

MSC INDUSTRIAL DIRECT CO INC
Form SC 13G
March 13, 2018

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

SCHEDULE 13G
(Rule 13d-102)

**Information
Statement
Pursuant to
Rules 13d-1 and
13d-2
Under the
Securities
Exchange Act of
1934
(Amendment No.
___)***

MSC Industrial
Direct Co., Inc.
(Name of Issuer)

Class A common
stock, par value
\$0.001 per share
(Title of Class of
Securities)

553530106
(CUSIP Number)

March 12, 2018
Date of Event
Which Requires

Filing of the
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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Ashler Capital LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

2,283,346 shares

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. 5.1%¹

12. TYPE OF REPORTING PERSON
IA; OO

The percentages reported in this Schedule 13G are based upon 45,054,928 Class A common shares outstanding as of 1December 27, 2017 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on January 10, 2018).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Citadel Advisors Holdings LP

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

2,286,488 shares

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. **5.1%**

12. TYPE OF REPORTING PERSON
PN; HC

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Citadel GP LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

2,286,488 shares

EACH

REPORTING

PERSON SOLE DISPOSITIVE POWER

7.
WITH 0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON

OO; HC

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Kenneth Griffin

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

U.S. Citizen

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

2,349,212 shares

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. 5.2%

12. TYPE OF REPORTING PERSON
IN; HC

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Item 1(a)	Name of Issuer
MSC Industrial Direct Co., Inc.	

Item 1(b) **Address of Issuer's Principal Executive Offices**
75 Maxess Road, Melville, New York 11747

Name of Person Filing

Item 2(a) This Schedule 13G is being jointly filed by Ashler Capital LLC ("AC"), Citadel Advisors Holdings LP ("CAH"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with AC, CAH and CGP, the "Reporting Persons") with respect to Class A common stock (and options to purchase such stock) of the above-named issuer owned by Ashler Capital Master Fund Ltd., a Cayman Islands limited company ("ACM"), Citadel Multi-Strategy Equities Master Fund Ltd., a Cayman Islands limited company ("CM"), Citadel Global Equities Master Fund Ltd., a Cayman Islands limited company ("CG"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

AC is the portfolio manager for ACM. Citadel Advisors LLC, a Delaware limited liability company ("Citadel Advisors"), is the portfolio manager for CM and CG. CAH is the sole member of AC and Citadel Advisors. CGP is the general partner of CAH. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. Citadel Securities GP LLC, a Delaware limited liability company ("CSGP"), is the general partner of CALC3. Mr. Griffin is the President and Chief Executive Officer of CGP, and owns a controlling interest in CGP and CSGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

Item 2(b) **Address of Principal Business Office**
The address of the principal business office of each of the Reporting Persons is 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

Item 2(c) **Citizenship**
Each of AC and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

Item 2(d) Title of Class of Securities

Class A common stock, \$0.001 par value

Item 2(e) CUSIP Number

553530106

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Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

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Item 4 Ownership

A. Ashler Capital LLC

(a) AC may be deemed to beneficially own 2,283,346 shares of Class A common stock.

(b) The number of shares AC may be deemed to beneficially own constitutes approximately 5.1% of the Class A common stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,283,346

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 2,283,346

B. Citadel Advisors Holdings LP and Citadel GP LLC

(a) Each of CAH and CGP may be deemed to beneficially own 2,286,488 shares of Class A common stock.

(b) The number of shares that each of CAH and CGP may be deemed to beneficially own constitutes approximately 5.1% of the Class A common stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

- (ii) shared power to vote or to direct the vote: 2,286,488
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 2,286,488

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C. Kenneth Griffin

(a) Mr. Griffin may be deemed to beneficially own 2,349,212 shares of Class A common stock.

(b) The number of shares that Mr. Griffin may be deemed to beneficially own constitutes approximately 5.2% of the Class A common stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,349,212

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 2,349,212

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 5 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

See Item 2 above

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9

Notice of Dissolution of Group

Not Applicable

Certification

**Item
10**

By signing below I certify that, to the best of my 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.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of March, 2018.

ASHLER CAPITAL LLC

CITADEL ADVISORS HOLDINGS LP

By: /s/ David Glockner

By: /s/ David Glockner

David Glockner, Authorized Signatory David Glockner, Authorized Signatory

CITADEL GP LLC

KENNETH GRIFFIN

By: /s/ David Glockner

By: /s/ David Glockner

David Glockner, Authorized Signatory David Glockner, attorney-in-fact*

David Glockner is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for Roku, Inc. on January 17, 2018.