

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KDI CAPITAL PARTNERS LLC</u> (Last) (First) (Middle) <u>4101 LAKE BOONE TRAIL</u> <u>SUITE 218</u> (Street) <u>RALEIGH NC 27607</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LAWSON PRODUCTS INC/NEW/DE/ [LAWS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/26/2015</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/01/2014		J	0	D	\$22.29	0	I	See Footnotes ⁽¹⁾ (2)(3)(4)
Common Stock	11/03/2014		J	0	D	\$24.08	0	I	See Footnotes ⁽¹⁾ (2)(3)(5)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This Form 5 amends and restates in its entirety the Form 5 previously filed on January 26, 2015. This Form 5 relates to KDI Capital Partners, LLC ("KDI") for itself and in its capacity as the investment manager and general partner of certain private partnership clients identified below which owns shares of common stock of the Issuer and in its capacity as the investment advisor to certain separately managed account clients. KDI may be deemed to beneficially own all shares owned by such private partnership clients for certain purposes. In the aggregate, such shares (along with shares that are owned directly by KDI and personally by certain affiliates of KDI) exceed ten percent of the Issuer's outstanding common stock, and thus may subject KDI to the reporting requirements of Section 16 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- However, KDI's economic interest in the shares that are owned by such private partnership clients is limited to KDI's pecuniary interest in each such client, and no such client has an economic interest in the shares that are owned by other KDI clients. As a result, the ownership of the shares of the Issuer's common stock is reported separately with respect to each such private partnership client of KDI. Each calculation of pecuniary interest has been rounded and reflects KDI's pecuniary interest as of the date of this form. Additional footnote disclosure is made below with respect to each ownership situation.
- Pursuant to Rule 16(a)-(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.
- These shares are owned directly by Outstanding Businesses Limited Partnership ("OB LP"), a private partnership client of KDI of which KDI is the general partner. This transaction was a redemption in kind from OB LP to a limited partner. There was no change to KDI's pecuniary interest as a result of this transaction.
- These shares are owned directly by Financial Ascent Limited Partnership ("FA LP"), a private partnership client of KDI of which KDI is the general partner. This transaction was a redemption in kind from FA LP to a separately managed account of a limited partner. There was no change to KDI's pecuniary interest as a result of this transaction. KDI disclaims any pecuniary interest in shares owned by such separately managed account client.

/s/ Sheldon M. Fox, Manager of KDI Capital Partners, LLC 06/17/2015
/s/ Sheldon M. Fox 06/17/2015
/s/ Sheldon M. Fox, as Attorney-in-Fact for John M. Day 06/17/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.