

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-14** | Period of Report: **2013-01-09**
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ISSUER

SED INTERNATIONAL HOLDINGS INC

CIK:[800286](#) | IRS No.: [222715444](#) | State of Incorp.:[2Q](#) | Fiscal Year End: [0630](#)
SIC: [5045](#) Computers & peripheral equipment & software

Mailing Address

*3505 NEWPOINT PLACE,
#450
LAWRENCEVILLE GA 30043*

Business Address

*3505 NEWPOINT PLACE,
#450
LAWRENCEVILLE GA 30043
7704918962*

REPORTING OWNER

PARAGON TECHNOLOGIES INC

CIK:[90045](#) | State of Incorp.:[PA](#) | Fiscal Year End: [1231](#)
Type: [3](#) | Act: [34](#) | File No.: [001-35094](#) | Film No.: [13528325](#)
SIC: [3530](#) Construction, mining & materials handling machinery & equip

Mailing Address

*600 KUEBLER ROAD
EASTON PA 18040-9201*

Business Address

*600 KUEBLER ROAD
EASTON PA 18040-9201
6102523205*

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>PARAGON TECHNOLOGIES INC</u> _____ (Last) (First) (Middle) <u>600 KUEBLER ROAD</u> _____ (Street) <u>EASTON, PA 18040</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/09/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>SED INTERNATIONAL HOLDINGS INC [SED]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) _____	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>783,718</u>	<u>D (1)</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Hesham M. Gad is Chairman of the Board of Directors of Paragon Technologies, Inc. and is also currently responsible for investments in businesses and securities made by Paragon Technologies, Inc. outside of its principal business activities and pursuant to its investment management program. Mr. Gad is also the Managing Partner of Gad Capital Management LLC, which is the General Partner of Gad Partners Fund LP. Gad Capital Management LLC and Gad Partners Fund LP (collectively, "Gad") own 168,104 shares of Common Stock of SED International, Inc. and share voting and dispositive power over those shares. As a result of these relationships, Mr. Gad may be deemed to beneficially own the 951,822 shares of Common Stock directly owned by Paragon Technologies, Inc. and Gad, which represent approximately 18.6% of outstanding shares of Common Stock of SED International, Inc. Mr. Gad expressly disclaims such beneficial ownership.

Signatures

/s/ Hesham M. Gad, Chairman of Paragon Technologies, Inc.
 ** Signature of Reporting Person

01/14/2013
 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.