DIRECT CO INC [MSM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

MELVILLE, NY US 11747

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$0.001 par value	10/23/2013		A		3,057 (1) \$ 0 14,423	D	

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

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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. Amount or Number of Shares
Options (right to buy) ⁽²⁾	\$ 81.76	10/23/2013		A	23,364	⁽³⁾ 10/22/2020	Class A Common Stock, \$0.001 par value	23,364

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KACZKA JEFFREY C/O MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY US 11747			EVP and CFO	

Signatures

/s/ Jeffrey
Kaczka

10/25/2013

**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).

These shares were granted under the Issuer's 2005 Omnibus Incentive Plan, and are subject to restrictions on transfer that terminate as follows: one-half of such shares may be sold on or after October 23, 2016, an additional one-quarter may be sold on or after October 23, 2017, and an additional one-quarter may be sold on or after October 23, 2018.

(2) Represents options to purchase the Issuer's Class A Common Stock, \$0.001 par value ("Common Stock").

An option to purchase 23,364 shares of the Issuer's Common Stock was issued to the Reporting Person under the Issuer's 2005 Omnibus Incentive Plan. 5,841 shares of Common Stock become exercisable on each of October 23, 2014, October 23, 2015, October 23, 2016 and October 23, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space 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. e="1">Date

Frederic D. Fenton, Authorized signatory for John C. Rosenberg 12/20/2012**_Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P. 12/20/2012**_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) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VII, L.P., TCV VII (A), L.P., Technology Crossover Management VII, Ltd. ("Management VII"), Technology Crossover Management VII, L.P., and Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall (together with David L. Yuan, Timothy P. McAdam, and John C. Rosenberg, the "Class A Directors") on December 20, 2012.

(2) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. The Class A Directors and Management VII may be deemed to beneficially own the securities held by Member Fund, but each of the Class A Directors and Management VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.

(3) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$20.1100 to \$20.6766. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) These shares of restricted stock are directly held by Mr. Yuan. Mr. Yuan has sole dispositive power over the shares; however, TCV VII Management, L.L.C. ("TCV VII Management") owns 100% of the pecuniary interest therein and Mr. Yuan disclaims beneficial ownership of such shares. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall (the "TCV VII Management Members") are members of TCV VII Management, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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