

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): March 20, 2023

DISTRIBUTION SOLUTIONS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-10546
(Commission
File Number)

36-2229304
(I.R.S. Employer
Identification No.)

8770 W. Bryn Mawr Ave., Suite 900, Chicago, Illinois
(Address of principal executive offices)

60631
(Zip Code)

(773) 304-5050
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$1.00 par value	DSGR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

As previously disclosed, on December 29, 2021, Distribution Solutions Group, Inc., a Delaware corporation formerly known as Lawson Products, Inc. (the “**Company**”), entered into:

- an Agreement and Plan of Merger (the “**TestEquity Merger Agreement**”) by and among (i) LKCM TE Investors, LLC, a Delaware limited liability company (the “**TestEquity Equityholder**”), (ii) TestEquity Acquisition, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the TestEquity Equityholder (“**TestEquity**”), (iii) the Company and (iv) Tide Sub, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company (“**Merger Sub 1**”), pursuant to the terms and subject to the conditions of which the parties agreed, among other things, that Merger Sub 1 would merge with and into TestEquity, with TestEquity surviving the merger as a wholly-owned subsidiary of the Company; and
- an Agreement and Plan of Merger (the “**Gexpro Services Merger Agreement**”) and, together with the TestEquity Merger Agreement, the “**Merger Agreements**”) by and among (i) 301 HW Opus Investors, LLC, a Delaware limited liability company (the “**Gexpro Services Stockholder**”), (ii) 301 HW Opus Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Gexpro Services Stockholder (“**Gexpro Services**”), (iii) the Company and (iv) Gulf Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (“**Merger Sub 2**”), pursuant to the terms and subject to the conditions of which the parties agreed, among other things, that Merger Sub 2 would merge with and into Gexpro Services, with Gexpro Services surviving the merger as a wholly-owned subsidiary of the Company.

Item 3.02 Unregistered Sales of Equity Securities.

To the extent applicable, the information in the Introductory Note and Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

Item 8.01 Other Events.

On March 20, 2023, the Company issued (i) 700,000 shares of common stock, par value \$1.00 per share, of the Company (“**Common Stock**”) to TestEquity Equityholder (the “**TestEquity Holdback Shares**”) and (ii) 1,000,000 shares of Common Stock to Gexpro Services Stockholder (the “**Gexpro Services Holdback Shares**”) and, together with the TestEquity Holdback Shares, the “**Holdback Shares**”), in each case pursuant to the terms of the earnout provisions of the TestEquity Merger Agreement and Gexpro Services Merger Agreement, respectively. The Holdback Shares being issued represent the maximum number of additional shares that could be issued under the Merger Agreements, and no further shares are available for issuance, and no additional shares will be issued, in connection with the Merger Agreements. The Holdback Shares were not registered under the Securities Act of 1933, as amended (the “**Securities Act**”). Such shares were issued in reliance on an exemption from such registration requirements contained in Section 4(a)(2) of the Securities Act.

The information contained in the Introductory Note of this Current Report on Form 8-K is hereby incorporated into this Item 8.01 by reference.

SIGNATURES

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.

DISTRIBUTION SOLUTIONS GROUP, INC.
(Registrant)

Date: March 21, 2023

By: /s/ Ronald J. Knutson
Name: Ronald J. Knutson
Title: Executive Vice President, Chief Financial Officer
and Treasurer