

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
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FILER

SG Capital Management LLC

CIK: **1510099** | IRS No.: **364484222** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-14081** | Film No.: **13526907**

Mailing Address

415 N. LASALLE STREET
#401
CHICAGO IL 60654

Business Address

415 N. LASALLE STREET
#401
CHICAGO IL 60654
312-923-0150

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549
FORM 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012
Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: SG Capital Management, LLC
Address: 415 N. LaSalle Street, #401
Chicago, IL 60654

13F File Number:

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Person Signing this Report on Behalf of Reporting Manager:

Name: Ken Grossman
Title: Partner
Phone: 312-923-0150

Signature, Place, and Date of Signing:

Ken Grossman, Chicago, IL February 5, 2013

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager: NONE
[If there are no entries in this list, omit this section.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 38
Form 13F Information Table Value Total: \$ 190464
(thousands)

List of Other Included Managers: NONE
[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				OTHER MANAGERS	VOTING AUTHORITY				
			VALUE (\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN		SOLE	SHARED	NONE		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CALIX INC	COM	13100M509	2531	329126	SH		SOLE		329126			
CONN'S INC	COM	208242107	4946	161316	SH		SOLE		161316			
CYNOSURE INC-A	COM	232577205	2668	110677	SH		SOLE		110677			
DREW INDUSTRIES INC	COM	26168L205	1066	33057	SH		SOLE		33057			
DYCOM INDUSTRIES INC	COM	267475101	3859	194874	SH		SOLE		194874			
FINISAR CORPORATION	COM	31787A507	6199	380530	SH		SOLE		380530			
FIRST CASH FINL SVCS	COM	31942D107	6007	121062	SH		SOLE		121062			
GREAT LAKES DREDGE &DOCK	COM	390607109	3633	406832	SH		SOLE		406832			
GREEN DOT CORP-CLASS A	COM	39304D102	5302	434612	SH		SOLE		434612			
HEADWATERS INC	COM	42210P102	2983	348445	SH		SOLE		348445			
HELEN OF TROY LTD	COM	G4388N106	7069	211527	SH		SOLE		211527			
KORN/FERRY INTL	COM	500643200	8168	515014	SH		SOLE		515014			
LANDSTAR SYSTEM INC	COM	515098101	3079	58686	SH		SOLE		58686			
LINEAR TECHNOLOGY CORP	COM	535678106	6067	176866	SH		SOLE		176866			
MERIDIAN BIOSCIENCE INC	COM	589584101	5836	288200	SH		SOLE		288200			
MYR GROUP INC/DELAWARE	COM	55405W104	10296	462726	SH		SOLE		462726			
NATIONAL INSTRUMENTS	COM	636518102	4694	181860	SH		SOLE		181860			
POTLATCH CORP	COM	737630103	4352	111164	SH		SOLE		111164			
POWER INTEGRATIONS INC	COM	739276103	5975	177786	SH		SOLE		177786			
RADIAN GROUP INC	COM	750236101	2950	482791	SH		SOLE		482791			
RESOURCES CONNECTION INC	COM	76122Q105	802	67215	SH		SOLE		67215			

ROADRUNNER TRANSPORTATION SY	COM	76973Q105	3979	219349	SH	SOLE	219349
ROBERT HALF INTL INC	COM	770323103	6842	215033	SH	SOLE	215033
ROGERS CORP	COM	775133101	6528	131460	SH	SOLE	131460
SAIC INC	COM	78390X101	4671	412601	SH	SOLE	412601
SIMPSON MANUFACTURING	COM	829073105	8717	265840	SH	SOLE	265840
SKYWORKS SOLUTIONS INC	COM	83088M102	7943	391288	SH	SOLE	391288
SONIC AUTOMOTIVE INC	COM	83545G102	7056	337751	SH	SOLE	337751
SUPER MICRO COMPUTER	COM	86800U104	1786	175057	SH	SOLE	175057
SYKES ENTERPRISES INC	COM	871237103	5391	354197	SH	SOLE	354197
SYMMETRY MEDICAL INC	COM	871546206	2907	276323	SH	SOLE	276323
TEAM INC	COM	878155100	3904	102640	SH	SOLE	102640
VCA ANTECH INC	COM	918194101	2945	139911	SH	SOLE	139911
VISHAY INTERTECHNOLOGY	COM	928298108	4692	441374	SH	SOLE	441374
WATSCO INC	COM	942622200	4870	65020	SH	SOLE	65020
WERNER ENTERPRISES INC	COM	950755108	6024	277997	SH	SOLE	277997
WMS INDUSTRIES INC	COM	929297109	13480	770280	SH	SOLE	770280
WNS HOLDINGS LTD-ADR	ADR	92932M101	249	23828	SH	SOLE	23828

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