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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	OMB APPROVA	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	323

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

5-0287 Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) <u>Distribution Solutions Group, Inc.</u> [DSGR] Knutson Ronald J Director 10% Owner Officer (give title Other (specify below) below) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) **EVP CFO & Treasurer** 02/21/2023 8770 WEST BRYN MAWR AVENUE, SUITE 900 C/O DISTRIBUTION SOLUTIONS GROUP 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Form filed by One Reporting Person **CHICAGO** 60631 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5. Amount of Securities Beneficially 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2. Transaction 7. Nature Date (Month/Day/Year) Transaction of Indirect if any Code (Instr. (D) or Indirect Beneficial 5) Owned Following Ownership (Month/Day/Year) 8) (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) Code ν Amount Price Common Stock 02/21/2023 Α 2,119 $A^{(1)}$ \$45.43 38,884 D 02/21/2023 D 896 $D^{(2)}$ \$45.43 37,988 D Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Conversion Derivative **Execution Date** Transaction Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect (Month/Day/Year) Security (Instr. 3) if any (Month/Day/Year) Derivative Security (Instr. 5) or Exercise Code (Instr. Securities Securities Form: **Beneficial** Price of Securities Underlying Beneficially Direct (D) Ownership or Indirect (I) (Instr. 4) Derivative Acquired Derivative Owned (Instr. 4) Security (Instr. 3 and 4) Security Following Disposed Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4)

Explanation of Responses:

1. Reflects the number of shares earned in respect of a ROIC-based performance award originally granted on February 25, 2020. On February 21, 2023, the Compensation Committee (the "Committee") confirmed the achievement of the applicable performance metric, which was based on a Return on Invested Capital ("ROIC") goal for the performance cycle commencing on January 1, 2020, and continuing through December 31, 2022. Following the conclusion of the three-year performance cycle, the Committee confirmed the performance of the Company relative to these goals at 60.0%.

Date

Exercisable

Expiration

Title

Date

and 5)

(A) (D)

Remarks:

/s/ Richard D. Pufpaf, Attorney-in-Fact

Amount Number

Shares

** Signature of Reporting Person Date

02/23/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code ν

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

^{2.} Reflects shares delivered to the company to cover taxes upon vesting of the market stock units and restricted stock units.