

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)

LAWSON PRODUCTS, INC.

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share

(Title of Class of Securities)

520776105

(CUSIP Number)

September 2, 2014

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

(Continued on following pages)

1	NAMES OF REPORTING PERSONS KDI CAPITAL PARTNERS, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF DELAWARE, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 888,694 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 888,694 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 888,694 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.2% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON IA, OO (Limited Liability Company)

1	NAMES OF REPORTING PERSONS OUTSTANDING BUSINESSES LIMITED PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 153,768 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 153,768 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 153,768 shares of Common Stock Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.8% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS A FEW VALUABLE BUSINESSES PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 176,600 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 176,600 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 176,600 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.0% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS CAPITAL PARTNER INVESTMENTS PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 243,037 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 243,037 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 243,037 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.8% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS WORTHY COMPANIES LIMITED PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 54,713 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 54,713 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 54,713 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.6% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS FINANCIAL ASCENT LIMITED PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 87,521 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 87,521 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 87,521 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.0% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS FINANCIAL ASCENT TE LIMITED PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF NORTH CAROLINA, UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 114,792 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 114,792 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 114,792 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.3% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON PN (Limited Partnership)

1	NAMES OF REPORTING PERSONS JOHN M. DAY
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 55
	6 SHARED VOTING POWER 888,694 shares of Common Stock
	7 SOLE DISPOSITIVE POWER 55
	8 SHARED DISPOSITIVE POWER 888,694 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 888,749 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.2% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON IN

1	NAMES OF REPORTING PERSONS SHELDON M. FOX
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER N/A
	6 SHARED VOTING POWER 888,694 shares of Common Stock
	7 SOLE DISPOSITIVE POWER N/A
	8 SHARED DISPOSITIVE POWER 888,694 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 888,694 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.2% of the outstanding shares of Common Stock
12	TYPE OF REPORTING PERSON IN

Item 1. (a) **Name of Issuer:**
 Lawson Products, Inc. (the "Issuer")

(b) **Address of Issuer's Principal Executive Offices:**
 8770 W. Bryn Mawr Avenue, Suite 900
 Chicago, Illinois 60631

Item 2. (a) **Name of Persons Filing:**
 KDI Capital Partners, LLC
 Outstanding Businesses Limited Partnership
 A Few Valuable Businesses Partnership
 Capital Partner Investments Partnership
 Worthy Companies Limited Partnership
 Financial Ascent Limited Partnership
 Financial Ascent TE Limited Partnership
 John M. Day
 Sheldon M. Fox

(b) **Address of Principal Business Office or, if None, Residence:**
 For all persons filing:
 4101 Lake Boone Trail, Suite 218
 Raleigh, NC 27607

(c) **Citizenship:**
 KDI Capital Partners, LLC is a North Carolina limited liability company
 A Few Valuable Businesses Partnership, Capital Partner Investments Partnership, Worthy Companies Limited Partnership, Financial Ascent Limited Partnership, Outstanding Businesses Limited Partnership and Financial Ascent TE Limited Partnership (collectively, the "Partnerships") are all limited partnerships formed in the state of North Carolina
 Mr. Day and Mr. Fox are United States citizens

(d) **Title of Class of Securities:**
 Common Stock

(e) **CUSIP Number:**
 520776105

Item 3. **If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**
 Not applicable. Filed pursuant to Rule 13d-1(c).

Item 4. **Ownership.**

		KDI Capital Partners, LLC	Outstanding Businesses Limited Partnership	A Few Valuable Businesses Partnership	Capital Partner Investments Partnership	Worthy Companies Limited Partnership	Financial Ascent Limited Partnership	Financial Ascent TE Limited Partnership	John M. Day	Sheldon M. Fox
(a)	Amount Beneficially Owned:	888,694	153,768	176,600	243,037	54,713	87,521	114,792	888,749	888,694
(b)	Percent of Class:	10.2%	1.8%	2.0%	2.8%	0.6%	1.0%	1.3%	10.2%	10.2%
(c)	Number of Shares to Which Reporting Person Has:									
(i)	Sole Voting Power:	N/A	N/A	N/A	N/A	N/A	N/A	N/A	55	N/A
(ii)	Shared Voting Power:	888,694	153,768	176,600	243,037	54,713	87,521	114,792	888,694	888,694
(iii)	Sole Dispositive Power:	N/A	N/A	N/A	N/A	N/A	N/A	N/A	55	N/A
(iv)	Shared Dispositive Power:	888,694	153,768	176,600	243,037	54,713	87,521	114,792	888,694	888,694

The reported shares are the Issuer's common stock.

888,694 of the reported shares are owned by investment advisory clients of KDI Capital Partners, LLC ("KDI"). As reflected above, each of the Partnerships directly owns shares of the Issuer (of these 888,694 shares, 830,431 shares are owned in the aggregate by the Partnerships, and are owned by separate accounts managed by KDI.). KDI is the investment advisor and general partner of each of the Partnerships. Other separately managed account clients also own, in the aggregate, 58,263 shares of the Issuer (including separate accounts owned by Messrs. Day and Fox, certain of their family members and personnel of KDI); however, in the aggregate, these accounts amount to less than 1% of the outstanding shares of the Issuer. As investment advisor to all of these accounts (and as investment advisor and general partner of the Partnerships), KDI could be deemed to be an indirect beneficial owner of 888,694 of the reported shares by virtue of its voting and dispositive power over these shares.

John M. Day and Sheldon M. Fox are the managing members and principal owners of KDI, and could be deemed to share such indirect beneficial ownership with KDI. Mr. Day also owns 55 shares of the Issuer's common stock in a separate account that is not managed by KDI.

This amendment to Schedule 13G (the "Amendment") is being filed to reflect purchases of the Issuer's securities for KDI's clients on September 2, 2014, which is the first date on which KDI could have been deemed to be the indirect beneficial owner of more than 10% of the Issuer's common stock. The Amendment also amends previous filings made by KDI and Messrs. Day and Fox by adding the Partnerships as reporting persons.

Item 5. **Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. **Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

Item 8. **Identification and Classification of Members of the Group.**

Not applicable.



Item 9. **Notice of Dissolution of Group.**

Not applicable.

Item 10. **Certification.**

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit 1

Joint Filing Agreement dated September 12, 2014, among KDI Capital Partners, LLC, the Partnerships, John M. Day and Sheldon M. Fox.

Exhibit 2

Power of attorney granted by John M. Day to Sheldon M. Fox

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: September 12, 2014

KDI CAPITAL PARTNERS, LLC

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

A FEW VALUABLE BUSINESSES PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

CAPITAL PARTNER INVESTMENTS PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

WORTHY COMPANIES LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

FINANCIAL ASCENT LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

OUTSTANDING BUSINESSES LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

FINANCIAL ASCENT TE LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox
Name: Sheldon M. Fox
Title: Managing Member

/s/ Sheldon M. Fox*
John M. Day

/s/ Sheldon M. Fox
Sheldon M. Fox

* By /s/ Sheldon M. Fox
Sheldon M. Fox
Attorney-in-fact

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Lawson Products, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement as of September 12, 2014.

KDI CAPITAL PARTNERS, LLC

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

A FEW VALUABLE BUSINESSES PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

CAPITAL PARTNER INVESTMENTS PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

WORTHY COMPANIES LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

FINANCIAL ASCENT LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

OUTSTANDING BUSINESSES LIMITED
PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

FINANCIAL ASCENT TE LIMITED PARTNERSHIP

By: KDI Capital Partners, LLC, General Partner

By: /s/ Sheldon M. Fox

Name: Sheldon M. Fox

Title: Managing Member

/s/ Sheldon M. Fox*

John M. Day

/s/ Sheldon M. Fox

Sheldon M. Fox

* By /s/ Sheldon M. Fox

Sheldon M. Fox

Attorney-in-fact

POWER OF ATTORNEY

The undersigned hereby appoints Sheldon M. Fox as the undersigned's true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, any amendments to any of the foregoing and any related documentation that may be required to be filed by the undersigned with respect to securities of Lawson Products, Inc. ("Lawson") that are beneficially owned by the undersigned, as a result of the undersigned's role as an owner and managing member of KDI Capital Partners, LLC. The undersigned grants unto said attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13, Section 14 or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect through September 18, 2014, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 11th day of September 2014.

/s/ John M. Day

John M. Day