

DXP ENTERPRISES INC

Form 8-K/A

April 16, 2014

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

Form 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): April 4, 2014

Commission file number 0-21513

DXP Enterprises, Inc.  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation or organization)

76-0509661  
(I.R.S. Employer Identification Number)

7272 Pinemont, Houston, Texas 77040  
(Address of principal executive offices)

(713) 996-4700  
Registrant's telephone number, including area code:

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)
- 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))

EXPLANATORY NOTE

On April 4, 2014, DXP Enterprises, Inc. (the "Company") filed a Current Report on Form 8-K (the "Report") with the Securities and Exchange Commission to report a change in the Registrant's certifying accountant. This Amendment No. 1 to the Current Report on Form 8-K/A (the "Amendment") amends Item 4.01 of the Report to amend the subsequent interim period through March 11, 2014 to April 4, 2014, the date the Company engaged the new certifying accountant.

ITEM 4.01 CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On April 4, 2014, after an extensive evaluation process of several independent registered public accounting firms, DXP the Company engaged Grant Thornton LLP (“Grant Thornton”) to serve as its independent registered public accounting firm for fiscal 2014, replacing Hein & Associates LLP (“Hein”). The selection effectively dismisses Hein as the Company’s independent registered public accounting firm. The change in accountants was approved by the Company’s Audit Committee and did not result from any dissatisfaction with the quality of professional services rendered by Hein.

The audit reports of Hein on the consolidated financial statements of the Company as of and for the years ended December 31, 2013 and 2012 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. The audit reports of Hein on the effectiveness of internal control over financial reporting as of December 31, 2013 and 2012 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audit of the Company’s financial statements for the fiscal years ended December 31, 2013 and December 31, 2012 and the subsequent interim period through April 4, 2014, (i) there were no disagreements with Hein on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to Hein’s satisfaction, would have caused Hein to make reference in connection with its opinion to the subject matter of the disagreement, and (ii) there were no “reportable events,” as defined in Item 304(a)(1)(v) of Regulation S-K.

Attached as Exhibit 16.1 is a copy of Hein’s letter addressed to the SEC relating to the statements made by the Company in this Amendment.

During the Company’s two most recent fiscal years and in the subsequent interim period prior to April 4, 2014, the Company did not consult with Grant Thornton regarding (i) the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on the Company’s consolidated financial statements and no written or oral advice was provided by Grant Thornton that was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue or (ii) any matter that was either the subject of a disagreement or event, as set forth in Item 304(a)(1)(iv) or Item 304(a)(1)(v) of Regulation S-K.

#### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The following exhibits are included herein:

16.1 Letter of Hein & Associates LLP to the SEC dated April 16, 2014

#### 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, thereunto duly authorized.

DXP ENTERPRISES, INC.  
(Registrant)

By: /s/Mac McConnell  
Mac McConnell  
Senior Vice President/Finance and Chief Financial Officer

Dated: April 16, 2014

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