

DXP ENTERPRISES INC
Form NT 10-K
March 17, 2017
United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 12b-25

Notification of Late Filing

(Amendment No. 0)*

OMB Number	SEC File Number	CUSIP Number
3235-0058	000-21513	233377407

☒ Form 10-K	☐ Form 20-F	☐ Form 11-K	☐ Form 10-Q	☐ Form 10-D	☐ Form N-SAR
☐ Form N-CSR					

For Period Ended: December 31, 2016

(Check one):
☐ Transition Report on Form 10-K
☐ Transition Report on Form 20-F
☐ Transition Report on Form 11-K
☐ Transition Report on Form 10-Q
☐ Transition Report on Form N-SAR
For the Transition Period
Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I - Registrant Information

DXP ENTERPRISES INC
Full Name of Registrant
N.A.
Former Name if Applicable
7272 Pinemont Drive
Address of Principal Executive Office (*Street and Number*)
Houston, TX 77040
City, State and Zip Code

Part II - Rules 12b-25(b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.(Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.
- √ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

Part III - Narrative

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

DXP's director of tax resigned at the end of 2016. His departure combined with an effort to expand and enhance our controls, procedures and documentation related to income taxes resulted in a delay in the completion of the tax provision for the year ended December 31, 2016. As a result, the Company is unable to file its Annual Report on Form 10-K (including its financial statements) for the year ended December 31, 2016 (the "Form 10-K") in a timely manner without unreasonable effort and expense. The Company expects to be able to file the Form 10-K for the year ended December 31, 2016 within the allotted extension time.

Part IV - Other Information

1. Name and telephone number of person to contact in regard to this notification

Mac McConnell	713	996-4897
(Name)	(Area Code)	(Telephone Number)

2. Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed?

Yes √ No

If answer is no, identify report(s).

3. Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes √ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company presently expects that the results of operations to be included in the Form 10-K will reflect significant changes in operations from the prior year consistent with the comparative results of operations disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 (the "Form 10-Q"). The Company currently anticipates that its financial statements

to be included in its Form 10-K will report percentage declines in sales, gross profit and operating income, excluding 2015 impairment expense of \$68.7 million, materially consistent with the percentage declines reported in our Form 10-Q for the nine months ended September 30, 2016 compared to the same period in 2015. The Company expects operating income for the year ended December 31, 2016 to be in the range of \$16 million to \$19 million.

DXP ENTERPRISES, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized

Date: 03-16-2017 By /s/ Mac McConnell Title: Senior Vice President & CFO

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

Attention

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).