

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): August 15, 2023**

**DISTRIBUTION SOLUTIONS GROUP, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-10546**  
(Commission  
File Number)

**36-2229304**  
(I.R.S. Employer  
Identification No.)

**301 Commerce Street, Suite 1700**  
**Fort Worth, Texas**  
(Address of Principal Executive Offices)

**76102**  
(Zip Code)

**Registrants' Telephone Number, including Area Code: (888) 611-9888**

**8770 W. Bryn Mawr Avenue, Suite 900, Chicago, Illinois 60631**  
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Trading Symbol</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, \$1.00 par value	DSGR	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On August 15, 2023, Distribution Solutions Group, Inc. (the “Company”) issued a press release announcing that the Company’s board of directors (the “Board”) approved a two-for-one stock split (the “Stock Split”) of shares of the Company’s common stock, \$1.00 par value per share (the “Common Stock”). At the effective time of the Stock Split, each record holder of shares of Common Stock at the close of business on August 25, 2023 will receive one additional share of Common Stock for each then-held share of Common Stock, which will be distributed after the close of trading on August 31, 2023. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on August 15, 2023, the Board approved a change of the Company’s principal executive offices from 8770 W. Bryn Mawr Avenue, Suite 900, Chicago, Illinois 60631 to 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102 and the change of the Company’s telephone number for its principal executive offices from (773) 304-5050 to (888) 611-9888.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following are filed as exhibits to this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated August 15, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DISTRIBUTION SOLUTIONS GROUP, INC.**

Date: August 15, 2023

By: /s/ Ronald J. Knutson  
Name: Ronald J. Knutson  
Title: Executive Vice President and Chief Financial Officer



### **Distribution Solutions Group Declares Two-for-One Stock Split**

**FORT WORTH, TEXAS, August 15, 2023 - Distribution Solutions Group, Inc. (Nasdaq: DSGR) (“DSG” or the “Company”)** announced today that its Board of Directors has approved and declared a two-for-one split (the “Stock Split”) of the Company’s common stock, \$1.00 par value per share (the “Common Stock”). The Stock Split will entitle each stockholder of record as of the close of business on August 25, 2023 to receive one additional share of Common Stock (a “Share”) for each share of Common Stock then held, to be distributed by the Company’s transfer agent Computershare after the close of trading on August 31, 2023. Stockholders do not need to exchange existing stock certificates to receive additional Shares.

Based on the number of shares of Common Stock currently outstanding, the Company will have 46,699,470 shares of Common Stock outstanding on a split-adjusted basis and anticipates the Shares to begin trading on The Nasdaq Global Select Market on a split-adjusted basis at the start of trading hours on September 1, 2023. Any shares of Common Stock purchased between the August 25, 2023, record date and the August 31, 2023, distribution date will come with a “due-bill” entitling the buyer to one additional Share for each share of Common Stock so purchased.

Bryan King, DSG CEO and Chairman of the Board, commented: “We believe that the two-for-one stock split demonstrates our continued confidence in the long-term growth and financial performance of DSG. We anticipate that the adjusted price per share, resulting from the stock split, will help promote new investor interest and continue to enhance our stock’s liquidity in the market. We view this stock split as further evidence of our commitment of enhancing shareholder value, building long-term profitability, and generating incremental cash flow.”

#### About Distribution Solutions Group, Inc.

DSG is a multi-platform specialty distribution company providing high touch, value-added distribution solutions to the maintenance, repair & operations (MRO), the original equipment manufacturer (OEM) and the industrial technologies markets. DSG was formed through the strategic combination of Lawson Products, a leader in MRO distribution of C-parts, Gexpro Services, a leading global supply chain services provider to manufacturing customers, and TestEquity, a leader in electronic test & measurement solutions.

Through its collective businesses, DSG is dedicated to helping customers lower their total cost of operation by increasing productivity and efficiency with the right products, expert technical support and fast, reliable delivery to be a one-stop solution provider. DSG serves approximately 170,000 customers in several diverse end markets supported by approximately 3,800 dedicated employees and strong vendor partnerships. DSG ships from strategically located distribution and service centers to customers in North America, Europe, Asia, South America and the Middle East.

For more information on Distribution Solutions Group please visit [www.distributionsolutionsgroup.com](http://www.distributionsolutionsgroup.com).

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. The terms “aim,” “anticipate,” “believe,” “contemplates,” “continues,” “could,” “ensure,” “estimate,” “expect,” “forecasts,” “if,” “intend,” “likely,” “may,” “might,” “objective,” “outlook,” “plan,” “positioned,” “potential,” “predict,” “probable,” “project,” “shall,” “should,” “strategy,” “will,” “would,” and other words and terms of similar meaning and expression are intended to identify forward-looking statements. Forward-looking statements can also be identified by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements are based on current expectations and involve inherent risks, uncertainties and assumptions, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations. DSG can give no assurance that any goal or plan set forth in forward-looking statements can be achieved and DSG cautions readers not to place undue reliance on such statements, which speak only as of the date made. DSG undertakes no obligation to release publicly any revisions to forward-looking statements as a result of new information, future events or otherwise. Actual results may differ materially from those projected as a result of certain risks and uncertainties. Certain risks associated with DSG’s business are also discussed from time to time in the reports DSG files with the SEC, including DSG’s Annual Report on Form 10-K, DSG’s Quarterly Reports on Form 10-Q and DSG’s Current Reports on Form 8-K. In addition, the following factors, among others, could cause actual outcomes and results to differ materially from those discussed in the forward-looking statements: (i) unanticipated difficulties, expenditures or any problems arising after combining the businesses of Lawson Products, TestEquity and Gexpro Services (the “merger”), which may result in DSG not operating as effectively and efficiently as expected; (ii) the risk that stockholder litigation arising from or in connection with the merger results in significant costs of defense, indemnification and liability; and (iii) other risks and uncertainties relating to the merger, including the risks that DSG may encounter difficulties in fully integrating the business of DSG and Hisco and that DSG may not achieve the synergies contemplated with respect to the merger.

## **Contacts**

### **Company Contact:**

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Ronald J. Knutson  
Executive Vice President, Chief Financial Officer and Treasurer  
773-304-5665

### **Investor Relations Contacts:**

Three Part Advisors, LLC  
Steven Hooser or Sandy Martin  
214-872-2710