

TECH DATA CORP  
Form 424B3  
July 26, 2002

Prospectus Supplement No. 5 dated July 26, 2002  
to Prospectus dated June 6, 2002

**\$290,000,000**

**Tech Data Corporation**  
**2% Convertible Subordinated Debentures Due 2021**  
**and**  
**The Common Stock Issuable Upon Conversion Thereof**

This prospectus supplement relates to the accompanying prospectus dated June 6, 2002 relating to the offer and sale from time to time of up to \$290,000,000 principal amount of 2% convertible subordinated debentures due 2021 of Tech Data Corporation and the shares of our common stock issuable upon conversion of the debentures. The Selling Security Holders section of the accompanying prospectus is hereby supplemented to include the information provided below in the tables appearing in the Selling Security Holders section of this prospectus supplement with respect to entities not previously listed in the accompanying prospectus, or any other amendments or supplements thereto and, as indicated, to supercede the information previously included in the table appearing in the Selling Security Holders section of the accompanying prospectus, or any other amendments or supplements thereto.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the accompanying prospectus dated June 6, 2002 and all other amendments or supplements thereto. The terms of the debentures are set forth in the accompanying prospectus dated June 6, 2002.

Selling security holders listed in the Selling Security Holders section of this prospectus supplement and any other amendments or supplements thereto may offer and sell the debentures and the shares of common stock issuable upon conversion of the debentures pursuant to this prospectus supplement, the accompanying prospectus, and any other amendments or supplements thereto. Our registration of the debentures and the shares of common stock issuable upon conversion of the debentures does not necessarily mean that the selling security holders will sell all or any of the debentures or the shares of common stock.

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**SELLING SECURITY HOLDERS**

The information set forth in the tables below is based on the information provided to us regarding the selling security holders listed on the tables in the Selling Security Holders section of the accompanying prospectus dated June 6, 2002.

Name (1)	Principal Amount of Debentures Owned Before Offering and That May Be Sold	Percentage of Debentures Outstanding	Number of Shares of Common Stock That May Be Sold (2) (3)
Banc of America Securities LLC(5)	\$2,000,000	0.7%	33,599
Continental Assurance Co. on behalf of its Separate A/C (E)	1,000,000		16,800
Continental Casualty Company	5,500,000	1.8	92,398
RCG Multi Strategy, L.P.	2,850,000	1.0	47,879

(5) This selling security holder has identified itself as a registered broker-dealer and, accordingly, as an underwriter. Please see Plan of Distribution for required disclosure regarding this selling security holder.

The selling security holders listed below advised us that they are nonpublic business entities and have identified to us the following persons or entities having voting and investment control over the debentures and underlying shares of common stock set forth above in the selling security holders table.

Selling Security Holder	Person or Entity Having Voting and Investment Control
Continental Assurance Co. on behalf of its Separate A/C (E)	Marilou R. McGirr
Continental Casualty Company	Marilou R. McGirr
RCG Multi Strategy, L.P.	Alex Adair

We refer you to the Selling Security Holders section of the accompanying prospectus dated June 6, 2002 for additional information.