

INGRAM MICRO INC  
Form 8-K  
October 27, 2011

**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, 2011

**INGRAM MICRO INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**  
(State of Incorporation or organization)

**1-12203**  
(Commission File Number)  
**1600 E. St. Andrew Place**

**62-1644402**  
(I.R.S. Employer Identification No.)

**Santa Ana, CA 92705**

**(Address, including zip code of Registrant's principal executive offices)**

**Registrant's telephone number, including area code: (714) 566-1000**

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)

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- .. 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 27, 2011, Ingram Micro Inc. (the Company or Ingram Micro ) issued a press release reporting financial results for the fiscal third quarter that ended October 1, 2011. The press release and the related financial schedules are attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information included herein and in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing, nor shall it be deemed to form a part of the Company s public disclosure in the United States or otherwise.

**GAAP to Non-GAAP Reconciliation**

The Company s net income and related earnings per share for the thirteen and thirty-nine weeks ended October 1, 2011 are prepared in accordance with generally accepted accounting principles ( GAAP ) but for comparative purposes, discussion of net income and earnings per share for the thirteen and thirty-nine weeks ended October 1, 2011 are accompanied by adjusted net income and earnings per share financial measures that are not prepared in conformity with GAAP.

These non-GAAP disclosures exclude certain adjustments, which are included in net income and earnings per share on a GAAP basis, relating to the following:

**Valuation allowance associated with Ingram Micro s Brazilian deferred tax assets.** A non-cash valuation allowance of \$24.8 million has been recorded against the Company s deferred tax assets in Brazil, driven by the continuing losses generated in that business unit.

**Loss associated with termination of an interest rate swap agreement.** As reported in the Current Report on Form 8-K filed September 29, 2011, in connection with the repayment and termination of the Company s term loan and \$275 million revolving senior unsecured credit facility and the implementation of a new five-year \$750 million revolving senior unsecured credit facility, the Company also terminated an interest rate swap agreement relating to \$175 million of principal amount remaining on the term loan. Ingram Micro recognized a loss of \$5.6 million (or approximately \$4 million net of tax) for the thirteen and thirty-nine weeks ended October 1, 2011 as a result of such termination of the interest rate swap agreement.

The Company's decision to use the net income and earnings per share measures on a non-GAAP basis, which exclude the charges noted above, is based on Ingram Micro's determination that these costs are not expected to recur. Therefore, their inclusion may distort historical trends.

The Company uses the non-GAAP net income and earnings per share measures along with the related GAAP measures to conduct and measure its business against internally developed objectives and evaluate the performance of its consolidated operations. Ingram Micro believes these non-GAAP measures are useful information to investors because they provide a meaningful comparison to prior periods and the analysts' own financial models, which may exclude the impacts of these items.

A material limitation associated with the use of these non-GAAP measures as compared to the GAAP measures of net income and earnings per share is that they may not be comparable to other companies with similar excluded items who present related charges differently. To compensate for these limitations, the Company believes that it is appropriate to consider net income and earnings per share determined under GAAP as well as on a non-GAAP basis. In this regard, the non-GAAP measures should be considered as a supplement to, and not as a substitute for or superior to, the corresponding measure calculated in accordance with GAAP.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                   |
|--------------------|--------------------------------------|
| 99.1               | Press release dated October 27, 2011 |

**SIGNATURE**

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.

**INGRAM MICRO INC.**

By: /s/ Larry C. Boyd

Name: Larry C. Boyd

Title: Executive Vice President, Secretary and General Counsel

Date: October 27, 2011

**EXHIBIT INDEX**

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