

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**LAWSON PRODUCTS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**8770 West Bryn Mawr Ave., Suite 900, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60631**  
(Zip Code)

**Lawson Products, Inc.**  
**2009 Equity Compensation Plan**  
(Full Title of the Plan)

**Neil E. Jenkins**  
**Executive Vice President, Secretary, and General Counsel**  
**Lawson Products, Inc.**  
**8770 West Bryn Mawr Ave.**  
**Suite 900**  
**Chicago, Illinois 60631**  
**Telephone: (773) 304-5050**  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Michael S. Melbinger**  
**Erik B. Lundgren**  
**Winston & Strawn LLP**  
**35 W Wacker Drive**  
**Chicago, IL 60601**  
**(312) 558-5600**

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  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
<b>Common Stock, par value \$1.00 per share</b>	600,000	\$22.31	\$13,386,000	\$1,556

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminate number of additional shares of the Registrant's Common Stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions.

(2) Computed pursuant to Rules 457(c) and (h) promulgated under the Securities Act solely for the purpose of calculating the registration fee based on the

average of the high (\$22.62) and low (\$22.00) prices of the Registrant's Common Stock as reported on The Nasdaq Stock Market on October 6, 2014.

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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed in order to register an additional 600,000 shares of the common stock of Lawson Products, Inc., a Delaware corporation (the "Registrant"), par value \$1.00 per share, which are securities of the same class and relate to the same employee benefit plan, the Lawson Products, Inc. 2009 Equity Compensation Plan (the "Plan"), as those shares registered on the Registrant's registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on December 23, 2009 (Registration No. 333- 163978), which is hereby incorporated by reference.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement, with the exception of any documents or portion of such documents deemed furnished but not filed pursuant to the Exchange Act:

- The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Commission on February 20, 2014;
- The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2014 (filed with the Commission on April 24, 2014) and June 30, 2014 (filed with the Commission on July 24, 2014);
- The Registrant's Current Reports on Form 8-K filed with the Commission on January 28, 2014, February 18, 2014, April 4, 2014, May 16, 2014, May 16, 2014 and July 2, 2014; and
- The description of the Registrant's Common Stock, \$1.00 par value per share, contained in the Registrant's Form 8-B filed with the Commission on October 15, 1987.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing such documents (other than the portions of such documents, which by statute, by designation in such document or otherwise (including but not limited to information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K), are not deemed filed with the Commission or are not regarded to be incorporated herein by reference).

Any statement contained in a document all or a portion of which is incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	
3.1	Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1988)
3.2	Amended and Restated By-laws of the Registrant (incorporated herein by reference to the Registrant's Current Report on Form 8-K dated October 20, 2009)
4.1	Lawson Products, Inc. 2009 Equity Compensation Plan (incorporated by reference to Appendix A to the definitive proxy statement on Schedule 14A for the 2014 Annual Meeting of Stockholders filed March 28, 2014)
5.1	Opinion of Winston & Strawn LLP*
23.1	Consent of BDO USA, LLP*
23.2	Consent of Ernst & Young LLP*
23.3	Consent of Winston & Strawn LLP (included in Exhibit 5.1 hereto)
24.1	Power of Attorney (included on signature page to this Registration Statement)

\* Filed Herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois on this October 10, 2014.

LAWSON PRODUCTS, INC.

By: /s/ Neil E. Jenkins

**Neil E. Jenkins**

Executive Vice President, Secretary and General Counsel

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Neil E. Jenkins, his/her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/her might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael G. DeCata</u> <b>Michael G. DeCata</b>	President and Chief Executive Officer, Director (principal executive officer)	October 10, 2014
<u>/s/ Ronald J. Knutson</u> <b>Ronald J. Knutson</b>	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	October 10, 2014
<u>/s/ Andrew B. Albert</u> <b>Andrew B. Albert</b>	Director	October 10, 2014
<u>/s/ I. Steven Edelson</u> <b>I. Steven Edelson</b>	Director	October 10, 2014
<u>/s/ James S. Errant</u> <b>James S. Errant</b>	Director	October 10, 2014
<u>/s/ Lee S. Hillman</u> <b>Lee S. Hillman</b>	Director	October 10, 2014
<u>/s/ Ronald B. Port, M.D.</u> <b>Ronald B. Port, M.D.</b>	Chairman of the Board	October 10, 2014
<u>/s/ Thomas S. Postek</u> <b>Thomas S. Postek</b>	Director	October 10, 2014
<u>/s/ Wilma J. Smelcer</u> <b>Wilma J. Smelcer</b>	Director	October 10, 2014

## EXHIBIT INDEX

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\* Filed Herewith.

October 10, 2014

Lawson Products, Inc.  
8770 West Bryn Mawr Ave.  
Suite 900  
Chicago, Illinois 60631

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel for Lawson Products, Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") of the offer and sale of up to 600,000 shares (the "Shares") of the Company's common stock, par value \$1.00 per share (the "Common Stock"), to be issued pursuant to plan awards (the "Plan Awards") under the Lawson Products, Inc. 2009 Equity Compensation Plan, as amended and restated (the "Plan").

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, as filed with the Securities and Exchange Commission (the "Commission") under the Act; (ii) the Certificate of Incorporation of the Company, as amended, as currently in effect; (iii) the Amended and Restated By-Laws of the Company, as currently in effect; (iv) the Plan; and (v) resolutions of the Compensation Committee of the Board of Directors of the Company relating to the approval of the Plan. We have also examined such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company's Board of Directors, or a duly authorized committee thereof, will have approved each Plan Award prior to the issuance thereof. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the requisite corporate action on the part of the Company and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the Plan, and assuming that the Shares remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not concede that we are experts within the meaning of the Act or the rules and regulations thereunder or that this consent is required by Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Winston & Strawn LLP

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated February 20, 2014, relating to the consolidated financial statements, the effectiveness of Lawson Products Inc.'s internal control over financial reporting, and schedule of Lawson Products, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ BDO USA, LLP  
Chicago, Illinois  
October 10, 2014

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2009 Equity Compensation Plan of Lawson Products, Inc. of our report dated February 25, 2013, except for Note 13, as to which the date is February 20, 2014, with respect to the consolidated financial statements and schedule of Lawson Products, Inc., as of and for the two years in the period ending December 31, 2012 included in its Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Chicago, Illinois  
October 10, 2014