

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Newton Robert I</u> (Last) (First) (Middle) <u>1940 EAST MARIPOSA AVENUE</u> (Street) <u>EL SEGUNDO CA 90245</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PCM, INC. [PCMI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON	08/30/2019		D		44,599	D	\$0 ⁽¹⁾	0.0000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(2)	08/30/2019		D			7,200	(3)	(3)	COMMON	7,200	(4)	0.0000	D	
Stock Option (Right to Buy)	\$4.66	08/30/2019		D			25,000	(5)	02/26/2020	COMMON	25,000	(6)	0.0000	D	
Stock Option (Right to Buy)	\$7.65	08/30/2019		D			13,000	(5)	05/20/2020	COMMON	13,000	(6)	0.0000	D	
Stock Option (Right to Buy)	\$10.05	08/30/2019		D			15,000	(5)	05/20/2021	COMMON	15,000	(6)	0.0000	D	
Stock Option (Right to Buy)	\$10.05	08/30/2019		D			43,000	(5)	05/20/2023	COMMON	43,000	(6)	0.0000	D	
Stock Option (Right to Buy)	\$18.75	08/30/2019		D			17,500	(5)	05/20/2024	COMMON	17,500	(6)	0.0000	D	
Stock Option (Right to Buy)	\$12.6	08/30/2019		D			35,000	(5)	05/20/2025	COMMON	35,000	(6)	0.0000	D	
Stock Option (Right to Buy)	\$8	08/30/2019		D			25,000	(5)	06/10/2021	COMMON	25,000	(6)	0.0000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9.53	08/30/2019		D			15,000	(5)	09/15/2022	COMMON	15,000	(6)	0.0000	D	

Explanation of Responses:

- Disposition pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among PCM, Inc. (the "Company"), Insight Enterprises, Inc. and Trojan Acquisition Corp., dated as of June 23, 2019, whereby each share of common stock, par value \$0.001, of the Company was converted on the effective date of the merger (August 30, 2019) into the right to receive \$35.00 in cash, without interest.
- Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- The restricted stock units vest in five equal annual installments beginning on the first anniversary of the date of grant. Any unvested units vested in full at the effective time of the merger pursuant to the Merger Agreement.
- Disposition pursuant to the Merger Agreement: at the effective time of the merger, each restricted stock unit was converted into the right to receive an amount in cash equal to \$35.00 plus any accrued and unpaid dividend equivalents with respect to such restricted stock unit.
- This option is exercisable in quarterly installments over a 5 year period. Any unvested options vested in full at the effective time of the merger pursuant to the Merger Agreement.
- Disposition pursuant to the Merger Agreement: at the effective time of the merger, each option to purchase the issuer's stock under the issuer's stock plans, whether vested or unvested, was cancelled in exchange for the right to receive an amount in cash equal to the product of (a) the excess of \$35.00 over the exercise price of such option multiplied by (b) the number of shares of common stock subject to such option.

/s/ Robert Newton

09/03/2019

** Signature of Reporting Person Date

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).

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

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