

SCANSOURCE INC  
Form 10-Q/A  
October 24, 2014

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

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

**Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934 for the**  
**Quarterly period ended March 31, 2014**

**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

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**  
**Common Stock, no par value per share**

**Outstanding at May 5, 2014**  
**28,518,432 shares**

### **EXPLANATORY NOTE**

This Amendment No. 1 to Form 10-Q (this Amendment ) amends the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, originally filed on May 7, 2014 (the Original 10-Q ), of ScanSource, Inc. (the Company ). The Company is filing this Amendment to replace Exhibit 10.1 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 10.1.

This Amendment should be read in conjunction with the Original 10-Q and the Company s other filings made with the Securities and Exchange Commission subsequent to the filing of the Original 10-Q on May 7, 2014. The Original 10-Q has not been amended or updated to reflect events occurring after May 7, 2014, 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: October 24, 2014

(Principal Executive Officer)

/s/ CHARLES A. MATHIS

Charles A. Mathis

Chief Financial Officer

Date: October 24, 2014

(Principal Financial Officer)

/s/ GERALD LYONS

Gerald Lyons

Senior Vice President of Finance and Principal

Accounting Officer (Principal Accounting Officer)

Date: October 24, 2014

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3.2           | Amended and Restated Bylaws (1)  |
| 10.1          | Distribution Agreement with Symbol Technologies, Inc. dated February 12, 2014 +  |
| 16.1          | Letter from Ernst & Young LLP, dated January 6, 2014 (incorporated by reference from Exhibit 16.1 to the Form 8-K filed on January 7, 2014). (1)   |
| 18.1          | Preferability Letter Regarding Change in Accounting Policy related to Goodwill (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  |
| 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  |
| 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 Quarterly Report on Form 10-Q for the quarter and nine months ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets as of March 31, 2014 and June 30, 2013; (ii) the Condensed Consolidated Income Statements for the quarters and nine months ended March 31, 2014 and 2013; (iii) the Condensed Consolidated Statements of Comprehensive Income for the quarters and nine months ended March 31, 2014 and 2013; (iv) the Condensed Consolidated Statements of Cash flows for the nine months ended March 31, 2014 and 2013; and (v) the Notes to the Condensed Consolidated Financial Statements. (1) |

(1) Filed with the Original 10-Q.

+ 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.