LEEDS RICHARD Form SC 13G/A February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b)(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 9)
SYSTEMAX INC.
(Name of Issuer)
Common Stock, \$.01 Par Value
(Title of Class of Securities)

871851 10 1

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- O Rule 13d-1(b)
- O Rule 13d-1(c)

x Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G

CUSIP No.	871851 10 1		Page 2 of 31 Pages		
1	NAME OF REPORTING I		OVE PERSON (ENTITIES ONLY)		
2	Richard Leeds CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP*	(a) (b)	o x
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	E OF ORGA	NIZATION		
	United States	5	SOLE VOTING POWER 8.998,023		
NUMBER	OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING PERSON		7	1,472,014 SOLE DISPOSITIVE POWER 8,998,023		
WITH		8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT	BENEFICIA	1,472,014 ALLY OWNED BY EACH REPORTING PERSON		
10	10,470,037 CHECK BOX IF THE AG	GREGATE .	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
11		PRESENTE	D BY AMOUNT IN ROW (9)		
12	29.01% TYPE OF REPORTING P	ERSON*			
*SEE INST	IN RUCTIONS BEFORE FILI	LING OUT!			

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CUSIP No	o. 871851 10 1		Page 3 of 31 Pages		
1	NAME OF REPORTING I.R.S. IDENTIFICATION		OVE PERSON (ENTITIES ONLY)		
2	Robert Leeds CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b)	o x
3	SEC USE ONLY				
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION		
	United States	5	SOLE VOTING POWER 6.924.092		
NUMBER OF SHARES		6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING PERSON		7	1,472,014 SOLE DISPOSITIVE POWER		
WITH		8	6,924,092 SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUN	Γ RENEFICI	1,472,014 ALLY OWNED BY EACH REPORTING PERSON		
	8,396,106	i blivli ici	ALET OWNED BY EACH REPORTING LEAGON		
10	, ,	GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	S*o	
11		EPRESENTI	ED BY AMOUNT IN ROW (9)		
12	23.26 % TYPE OF REPORTING I	PERSON*			
*SEE INS	IN TRUCTIONS BEFORE FIL	LING OUT!			

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CUSIP No. 871851 10 1			Page 4 of 31 Pages			
1 NAME OF	REPORTING PE	RSON				
I.R.S. IDE Bruce Lee	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
		E BOX IF A	A MEMBER OF A GROUP*	(a)	o	
				(b)	X	
3 SEC USE 0	ONLY					
4 CITIZENS	HIP OR PLACE O	F ORGAN	IZATION			
United Sta	ites					
		5	SOLE VOTING POWER			
NUMBER OF SHARE	S	6	6,924,090 SHARED VOTING POWER			
BENEFICIALLY OWN	NED BY		1,472,014			
EACH REPORTING P	ERSON	7	SOLE DISPOSITIVE POWER			
WITH		8	6,924,090 SHARED DISPOSITIVE POWER			
			1,472,014			
	ATE AMOUNT BI	ENEFICIAI	LLY OWNED BY EACH REPORTING PERSON			
8,396,104 10 CHECK B	OX IF THE AGGR	REGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	S* o		
	OF CLASS REPR	RESENTED	BY AMOUNT IN ROW (9)			
23.26% 12 TYPE OF	DEDODTING PED	CON*				
12 TYPE OF . IN	REPORTING PER	"NON"				
*SEE INSTRUCTIONS	S BEFORE FILLIN	NG OUT!				

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 5 of 31 Pages			
1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION I	NO. OF ABC	OVE PERSON (ENTITIES ONLY)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a)	o	
				(b)	X	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE	OF ORGAN	NIZATION			
	United States					
		5	SOLE VOTING POWER			
NUMBER	A OF GILADEG		10,000			
- 1 - 1 - 1 - 1	R OF SHARES SIALLY OWNED BY	6	SHARED VOTING POWER -0-			
	EPORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH	A OKTING I EKSON	·	10,000			
***************************************		8	SHARED DISPOSITIVE POWER			
			-0-			
9		BENEFICIA	LLY OWNED BY EACH REPORTING PERSON			
10	10,000	ODECATE A	MOUNT IN DOW (0) EVOLUDES CERTAIN SHARES	7*		
10	CHECK BUX IF THE AGO	JKEGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5 ° O		
11	PERCENT OF CLASS REI	PRESENTEI	D BY AMOUNT IN ROW (9)			
	0.03%					
12	TYPE OF REPORTING PE	ERSON*				
*SEE INS	IN TRUCTIONS BEFORE FILL	ING OUT!				
OLL IIVO	TRUCTIONS BEI ORE FIEL	11.0 001:				

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CUSIP No. 871851 10 1			Page 6 of 31 Pages			
1	NAME OF REPORTING PERSON					
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Nancy Leeds Bunt CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (3)					
2	CHECK THE AFFRORM	IATE BOATI	A MEMBER OF A GROUP	(a)	O	
				(b)	X	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION			
	United States	E	COLE MOTING POWER			
NUMBEI	R OF SHARES	5 6	SOLE VOTING POWER 230,962 SHARED VOTING POWER			
	CIALLY OWNED BY	Ü	3.200			
EACH RI	EPORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH		8	230,962 SHARED DISPOSITIVE POWER			
			3,200			
9		Γ BENEFICL	ALLY OWNED BY EACH REPORTING PERSON			
10	234,162 CHECK BOX IF THE AC	GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o		
11		EPRESENTE	ED BY AMOUNT IN ROW (9)			
12	0.65% TYPE OF REPORTING I	DEDCON*				
12	IN	EK3UN"				
*SEE INS	STRUCTIONS BEFORE FIL	LING OUT!				

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SCHEDULE 13G

CUSIP No. 871851 10 1		Page 7 of 31 Pages					
1 NAME OF RE	NAME OF REPORTING PERSON						
I.R.S. IDENTI	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
David Leeds							
2 CHECK THE A	APPROPRIATE BOX IF	A MEMBER OF A GROUP*	(a)	0			
			(b)	X			
3 SEC USE ONI	LY						
	OR PLACE OF ORGA	NIZATION					
New York	5	SOLE VOTING POWER					
	3	227,262					
NUMBER OF SHARES	6	SHARED VOTING POWER					
BENEFICIALLY OWNED	BY	-0-					
EACH REPORTING PERS	SON 7	SOLE DISPOSITIVE POWER					
WITH		227,262					
	8	SHARED DISPOSITIVE POWER					
9 AGGREGATE	AMOUNT RENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON					
227,262	AMOUNT BENEFICIA	RELI OWNED DI EACH REFORTING LERSON					
,	IF THE AGGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o				
11 PERCENT OF	CLASS REPRESENTE	D BY AMOUNT IN ROW (9)					
0.63%							
12 TYPE OF REP	ORTING PERSON*						
IN							
*SEE INSTRUCTIONS BE	EFORE FILLING OUT!						

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CUSIP No. 871851 10 1		Page 8 of 31 Pages					
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
2	Michele Rosenberg CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
۷	CHECK THE AFFRORM	ATE BOX IF	A MEMBER OF A GROUP	(a)	О		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE	OF ORGAN	NIZATION				
	United States	5	SOLE VOTING POWER				
		3	2,000				
NUMBER	OF SHARES	6	SHARED VOTING POWER				
BENEFIC	IALLY OWNED BY		1,465,671				
EACH RE	PORTING PERSON	7	SOLE DISPOSITIVE POWER				
WITH		0	2,000				
		8	SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	BENEFICIA	1,465,671 LLY OWNED BY EACH REPORTING PERSON				
	1,465,671						
10		GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES)* o			
11	PERCENT OF CLASS RE	PRESENTEI	D BY AMOUNT IN ROW (9)				
10	4.07%	ZDCON4					
12	TYPE OF REPORTING PI	EKSUN*					
*SEE INS	IN FRUCTIONS BEFORE FILI	ING OUT!					

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CUSIP N	o. 871851 10 1		Page 9 of 31 Pages			
1	NAME OF REPORTING	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Generations Partners, L.P.					
2	11-3296824 CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP* (a)			
			(b)			
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE Delaware	E OF ORGA	NIZATION SOLE VOTING POWER			
	R OF SHARES CIALLY OWNED BY	6	1,838,583 SHARED VOTING POWER			
EACH RI WITH	EPORTING PERSON	7	SOLE DISPOSITIVE POWER 1,838,583			
		8	SHARED DISPOSITIVE POWER -0-			
9	AGGREGATE AMOUNT 1,838,583	BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			
10	CHECK BOX IF THE AG	GREGATE .	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0			
11	PERCENT OF CLASS RE 5.09%	EPRESENTE	D BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING P PN	ERSON*				
*SEE INS	STRUCTIONS BEFORE FILE	LING OUT!				

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CUSIP No	o. 871851 10 1		Page 10 of 31 Pages			
1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION The Richard Leeds Irrev		OVE PERSON (ENTITIES ONLY)			
2	13-7039966 CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP*	(a)		
				(b)		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC New York	E OF ORGA	NIZATION SOLE VOTING POWER			
BENEFIC	R OF SHARES CIALLY OWNED BY EPORTING PERSON	6 7 8	438,557 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 438,557 SHARED DISPOSITIVE POWER			
9	438,557		-0- ALLY OWNED BY EACH REPORTING PERSON AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	o		
11 12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.22% TYPE OF REPORTING PERSON*					
	OO TRUCTIONS BEFORE FIL					

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CUSIP No. 871851 10 1			Page 11 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Robert Leeds Irrevocable Trust						
2	13-7045037 CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP*	(a)	o		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC New York	E OF ORGA 5	NIZATION SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY		6 7	438,557 SHARED VOTING POWER -0-				
EACH RE WITH	EPORTING PERSON	8	SOLE DISPOSITIVE POWER 438,557 SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON				
10		GREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o			
11	PERCENT OF CLASS RE	EPRESENTE	ED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORTING F	PERSON*					
*SEE INS	TRUCTIONS BEFORE FIL	LING OUT!					

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CUSIP I	No. 871851 10 1		Page 12 of 31 Pages		
1	NAME OF REPORTING	G PERSON			
	I.R.S. IDENTIFICATION The Bruce Leeds Irrevo		BOVE PERSON (ENTITIES ONLY)		
2	13-7039904 CHECK THE APPROPE	RIATE BOX I	IF A MEMBER OF A GROUP*	(a)	o
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA				
		5	SOLE VOTING POWER		
NUMBI	ER OF SHARES	6	438,557 SHARED VOTING POWER		
	ICIALLY OWNED BY	Ü	-0-		
EACH I	REPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH			438,557		
		8	SHARED DISPOSITIVE POWER		
0	ACCRECATE AMOUN	T DENIEELO	-0-		
9		II BENEFICI	IALLY OWNED BY EACH REPORTING PERSON		
10	438,557 CHECK BOX IF THE A	GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
11	PERCENT OF CLASS I	REPRESENTI	ED BY AMOUNT IN ROW (9)		
	1.22%	DDD 6 0 1 1 1			
12	TYPE OF REPORTING	PERSON*			
*SEE IN	OO ISTRUCTIONS BEFORE FI	LLING OUT	1		
SEE II	STREETIONS BEIORETT	LLII 10 001	•		

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CUSIP No. 871851 10 1			Page 13 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) GML Partners, L.P.						
2	13-3983149 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				o		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC Delaware	E OF ORGA 5	NIZATION SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6 7	235,850 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 235,850				
9	ACCDECATE AMOUNT	8	SHARED DISPOSITIVE POWER -0-				
10	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,850 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* O						
11 12	PERCENT OF CLASS RI 0.65% TYPE OF REPORTING F		ED BY AMOUNT IN ROW (9)				
	PN						
"SEE IIVS	*SEE INSTRUCTIONS BEFORE FILLING OUT!						

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CUSIP No. 871851 10 1			Page 14 of 31 Pages				
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Richard Leeds Family Irrevocable Trust						
2	13-7084941 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				o		
				(b)	x		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE New York	E OF ORGAN	NIZATION SOLE VOTING POWER				
NUMBER OF SHARES 6 BENEFICIALLY OWNED BY EACH REPORTING PERSON 7		6	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,000				
WITH		8	SHARED DISPOSITIVE POWER				
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 50,000						
11		EPRESENTE	D BY AMOUNT IN ROW (9)				
12	0.14% TYPE OF REPORTING P	ERSON*					
*SEE INS	*SEE INSTRUCTIONS BEFORE FILLING OUT!						

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 15 of 31 Pages	Page 15 of 31 Pages			
1	NAME OF REPORTING P	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Robert Leeds Family Irrevocable Trust						
2	13-7083942 CHECK THE APPROPRIA	ATE BOX IF	A MEMBER OF A GROUP*	(a)	,		
				(b)			
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE New York	OF ORGAN	SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		6 7	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER				
WITH		8	50,000 SHARED DISPOSITIVE POWER -0-				
9 10	50,000		LLY OWNED BY EACH REPORTING PERSON MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	* o			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.14%						
12 *SEE INS	TYPE OF REPORTING PE OO TRUCTIONS BEFORE FILL						

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 16 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Bruce Leeds Family Irrevocable Trust						
2	13-7083943 CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP* (a)	,			
			(b)				
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC New York	E OF ORGA	NIZATION SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6 7 8	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,000 SHARED DISPOSITIVE POWER				
9 10	50,000		-0- ALLY OWNED BY EACH REPORTING PERSON AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* O				
11 12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.14% TYPE OF REPORTING PERSON*						
*SEE INS	OO *SEE INSTRUCTIONS BEFORE FILLING OUT!						

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 17 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Bruce Leeds 2006 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a)	0		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION				
	New York	5	SOLE VOTING POWER				
		6	2,890,769 SHARED VOTING POWER				
	CIALLY OWNED BY EPORTING PERSON	7	-0- SOLE DISPOSITIVE POWER				
WITH		8	2,890,769 SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON				
10	, ,	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o			
11	PERCENT OF CLASS RI	EPRESENTE	D BY AMOUNT IN ROW (9)				
12	TYPE OF REPORTING F	ERSON*					
*SEE INS	STRUCTIONS BEFORE FIL	LING OUT!					

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CUSIP No. 871851 10 1				Page 18 of 31 Pages			
1 N	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	The Robert Leeds 2006 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				(a)	o	
					(b)	X	
3 S	EC USE ONLY						
4 C	CITIZENSHIP OR PLACE (OF ORGAN	IZATION				
N	New York	E	SOLE VOTING POWER				
		5	3,666,037				
NUMBER OF	F SHARES	6	SHARED VOTING POWER				
BENEFICIAL	LLY OWNED BY		-0-				
EACH REPOR	RTING PERSON	7	SOLE DISPOSITIVE POWE	R			
WITH		8	3,666,037 SHARED DISPOSITIVE PO	WED			
		8	-0-	WEK			
9 A	AGGREGATE AMOUNT B	ENEFICIAI	LLY OWNED BY EACH REPO	RTING PERSON			
3,	,666,037						
10 C	CHECK BOX IF THE AGG	REGATE A	MOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES)* o		
11 P	ERCENT OF CLASS REP	RESENTED	BY AMOUNT IN ROW (9)				
	0.16% YPE OF REPORTING PEI	DCON*					
	TPE OF REPORTING PEI)()	V2OIA.					
_	*SEE INSTRUCTIONS BEFORE FILLING OUT!						

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SCHEDULE 13G

CUSIP No. 871851 10 1		Page 19 of 31 Pages					
1 NAME OF REPORTING	NAME OF REPORTING PERSON						
I.R.S. IDENTIFICATION	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	The Richard Leeds 2006 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			o			
			(b)	X			
3 SEC USE ONLY							
4 CITIZENSHIP OR PLAC	E OF ORGA	NIZATION					
New York	5	SOLE VOTING POWER					
NUMBER OF SHARES	-	2,890,769					
NUMBER OF SHARES	6	SHARED VOTING POWER					
BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	-0- SOLE DISPOSITIVE POWER					
WITH	•	2,890,769					
WIIII	8	SHARED DISPOSITIVE POWER					
		-0-					
	î BENEFICL	ALLY OWNED BY EACH REPORTING PERSON					
2,890,769 10 CHECK BOX IF THE AC	GREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES)* o				
11 PERCENT OF CLASS RI	EPRESENTE	ED BY AMOUNT IN ROW (9)					
8.01%	DED CONTR						
12 TYPE OF REPORTING F	ÆKSON*						
OO *SEE INSTRUCTIONS BEFORE FIL	LING OUT!						

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 20 of 31 Page	es	
1	NAME OF REPORTING PERSON				
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Bruce Leeds 2007 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (2) (2)				
2	CHECK THE ALTROPRIATE BOX IF A MEMBER OF A GROOT			(a)	O
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACI	E OF ORGAN	NIZATION		
	New York				
		5	SOLE VOTING POWER		
NUMBER OF SHARES		6	896,155 SHARED VOTING POWER		
BENEFIC	IALLY OWNED BY		-0-		
EACH RE	EPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH		8	896,155 SHARED DISPOSITIVE POWER		
			-0-		
9		BENEFICIA	LLY OWNED BY EACH REPORTING PERSON		
10	896,155	CDEC AME A	MOUNTE BY DOWN (A) EWOLUDES GEDTA BY SH	ADEC	
10	CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SH.	ARES* 0	
11	PERCENT OF CLASS RE	PRESENTEI	D BY AMOUNT IN ROW (9)		
	2.48%				
12	TYPE OF REPORTING P	ERSON*			
*CEE INC	OO TRUCTIONS BEFORE FILI	ING OUT!			
SEE INS	TRUCTIONS BEFORE FILE	ZING OUT:			

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CUSIP No. 871851 10 1			Page 21 of 31 Pages			
1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Robert Leeds 2007 GRAT					
2	CHECK THE APPROPRI	ATE BOX II	F A MEMBER OF A GROUP*	(a)	O	
				(b)	X	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION			
	New York	5	SOLE VOTING POWER			
NUMBER	R OF SHARES	6	1,120,887 SHARED VOTING POWER			
BENEFIC	CIALLY OWNED BY		-0-			
EACH RE	EPORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH		8	1,120,887 SHARED DISPOSITIVE POWER			
			-0-			
9		BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			
10	1,120,887 CHECK BOX IF THE AC	GGREGATE .	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	3* o		
11		EPRESENTE	D BY AMOUNT IN ROW (9)			
12	3.11% TYPE OF REPORTING F	DEDSON*				
12	00	EKSON.				
*SEE INS	STRUCTIONS BEFORE FIL	LING OUT!				

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 22 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION	NO. OF ABO	OVE PERSON (ENTITIES ONLY)				
2	The Richard Leeds 2007 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a)	0		
			(u)	Ü			
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE	E OF ORGAN	NIZATION				
	New York						
		5	SOLE VOTING POWER				
NUMBER	OF SHARES	6	896,155 SHARED VOTING POWER				
	IALLY OWNED BY	U	-0-				
	PORTING PERSON	7	SOLE DISPOSITIVE POWER				
WITH	a offin (of Engo)		896,155				
		8	SHARED DISPOSITIVE POWER				
			-0-				
9		BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON				
10	896,155 CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o			
11	DEDCENT OF CLASS DE	DDECENITE	D BY AMOUNT IN ROW (9)				
11	2.48%	A KESENTEI	D D I AMOUNT IN KOW (9)				
12	TYPE OF REPORTING P	ERSON*					
	00						
*SEE INS	*SEE INSTRUCTIONS BEFORE FILLING OUT!						

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SCHEDULE 13G

CUSIP No. 871851 10 1			Page 23 of 31 Pages				
1	NAME OF REPORTING PERSON						
		NO. OF ABC	OVE PERSON (ENTITIES ONLY)				
2	Barbara Leeds Trust CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a)	o		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE	E OF ORGAN	NIZATION				
	New York	5	SOLE VOTING POWER				
NUMBER	R OF SHARES	6	100 SHARED VOTING POWER				
	TALLY OWNED BY EPORTING PERSON	7	-0- SOLE DISPOSITIVE POWER				
WITH		8	100 SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	BENEFICIA	-0- LLY OWNED BY EACH REPORTING PERSON				
10	100 CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o			
11	PERCENT OF CLASS RE	PRESENTEI	D BY AMOUNT IN ROW (9)				
12	.0003% TYPE OF REPORTING P	ERSON*					
*SEE INS	OO *SEE INSTRUCTIONS BEFORE FILLING OUT!						

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Item 1(a). Name of Issuer.

Systemax Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices.

11 Harbor Park Drive

Port Washington, NY 11050

Item 2(a). Name of Person Filing.

This statement is filed on behalf of the persons identified in Item 4 below. In accordance with Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended, each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information contained herein concerning that person, but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Item 2(b). Address of Principal Business Office or, if None, Residence.

(1) For: Richard Leeds, Robert Leeds, Bruce Leeds, Generations Partners, L.P., The Richard Leeds Irrevocable Trust, The Robert Leeds Irrevocable Trust, GML Partners, L.P., The Bruce Leeds Irrevocable Trust, The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust, The Bruce Leeds Family Irrevocable Trust, the Robert Leeds 2006 GRAT, the Bruce Leeds 2006 GRAT, the Richard Leeds 2006 GRAT, the Robert Leeds 2007 GRAT and the Barbara Leeds Trust:

Systemax Inc.

11 Harbor Park Drive

Port Washington, NY 11050

(2) For: Michele Rosenberg:

Cornick Garber & Sandler LLP

825 Third Avenue

4th Floor

New York, NY 10022

(3) For: Carol Leeds:

901 East Camino Real, #14D

Boca Raton, FL 33432

(4) For: David Leeds:

PO Box 112

Greenvale, NY 11548

(5) For: Nancy Leeds Bunt:

320 Central Park West

Apt. 10A

New York, NY 10025

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Item 2(c). Citizenship.

Each of the persons filing this statement is a United States citizen, a limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

Item 2(d). Title of Class of Securities.

This statement relates to the Company's Common Stock, par value \$.01 per share (the "Common Stock").

Item 2(e). CUSIP Number.

871851 10 1

Item 3. For Statements Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c).

Not applicable.

Item 4(a), (b) and (c). Ownership.

Richard Leeds is the beneficial owner of 10,470,037 shares of Common Stock of the Company, representing 29.01% of the total number of shares outstanding as of December 31, 2007. Richard Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 8,998,023 of such shares (including 1,838,583 shares owned by Generations Partners, L.P., a limited partnership of which Richard Leeds is the general partner, 2,890,769 shares owned by the Richard Leeds 2006 GRAT, 896,155 shares owned by the Richard Leeds 2007 GRAT and 235,850 shares owner by GML Partner, LP, a limited partnership of which a limited liability company owned by Mr. Leeds is the general partner) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 977,114 of such shares as co-trustee for trusts for the benefit of his brothers' children or other family members, 100 of such shares as co-trustee of the Barbara Leeds Trust and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P. (but not part of the group filing this Schedule 13G).

Robert Leeds is the beneficial owner of 8,396,106 shares of Common Stock of the Company, representing 23.26% of the total number of shares outstanding as of December 31, 2007. Robert Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,924,092 of such shares (including 3,666,037 shares owned by the Robert Leeds 2006 GRAT and 1,120,887 shares owned by the Robert Leeds 2007 GRAT) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 977,114 of such shares as co-trustee for trusts for the benefit of his brothers' children or other family members, 100 of such shares as co-trustee of the Barbara Leeds Trust and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P. (but not part of the group filing this Schedule 13G).

Bruce Leeds is the beneficial owner of 8,366,104 shares of Common Stock of the Company, representing 23.26% of the total number of shares outstanding as of December 31, 2007. Bruce Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,924,090 of such shares (including 2,890,769 shares owned by the Bruce Leeds 2006 GRAT and 896,155 shares owned by the Bruce Leeds 2007 GRAT) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 977,114 of such shares as co-trustee for trusts for the benefit of his brothers' children or other family members, 100 of such shares as co-trustee of the Barbara Leeds Trust and 494,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P. (but not part of the group filing this Schedule 13G).

Carol Leeds is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or to direct the disposition, of 10,000 shares of Common Stock of the Company, representing 0.03% of the total number of shares outstanding as of December 31, 2007.

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Nancy Leeds Bunt is the beneficial owner of 234,162 shares of Common Stock of the Company, representing 0.65% of the total number of shares outstanding as of December 31, 2007. Nancy Leeds Bunt has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 230,962 of such shares (including 1,000 shares as custodian for Jake Edward Bunt, and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 3,200 of such shares, all of which are held in her name in retirement and other accounts.

David Leeds is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 227,262 shares of Common Stock of the Company, representing 0.63% of the total number of shares outstanding as of December 31, 2007.

Michele Rosenberg is the beneficial owner of 1,467,671 shares of Common Stock of the Company, representing 4.07% of the total number of shares outstanding as of December 31, 2007. Ms. Rosenberg has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,000 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,465,671 of such shares as co-trustee for trusts for the benefit of the children of Richard Leeds, Robert Leeds and Bruce Leeds.

Generations Partners, L.P. is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 1,838,583 shares of Common Stock of the Company, representing 5.09% of the total number of shares outstanding as of December 31, 2007.

Each of The Richard Leeds Irrevocable Trust, The Robert Leeds Irrevocable Trust and The Bruce Leeds Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 438,557 shares of Common Stock of the Company, representing 1.22% of the total number of shares outstanding as of December 31, 2007.

GML Partners, L.P. is the beneficial owner, and has the sole power to vote or to direct the vote and to dispose or to direct the disposition, of 235,850 shares of Common Stock of the Company representing 0.65% of the total number of outstanding shares as of December 31, 2007.

Each of The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust and The Bruce Leeds Family Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 50,000 shares of Common Stock of the Company, representing 0.14% of the total number of shares outstanding as of December 31, 2007.

The Bruce Leeds 2006 GRAT is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 2,890,769 shares of Common Stock representing 8.01% of the total number of shares outstanding as of December 31, 2007.

The Robert Leeds 2006 GRAT is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 3,666,037 shares of Common Stock representing 10.16% of the total number of shares outstanding as of December 31, 2007.

The Richard Leeds 2006 GRAT is the beneficial owner, and has sole power to vote or to direct the note and dispose or direct the disposition of 2,890,769 shares of Common Stock representing 8.01% of the total number of shares outstanding as of December 31, 2007.

The Bruce Leeds 2007 GRAT is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 896,155 shares of Common Stock representing 2.48% of the total number of shares outstanding as of December 31, 2007.

The Robert Leeds 2007 GRAT is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 1,120,887 shares of Common Stock representing 3.11% of the total number of shares outstanding as of December 31, 2007.

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The Richard Leeds 2007 GRAT is the beneficial owner, and has sole power to vote or to direct the note and dispose or direct the disposition of 896,155 shares of Common Stock representing 2.48% of the total number of shares outstanding as of December 31, 2007.

The Barbara Leeds Trust is the beneficial owner, and has sole sole power to vote or to direct the note and dispose or direct the disposition of 100 shares of Common Stock representing 0.0003% of the total number of shares outstanding as of December 31, 2007.

The Company and each of the persons listed above (each, a "Holder") have entered into a stockholders agreement which contains, among other things, certain restrictions with respect to the transferability of certain shares of Common Stock held by the Holders, certain provisions regarding the election of directors, certain registration rights granted by the Company with respect to certain shares held by the Holders and certain provisions which may require a Holder to transfer stock in certain circumstances.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 4 above.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2008 /s/ Richard Leeds Richard Leeds

/s/ Robert Leeds Robert Leeds

/s/ Bruce Leeds Bruce Leeds

/s/ Carol Leeds Carol Leeds

/s/ Nancy Leeds Bunt Nancy Leeds Bunt

/s/ David Leeds David Leeds

/s/ Michele Rosenberg Michele Rosenberg

GENERATIONS PARTNERS, L.P.

By: /s/ Richard Leeds

Richard Leeds, General Partner

THE RICHARD LEEDS IRREVOCABLE TRUST

By: /s/ Bruce Leeds

Bruce Leeds, as Trustee

By: /s/ Robert Leeds

Robert Leeds, as Trustee

By: /s/ Michele Rosenberg

Michele Rosenberg, as Trustee

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THE ROBERT LEEDS IRREVOCABLE TRUST

By: /s/ Bruce Leeds

Bruce Leeds, as Trustee

By: /s/ Richard Leeds

Richard Leeds, as Trustee

By: /s/ Michele Rosenberg

Michele Rosenberg, as Trustee

THE BRUCE LEEDS IRREVOCABLE TRUST

By: /s/ Robert Leeds

Robert Leeds, as Trustee

By: /s/ Richard Leeds

Richard Leeds, as Trustee

By: /s/ Michele Rosenberg

Michele Rosenberg, as Trustee

GML PARTNERS, L.P.

By: /s/ Nancy Leeds Bunt

Nancy Leeds Bunt, General Partner

THE RICHARD LEEDS FAMILY IRREVOCABLE TRUST

By: /s/ Bruce Leeds

Bruce Leeds, as Trustee

By: /s/ Robert Leeds

Robert Leeds, as Trustee

By: /s/ Michele Rosenberg

Michele Rosenberg, as Trustee

THE ROBERT LEEDS FAMILY IRREVOCABLE TRUST

By: /s/ Bruce Leeds

Bruce Leeds, as Trustee

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By: /s/ Richard Leeds

By: /s/ Michele Rosenberg

Richard Leeds, as Trustee

Michele Rosenberg, as Trustee

Bruce Leeds, as Trustee

THE BRUCE LEEDS FAMILY IRREVOCABLE TRUST

By: /s/ Richard Leeds Richard Leeds, as Trustee By: /s/ Robert Leeds Robert Leeds, as Trustee By: /s/ Michele Rosenberg Michele Rosenberg, as Trustee THE BRUCE LEEDS 2006 GRAT By: /s/ Bruce Leeds Bruce Leeds, as Trustee THE ROBERT LEEDS 2006 GRAT By: /s/ Robert Leeds Robert Leeds, as Trustee THE RICHARD LEEDS 2006 GRAT /s/ Richard Leeds Richard Leeds, as Trustee THE BRUCE LEEDS 2007 GRAT By: /s/ Bruce Leeds

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THE ROBERT LEEDS 2007 GRAT

By: /s/ Robert Leeds

Robert Leeds, as Trustee

THE RICHARD LEEDS 2007 GRAT

By: /s/ Richard Leeds

Richard Leeds, as Trustee

THE BARBARA LEEDS TRUST

By: /s/ Richard Leeds

Richard Leeds, as Trustee

By: /s/ Robert Leeds

Robert Leeds, as Trustee

By: /s/ Bruce Leeds

Bruce Leeds, as Trustee

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