

MSC INDUSTRIAL DIRECT CO INC  
Form 8-K  
August 09, 2004

**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): **August 2, 2004**

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

(Exact name of registrant as specified in its charter)

**New York**

(State or other jurisdiction of  
incorporation)

**1-14130**

(Commission File Number)

**11-3289165**

(IRS Employer Identification No.)

**75 Maxess Road**

**Melville, NY**

(Address of Principal Executive  
Offices)

**11747**

(Zip Code)

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



**ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE**

On August 2, 2004, MSC Industrial Direct Co., Inc. (the Company), entered into three separate Purchase Agreements with Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and the selling shareholder or shareholders, as applicable, named therein, dated as of August 2, 2004 (collectively, the Purchase Agreements), with respect to the offering by such selling shareholders of an aggregate of 396,000 shares of the Company's class A common stock, par value \$.001 per share, pursuant to three effective registration statements on Form S-8 (Registration No. 333-03256, Registration No. 333-46273, and Registration No. 333-84124), as amended and supplemented by final prospectus supplements dated July 29, 2004, previously filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) of the Securities Act of 1933, as amended and prospectus supplements dated August 2, 2004, previously filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) of the Securities Act of 1933, as amended. The Purchase Agreements are attached as Exhibit 1.1, Exhibit 1.2 and Exhibit 1.3 hereto and are incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS**

- (c) Exhibits.
- 1.1 Purchase Agreement dated August 2, 2004.
- 1.2 Purchase Agreement dated August 2, 2004.
- 1.3 Purchase Agreement dated August 2, 2004.

**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.

By: /s/ Mitchell Jacobson  
Name: Mitchell Jacobson  
Title: Chief Executive Officer

Date: August 9, 2004