

MSC INDUSTRIAL DIRECT CO INC

Form 8-K

October 28, 2014

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): **October 27, 2014**

**MSC Industrial Direct Co., Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**New York**

**1-14130**

**11-3289165**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

**75 Maxess Road, Melville, New York 11747**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(516) 812-2000**

**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))

## **ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On October 28, 2014, MSC Industrial Direct Co., Inc. (the “Company”) issued a press release announcing financial results for its fiscal 2014 fourth quarter and fiscal year ended August 30, 2014. A copy of the press release is furnished with this report as Exhibit 99.1.

The information in this Current Report on Form 8-K and the Exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

## **ITEM 8.01 OTHER EVENTS**

On October 27, 2014, the Company issued a press release announcing that its Board of Directors has declared a special cash dividend of \$3.00 per share on the common stock of the Company. A copy of the press release is attached as Exhibit 99.2 and is incorporated by reference herein.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d)Exhibits:

99.1 Press Release, dated October 28, 2014, issued by MSC Industrial Direct Co., Inc.

99.2 Press Release, dated October 27, 2014, issued by MSC Industrial Direct Co., Inc.

**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.

**MSC INDUSTRIAL DIRECT CO., INC.**

Date: October 28, 2014 By: /s/ Jeffrey Kaczka

Name: Jeffrey Kaczka

Title: Executive Vice President and Chief Financial Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated October 28, 2014, issued by MSC Industrial Direct Co., Inc.
99.2	Press Release, dated October 27, 2014, issued by MSC Industrial Direct Co., Inc.

-4-