

SCANSOURCE INC  
Form 10-K/A  
January 31, 2014

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

**FORM 10-K/A**  
**(Amendment No. 1)**

**(Mark One)**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended June 30, 2013**

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Commission File Number: 000-26926**

**ScanSource, Inc.**

**(Exact name of registrant as specified in its charter)**

**SOUTH CAROLINA**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**57-0965380**  
**(I.R.S. Employer**  
**Identification No.)**

**6 Logue Court**

**Greenville, South Carolina, 29615**

**(Address of principal executive offices)**

**(864) 288-2432**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post to such files. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 22, 2013
Common Stock, no par value per share	28,070,326 shares

### **EXPLANATORY NOTE**

This Amendment No. 1 to Form 10-K (this Amendment ) amends the Annual Report on Form 10-K for the fiscal year ended June 30, 2013, originally filed on August 26, 2013 (the Original 10-K ), of ScanSource, Inc. (the Company ). The Company is filing this Amendment to replace Exhibit 10.38 to include certain portions of the Exhibit that had previously been omitted or redacted pursuant to a request for confidential treatment. This Amendment provides a revised redacted version of Exhibit 10.38.

This Amendment should be read in conjunction with the Original 10-K and the Company's other filings made with the Securities and Exchange Commission subsequent to the filing of the Original 10-K on August 26, 2013. The Original 10-K has not been amended or updated to reflect events occurring after August 26, 2013, except as specifically set forth in this Amendment.

### **PART IV.**

#### **ITEM 15. Exhibits and Financial Statement Schedules.**

(b) *Exhibits.* See Exhibit Index.

**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.

ScanSource, Inc.

/s/ MICHAEL L. BAUR

Michael L. Baur

Chief Executive Officer

Date: January 31, 2014

(Principal Executive Officer)

/s/ CHARLES A. MATHIS

Charles A. Mathis

Chief Financial Officer

Date: January 31, 2014

(Principal Financial Officer)

/s/ GERALD LYONS

Gerald Lyons

Senior Vice President of Finance and Principal Accounting Officer

Date: January 31, 2014

(Principal Accounting Officer)

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Period Ending</b>	<b>Exhibit</b>	<b>Filing Date</b>
2.1	Share Purchase and Sale Agreement by and among ScanSource DO Brasil Participacoes LTDA as Buyer, Alexandre Machado De Campos Conde, Marcelo Duarte Hirsch, Gustavo Conde, Rosania De Souza Possebom, Juliane Possebom, Daniele Possebom, Gabriela Possebom, Adolar Nardes Junior and Caio Vinicius Domingos Nardes as Sellers; and CDC Brasil S.A., formerly called CDC Brasil Distribuidora LTDA, AECO Participacoes LTDA, Rhouse Participacoes LTDA and Nardes Administracao LTDA (as Agreeing Parties) dated April 7, 2011		8-K		2.1	4/15/2011
3.1	Amended and Restated Articles of Incorporation of the Registrant and Articles of Amendment Amending the Amended and Restated Articles of Incorporation of the Registrant		10-Q	12/31/2004	3.1	2/3/2005
3.2	Amended and Restated Bylaws of the Registrant, effective December 5, 2008		8-K		3.1	12/9/2008
4.1	Form of Common Stock Certificate		SB-2		4.1	2/7/1994
	<b>Executive Compensation Plans and Arrangements</b>					
10.1	1997 Stock Incentive Plan, as amended, of the Registrant and Form of Stock Option Agreement		10-K	6/30/1999	10.13	9/28/1999
10.2	Amended and Restated Directors Equity Compensation Plan, as amended and restated		10-Q	9/30/2012	10.4	11/2/2012
10.3	Form of Restricted Stock Award (for ScanSource, Inc. Amended and Restated Directors Equity Compensation Plan as amended and restated)		10-Q	3/31/2011	10.3	5/6/2011
10.4	Nonqualified Deferred Compensation Plan, as amended and restated		10-Q	9/30/2012	10.5	11/2/2012
10.5	Amended and Restated 2002 Long-Term Incentive Plan		8-K		10.1	12/7/2009
10.6	Form of Incentive Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010		10-Q	12/31/2010	10.2	2/4/2011
10.7	Form of Non-Qualified Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010		10-Q	12/31/2010	10.3	2/4/2011

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10.8	Form of Restricted Stock Unit Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010	10-Q	12/31/2010	10.4	2/4/2011
10.9	Form of Restricted Stock Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010	10-Q	12/31/2010	10.5	2/4/2011
10.10	Form of Restricted Stock Award Certificate (US) under the 2002 Amended and Restated Long-Term Incentive Plan	10-Q	12/31/2008	10.1	2/4/2009
10.11	Form of Restricted Stock Award Certificate (UK) under the 2002 Amended and Restated Long-Term Incentive Plan	10-Q	12/31/2008	10.2	2/4/2009
10.12	Form of Restricted Stock Award Certificate (Europe, not UK) under the 2002 Amended and Restated Long-Term Incentive Plan	10-Q	12/31/2008	10.3	2/4/2009
10.13	Form of Restricted Stock Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2009	8-K		10.2	12/7/2009
10.14	Form of Incentive Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2009	8-K		10.3	12/7/2009
10.15	Form of Non-Qualified Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2009	8-K		10.4	12/7/2009

10.16	Founder s Supplemental Executive Retirement Plan Agreement	10-Q	3/31/2011	10.2	5/6/2011
10.17	Amended and Restated Employment Agreement, effective as of June 6, 2011, between the Registrant and Michael L. Baur	10-K	6/30/2011	10.18	8/29/2011
10.18	First Amendment to Amended and Restated Employment Agreement effective July 1, 2012, between the Registrant and Michael L. Baur	10-Q	9/30/2012	10.2	11/2/2012
10.19	Letter from Michael L. Baur to Board of Directors	(1)			
10.20	Amended and Restated Employment Agreement, effective as of June 6, 2011, between the Registrant and Richard P. Cleys	10-K	6/30/2011	10.19	8/29/2011
10.21	Letter Agreement between the Registrant and Richard P. Cleys	10-Q	12/31/2012	10.1	2/1/2013
10.22	Amended and Restated Employment Agreement, effective as of June 6, 2011, between the Registrant and R. Scott Benbenek	10-K	6/30/2011	10.20	8/29/2011
10.23	First Amendment to Amended and Restated Employment Agreement effective July 1, 2013, between the Registrant and R. Scott Benbenek	(1)			
10.24	Amended and Restated Employment Agreement ,effective as of June 6, 2011, between the Registrant and Andrea D. Meade	10-K	6/30/2011	10.21	8/29/2011
10.25	First Amendment to Amended and Restated Employment Agreement effective July 1, 2013, between the Registrant and Andrea D. Meade	(1)			
10.26	Amended and Restated Employment Agreement, dated June 6, 2011, between the Registrant and John J. Ellsworth	10-K	6/30/2011	10.22	8/29/2011
10.27	First Amendment to Amended and Restated Employment Agreement effective July 1, 2013, between the Registrant and John J. Ellsworth	(1)			
10.28	Employment Agreement effective December 17, 2012, between the Registrant and Charles A. Mathis	10-Q	12/31/2012	10.2	2/1/2013
10.29	First Amendment to Employment Agreement effective July 1, 2013 between the Registrant and Charles A. Mathis	(1)			
10.30	Employment Agreement effective as of July 25, 2012 between the Registrant and Gerald Lyons	10-Q	9/30/2012	10.3 1	11/2/2012
10.31	Form of Restricted Stock Award Agreement for R. Scott Benbenek, dated June 6, 2011	10-K	6/30/2011	10.26	8/29/2011
10.32		10-K	6/30/2011	10.27	8/29/2011



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	Form of Restricted Stock Award Agreement for Andrea D. Meade, dated June 6, 2011				
10.33	Form of Performance and Service-Based Restricted Stock Unit Award Agreement for John J. Ellsworth dated May 14, 2012	10-K	6/30/2012	10.31	8/24/2012
	<b>Bank Agreements</b>				
10.34	Amended and Restated Credit Agreement entered into on October 11, 2011, among ScanSource, Inc., the Subsidiary Borrowers party thereto, J.P. Morgan Chase Bank, N.A., individually and as administrative agent and the other financial institutions signatory thereto	10-Q	9/30/2011	10.1	11/4/2011
	<b>Other Agreements</b>				
10.35+	Industrial Lease Agreement dated April 27, 2007 between Registrant and Industrial Developments International, Inc.	10-K	6/30/2007	10.26	8/29/2007
10.36+	US Avaya Contract with ScanSource, Inc.	10-K	6/30/2010	10.39	8/26/2010
10.37+++	Amendment to Distribution Agreement with Avaya.				(1)
10.38+++	Addendum to Distributor Agreement with Avaya.				X
10.39+	US Motorola (f/k/a Symbol Technologies) Contract with ScanSource, Inc.	10-K	6/30/2010	10.40	8/26/2010
10.40+	Letter Agreement with US Motorola	10-K	6/30/2010	10.41	8/26/2010
21.1	Subsidiaries of the Company				(1)
23.1	Consent of Ernst & Young LLP				(1)
31.1	Certification of the Chief Executive Officer, Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X

31.2	Certification of the Chief Financial Officer, Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32.1	Certification of the Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	(1)
32.2	Certification of the Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	(1)
101++	The following materials from our Annual Report on Form 10-K for the year ended June 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of June 30, 2013 and June 30, 2012, (ii) the Consolidated Income Statements for the years ended June 30, 2013, June 30, 2012 and June 30, 2011, (iii) the Consolidated Statements of Shareholders' Equity for the years ended June 30, 2013, June 30, 2012 and June 30, 2011, (iv) the Consolidated Statements of Cash Flows for the years ended June 30, 2013, June 30, 2012 and June 30, 2011, and (v) the Notes to the Consolidated Financial Statements, tagged as blocks of text	(1)

(1) Filed with the Original 10-K.

+ Confidential treatment has been granted with respect to certain portions of this Exhibit, which portions have been omitted and filed separately with the Commission as part of an application for confidential treatment.

++ The XBRL-related information has been furnished electronically herewith. This exhibit, regardless of whether it is an exhibit to a document incorporated by reference into any of our filings and except to the extent specifically stated otherwise, is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

+++ Confidential treatment has been requested with respect to certain portions of this Exhibit, which portions have been omitted and filed separately with the Commission as part of an application for confidential treatment.