

SCANSOURCE INC
Form 8-K
January 07, 2014

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): January 6, 2014

ScanSource, Inc.

(Exact name of registrant as specified in its charter)

South Carolina
(State or other jurisdiction
of incorporation)

000-26926
(Commission
File Number)
6 Logue Court

57-0965380
(IRS Employer
Identification No.)

Greenville, South Carolina 29615

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(Address of principal executive offices) (zip code)

(864) 288-2432

(Registrant's telephone number, including area code)

Not Applicable

(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:

- .. 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))

Item 4.01 Change in Registrant's Certifying Accountant.

(a) The Audit Committee of the Board of Directors (the *Audit Committee*) of ScanSource, Inc. (the *Company*) recently conducted a competitive process to select an audit firm to serve as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2014. As a result of this process and after careful deliberation, on January 3, 2014, the Audit Committee approved the engagement of Grant Thornton LLP (*Grant Thornton*) as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2014, and thereby dismissed Ernst & Young LLP (*Ernst & Young*) from that role. The engagement of Grant Thornton is effective January 6, 2014.

The reports of Ernst & Young on the Company's consolidated financial statements as of and for the fiscal years ended June 30, 2013 and 2012 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended June 30, 2013 and 2012, and the subsequent interim period through January 3, 2014, there were no (i) *disagreements* (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K) with Ernst & Young on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Ernst & Young's satisfaction, would have caused Ernst & Young to make reference to the subject matter thereof in its reports for such fiscal years and interim period, or (ii) *reportable events* as that term is described in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Ernst & Young with a copy of the disclosures it is making in this Current Report on Form 8-K and requested that Ernst & Young furnish a letter addressed to the Securities and Exchange Commission stating whether it agrees with such disclosures. A copy of Ernst & Young's letter, dated January 6, 2014, is filed herewith as Exhibit 16.1.

(b) During the fiscal years ended June 30, 2013 and 2012, and the subsequent interim period through January 6, 2014, neither the Company nor anyone on its behalf consulted with Grant Thornton regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and no written report or oral advice was provided to the Company that Grant Thornton concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a *disagreement* (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K) or a *reportable event* (as that term is described in Item 304(a)(1)(v) of Regulation S-K).

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

The following exhibit is filed in accordance with the provisions of Item 601 of Regulation S-K:

Exhibit

| No. | Exhibit Description |
|------------|--|
| 16.1 | Letter from Ernst & Young LLP, dated January 6, 2014 |

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 hereunto duly authorized.

ScanSource, Inc.

January 6, 2014

By: */s/ John J. Ellsworth*

Name: John J. Ellsworth

Its: Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|----------------|--|
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