LEEDS RICHARD Form SC 13G/A February 14, 2006

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. 7) (1)

SYSTEMAX INC.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

871851 10 1

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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

- |_| Rule 13d-1(b)
- | | Rule 13d-1(c)
- |X| Rule 13d-1(d)

¹The 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*).

SCHEDULE 13G

CUSIP No. 871851 10 1	Page 2 of 30 Pages

1	NAMES OF REP		ERSONS OF ABOVE PERSON (ENTITIES ONLY)	
	Richard Leeds			
2	CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	United States			
SHA BEN OW! EAC REP	MBER OF ARES VEFICIALLY NED BY CH ORTING SON WITH	5 6 7 8	SOLE VOTING POWER 8,493,024 SHARED VOTING POWER 2,010,212 SOLE DISPOSITIVE POWER 8,493,024 SHARED DISPOSITIVE POWER 2,010,212	
9	AGGREGATE A 10,503,236	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTING F	PERSON
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES CER	ΓAIN SHARES*
				[]
11	PERCENT OF CI	LASS REPR	ESENTED BY AMOUNT IN ROW 9	
	30.28%			
12				

TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

<u> </u>	. 871851 10 1	1	Page 3 of 30 Pages	
1	NAMES OF REP		ERSONS D. OF ABOVE PERSON (ENTITIES ONLY)	
	Robert Leeds			
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP O United States	R PLACE O	F ORGANIZATION	
NUM SHA	IBER OF RES	5	SOLE VOTING POWER 6,654,941	
BEN	EFICIALLY NED BY	6	SHARED VOTING POWER 2,010,212	
EAC		7	SOLE DISPOSITIVE POWER 6,654,941	
PER	SON WITH	8	SHARED DISPOSITIVE POWER 2,010,212	

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

			L J
11	PERCENT OF CLASS F	EPRESENTED BY AMOUNT IN ROW 9	
	25.00%		
12	TYPE OF REPORTING	PERSON*	
	IN		
	*SI	EE INSTRUCTIONS BEFORE FILLING OUT!	
		SCHEDULE 13G	
CUSIP N	o. 871851 10 1	Page 4 of 30 Pages	
1	NAMES OF REPORTIN	G PERSONS N NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Bruce Leeds		
2		LIATE BOX IF A MEMBER OF A GROUP	
2	CHECK THE APPROPE	MATE BOX II. A MEMBER OF A GROUT	(a) [] (b) [x]
3	SEC USE ONLY	MATE BOX II. A MEMBER OF A GROUT	
	SEC USE ONLY	CE OF ORGANIZATION	
3	SEC USE ONLY		
3	SEC USE ONLY CITIZENSHIP OR PLACE	CE OF ORGANIZATION	
3 4 NU. SHA	SEC USE ONLY CITIZENSHIP OR PLACE United States	CE OF ORGANIZATION SOLE VOTING POWER 6,654,943	
3 A NU SHA BEN	SEC USE ONLY CITIZENSHIP OR PLACE United States MBER OF 5 ARES NEFICIALLY 66 //NED BY	CE OF ORGANIZATION SOLE VOTING POWER 6,654,943 SHARED VOTING POWER 2,010,212	

PERSON WITH 8 SHARED DISPOSITIVE POWER 2,010,212 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,665,155 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 25.00% 12 TYPE OF REPORTING PERSON* IN *SEE INSTRUCTIONS BEFORE FILLING OUT! **SCHEDULE 13G** CUSIP No. 871851 10 1 Page 5 of 30 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Generations Partners, L.P. 11-3296824 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [x] 3 SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	BER OF	5	SOLE VOTING POWE	ER	
SHAI BENI	RES EFICIALLY	6	1,838,583 SHARED VOTING PO	OWER	
	IED BY	Ü	-0-	, WEIC	
EACI		7	SOLE DISPOSITIVE P	POWER	
	ORTING SON WITH	8	1,838,583 SHARED DISPOSITIV	E DOWED	
PERS	ON WITH	8	-0-	EPOWER	
			•		
9	AGGREGATE AMOU	JNT BENEI	FICIALLY OWNED BY	EACH REPORTING PERSO)N
	1,838,583				
	2,000,000				
10	CHECK BOX IF THE	AGGREGA	ATE AMOUNT IN ROW	(9) EXCLUDES CERTAIN	SHARES*
					[]
11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN	N ROW 9	
	5.30%				
12	TYPE OF REPORTIN	G PERSON	*		
	PN				
	*	SEE INSTR	RUCTIONS BEFORE FI	LLING OUT!	
			SCHEDULE 13G		
CUSIP No.	871851 10 1			Page 6 of 30 Pages	
1	NAMES OF REPORT	ING PERSO	ONS		

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Paul Leeds

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [x]

3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE OF	FORGANIZATION		
	United States				
	MBER OF ARES	5	SOLE VOTING PO	WER	
BEN	NEFICIALLY 'NED BY	6	SHARED VOTING	POWER	
EAG	CH	7	-0- SOLE DISPOSITIV	E POWER	
	PORTING RSON WITH	8	-0- SHARED DISPOSI	TIVE POWER	
			-0-		
9	AGGREGATE AN	MOUNT BEI	NEFICIALLY OWNED	BY EACH REPORTING	PERSON
10	CHECK BOX IF	ΓHE AGGRE	EGATE AMOUNT IN R	OW (9) EXCLUDES CE	RTAIN SHARES*
					[]
11	PERCENT OF CL	ASS REPRE	ESENTED BY AMOUN	T IN ROW 9	
	0.00%				
12	TYPE OF REPOR	TING PERS	ON*		
	IN				
		*SEE INS	STRUCTIONS BEFORE	E FILLING OUT!	
			SCHEDULE 130	3	
CUSIP N	o. 871851 10 1			Page 7 of 30 Pages	

1	NAMES OF REPO		RSONS . OF ABOVE PERSON (ENTITIES ONLY)	
	Carol Leeds			
2	CHECK THE API	PROPRIATE	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP OF United States	R PLACE OI	F ORGANIZATION	
SHA BEN OW EAG REA	MBER OF ARES NEFICIALLY NED BY CH PORTING RSON WITH	5 6 7 8	SOLE VOTING POWER 10,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 10,000 SHARED DISPOSITIVE POWER -0-	
9	AGGREGATE AN	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTING	G PERSON
10	CHECK BOX IF	ΓΗΕ AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES CI	ERTAIN SHARES*
11	PERCENT OF CL	ASS REPRI	ESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPOR	TING PERS	SON*	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

871851 10 1		Page 8 of 30 Pages	
I.R.S. IDENTIFIC	CATION NO		
Nancy Leeds Bu	nt 		
CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
SEC USE ONLY			
CITIZENSHIP O United States	R PLACE O	F ORGANIZATION	
RES EFICIALLY	5	SOLE VOTING POWER 466,812 SHARED VOTING POWER	
Н	7	3,200 SOLE DISPOSITIVE POWER 466,812	
SON WITH	8	SHARED DISPOSITIVE POWER 3,200	
AGGREGATE A 470,012	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTING	G PERSON
	I.R.S. IDENTIFICE Nancy Leeds But CHECK THE AP SEC USE ONLY CITIZENSHIP O United States IBER OF RES EFICIALLY HED BY H DRTING SON WITH AGGREGATE A	NAMES OF REPORTING PE I.R.S. IDENTIFICATION NO Nancy Leeds Bunt CHECK THE APPROPRIATI SEC USE ONLY CITIZENSHIP OR PLACE OF United States IBER OF 5 RES EFICIALLY 6 RED BY H 7 ORTING SON WITH 8 AGGREGATE AMOUNT BE	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Nancy Leeds Bunt CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States IBER OF 5 SOLE VOTING POWER RES 466,812 EFICIALLY 6 SHARED VOTING POWER IED BY 3,200 H 7 SOLE DISPOSITIVE POWER ORTING 466,812 SON WITH 8 SHARED DISPOSITIVE POWER 3,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

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[]

11	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW 9	
	1.36%			
12	TYPE OF REPO	RTING PER	SON*	
	IN			
		*SEE IN	ISTRUCTIONS BEFORE FILLING OUT!	
			SCHEDULE 13G	
CUSIP No.	871851 10 1		Page 9 of 30 Pages	
	NAMES OF REP		ERSONS D. OF ABOVE PERSON (ENTITIES ONLY)	
	Michele Rosenbe	erg		
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP	()[]
				(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	United States			
NUM	BER OF	5	SOLE VOTING POWER	
SHAI BENI	RES EFICIALLY	6	2,000 SHARED VOTING POWER	
OWN EACI	ED BY	7	2,273,118 SOLE DISPOSITIVE POWER	
REPO	ORTING	,	2,000	
PERS	SON WITH	8	SHARED DISPOSITIVE POWER 2,273,118	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	2,275,118			
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW	(9) EXCLUDES CERTAIN SI	HARES*
				[]
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN	ROW 9	
	6.55%			
12	TYPE OF REPORTING	G PERSON*		
	IN			
	*5	SEE INSTRUCTIONS BEFORE FI	LLING OUT!	
		SCHEDULE 13G		
CUSIP No	. 871851 10 1		Page 10 of 30 Pages	
1	NAMES OF REPORTI	NG PERSONS ON NO. OF ABOVE PERSON (EN	ΓΙΤΙΕS ONLY)	
	The Richard Leeds Iri 13-7039966	revocable Trust		
2	CHECK THE APPROP	PRIATE BOX IF A MEMBER OF A	GROUP	
				(a) [] (b) [x]
3	SEC USE ONLY			
4		ACE OF ORGANIZATION		
	New York			

9

SHA BEN OWN EAC REPO	EFICIALLY NED BY	5678	SOLE VOTING POWE 438,557 SHARED VOTING PO -0- SOLE DISPOSITIVE P 438,557 SHARED DISPOSITIV -0-	OWER POWER	
9	AGGREGATE AMO 438,557	UNT BENEI	FICIALLY OWNED BY	EACH REPORTING PERSON	1
10	CHECK BOX IF THE	E AGGREGA	ATE AMOUNT IN ROW	(9) EXCLUDES CERTAIN S	HARES*
11	PERCENT OF CLAS	S REPRESE	ENTED BY AMOUNT IN	N ROW 9	
12	TYPE OF REPORTIN	NG PERSON	1*		
		*SEE INSTF	RUCTIONS BEFORE FI	LLING OUT!	
			SCHEDULE 13G		
CUSIP No	. 871851 10 1			Page 11 of 30 Pages	
1	NAMES OF REPORTION I.R.S. IDENTIFICAT The Robert Leeds Ir 13-7045037	TON NO. OF	F ABOVE PERSON (EN	TITIES ONLY)	
2	CHECK THE APPRO	OPRIATE BO	OX IF A MEMBER OF A	A GROUP	(a) [] (b) [x]

3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE C	OF ORGANIZATION		
	New York				
	MBER OF	5	SOLE VOTING POWER		
BEN	ARES VEFICIALLY	6	438,557 SHARED VOTING POWE	R	
EAC	NED BY CH CORTING	7	-0- SOLE DISPOSITIVE POW 438,557	ER	
	SON WITH	8	SHARED DISPOSITIVE PO -0-	OWER	
9	AGGREGATE AN	MOUNT BI	ENEFICIALLY OWNED BY EA	CH REPORTING PERSON	
	438,557				
10	CHECK BOX IF	ΓHE AGGF	REGATE AMOUNT IN ROW (9)	EXCLUDES CERTAIN SHARES*	
				[]	
11	PERCENT OF CL	ASS REPR	ESENTED BY AMOUNT IN RO)W 9	
	1.28%				
12	TYPE OF REPOR	TING PER	SON*		
	00				
		*SEE IN	NSTRUCTIONS BEFORE FILLIN	NG OUT!	
			SCHEDULE 13G		
CUSIP No	o. 871851 10 1		Page	e 12 of 30 Pages	

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Bruce Leeds Irrevocable Trust 13-7039904

2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY			
3	SEC OSE ONET			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	N 7 N 7 N			
	New York			
NU	MBER OF	5	SOLE VOTING POWER	
	ARES		438,557	
	NEFICIALLY	6	SHARED VOTING POWER	
	NED BY	7	-0-	
EA	-	7	SOLE DISPOSITIVE POWER	
	PORTING RSON WITH	8	438,557 SHARED DISPOSITIVE POWER	
LEI	X3ON WITH	o	-0-	
0	ACCRECATE A	MOLINE DE	NEEZGLALL V OWNED DV EAGU DEDODEN	IC DEDCOM
9	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTIN	NG PERSON
	438,557			
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES C	ERTAIN SHARES*
				[]
11	PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW 9	
	1.28%			
12	TYPE OF REPO	RTING PERS	SON*	
	00			
	00			

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

JSIP No.	871851 10 1		Page 13 of 30 Page	ges
	NAMES OF REF			
	David Leeds	CATION NO	O. OF ABOVE PERSON (ENTITIES ONLY)	
2	CHECK THE AF	PPROPRIAT	E BOX IF A MEMBER OF A GROUP	
				(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	New York			
NUM	BER OF	5	SOLE VOTING POWER	
SHAI	RES EFICIALLY	6	227,262 SHARED VOTING POWER	
	ED BY	O	-0-	
EACI	H DRTING	7	SOLE DISPOSITIVE POWER	
	SON WITH	8	227,262 SHARED DISPOSITIVE POWER -0-	
9	AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPORT	ING PERSON
	227,262			
10	CHECK BOX IF	THE AGGR	EEGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
				[]
11	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW 9	

(Amendment No. 7) (1)

0.	.6	6	%
v	••	v	70

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 871851 10 1	Page 14 of 30 Pages
	<u> </u>

NAMES OF REPORTING PERSONSI.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The 1997 Richard Leeds Grantor Retained Annuity Trust II 13-7113589

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [x]

- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 **SOLE VOTING POWER** 269,149 **SHARES BENEFICIALLY** 6 SHARED VOTING POWER OWNED BY -0-**EACH** 7 SOLE DISPOSITIVE POWER REPORTING 269,149 PERSON WITH SHARED DISPOSITIVE POWER 8

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	CHECK BOX IF THE	GGREGATE AMOUNT IN ROW (9) EXCL	UDES CERTAIN SHARES*
			[]
11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	0.78%		
12	TYPE OF REPORTING	PERSON*	
	00		
	*5	EE INSTRUCTIONS BEFORE FILLING OU	T!
		SCHEDULE 13G	
CUSIP No	o. 871851 10 1	Page 15 of	30 Pages
1		IG PERSONS N NO. OF ABOVE PERSON (ENTITIES ON Grantor Retained Annuity Trust II	LY)
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	MBER OF ARES	SOLE VOTING POWER 269,149	

	Edg	ar Filing: LEED	OS RICHARD - Fo	orm SC 13G/A	
OWN EAC REPO	NED BY H ORTING	-0- 7 SOL 269	E DISPOSITIVE PO 9 ,149 RED DISPOSITIV	OWER	
9	AGGREGATE AMOU	NT BENEFICIA	LLY OWNED BY	EACH REPORTING PERSON	J
10	CHECK BOX IF THE A	AGGREGATE A	MOUNT IN ROW	(9) EXCLUDES CERTAIN SI	HARES*
11	PERCENT OF CLASS 0.78%	REPRESENTED) BY AMOUNT IN	I ROW 9	
12	TYPE OF REPORTING	G PERSON*			
	*5	SEE INSTRUCT	IONS BEFORE FII	LLING OUT!	
		SC	CHEDULE 13G		
CUSIP No.	. 871851 10 1			Page 16 of 30 Pages	
1	NAMES OF REPORTED I.R.S. IDENTIFICATION		OVE PERSON (ENT	ΓΙΤΙΕS ONLY)	
	The 1997 Bruce Leeds 13-7113588	Grantor Retain	ed Annuity Trust	II	
2	CHECK THE APPROP	RIATE BOX IF	A MEMBER OF A	GROUP	(a) [] (b) [x]

3 SEC USE ONLY

	New York		
NUN	MBER OF	5	SOLE VOTING POWER
	RES	· ·	269,149
	IEFICIALLY	6	SHARED VOTING POWER
EAC	NED BY	7	-0- SOLE DISPOSITIVE POWER
	ORTING	/	269,149
	SON WITH	8	SHARED DISPOSITIVE POWER
			-0-
9	AGGREGATE A	MOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON
	269,149		
10	CHECK BOX IE	THE ACCE	DECATE AMOUNT IN DOW (0) EVCLUDES CEDTAIN SHADES*
10	CHECK BOX IF	THE AGGF	REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10	CHECK BOX IF	THE AGGF	REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10			
	PERCENT OF C		[]
			[]
	PERCENT OF C	LASS REPR	[] RESENTED BY AMOUNT IN ROW 9
11	PERCENT OF C 0.78%	LASS REPR	[] RESENTED BY AMOUNT IN ROW 9
11	PERCENT OF CO.78% TYPE OF REPORT	LASS REPR	[] RESENTED BY AMOUNT IN ROW 9
11	PERCENT OF CO.78% TYPE OF REPORT	LASS REPR	[] RESENTED BY AMOUNT IN ROW 9 RSON*
11 12	PERCENT OF CO.78% TYPE OF REPORT	LASS REPR	RESENTED BY AMOUNT IN ROW 9 RSON* NSTRUCTIONS BEFORE FILLING OUT!

(Amendment No. 7) (1)

NAMES OF REPORTING PERSONS

GML Partners, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

1

13-3983149

2	CHECK THE A	PPROPRIATE	E BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY	Y		
4	CITIZENSHIP (OR PLACE OI	FORGANIZATION	
	Delaware			
NUN	MBER OF	5	SOLE VOTING POWER	
	RES	-	235,850	
	IEFICIALLY	6	SHARED VOTING POWER	
EAC	NED BY	7	-0- SOLE DISPOSITIVE POWER	
	ORTING	1	235,850	
PER	SON WITH	8	SHARED DISPOSITIVE POWER -0-	
9	AGGREGATE A	AMOUNT BE	NEFICIALLY OWNED BY EACH REPOR	RTING PERSON
	235,850			
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDI	ES CERTAIN SHARES*
			` ,	
				[]
11	PERCENT OF C	CLASS REPRI	ESENTED BY AMOUNT IN ROW 9	
	0.69%			
12	TYPE OF REPO	ORTING PERS	SON*	
	PN			

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

IP No.	871851 10 1		Page 18 of 30 Pages	
	NAMES OF REF		ERSONS D. OF ABOVE PERSON (ENTITIES ONLY)	
	The Richard Leo 13-7084941	eds Family I	rrevocable Trust	
2	CHECK THE AF	PROPRIAT	E BOX IF A MEMBER OF A GROUP	
				(a) [] (b) [x]
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	New York			
NUM	BER OF	5	SOLE VOTING POWER	
SHAI			50,000	
	EFICIALLY IED BY	6	SHARED VOTING POWER -0-	
EACI		7	SOLE DISPOSITIVE POWER	
	ORTING		50,000	
PERS	SON WITH	8	SHARED DISPOSITIVE POWER -0-	
9	AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPORTING PE	RSON
	50,000			
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES CERTA	AIN SHARES*
				[]
11	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW 9	
	0.15%			

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 871851 10 1		Page 19 of 30 Pages			
The Robert Leed 13-7083942	ls Family Ir	revocable Trust			
CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GROUP	(a) []		
			(a) [x]		
SEC USE ONLY					
CITIZENSHIPO	R DI ACE O	F ORGANIZATION			
	R FLACE O.	I ORGANIZATION			
New York					
	5	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER			
CH	7	SOLE DISPOSITIVE POWER 50,000			
RSON WITH	8	SHARED DISPOSITIVE POWER -0-			
	NAMES OF REP I.R.S. IDENTIFIC The Robert Leed 13-7083942 CHECK THE AP SEC USE ONLY CITIZENSHIP O New York MBER OF ARES	NAMES OF REPORTING PE I.R.S. IDENTIFICATION NO The Robert Leeds Family Irr 13-7083942 CHECK THE APPROPRIATI SEC USE ONLY CITIZENSHIP OR PLACE O New York MBER OF 5 ARES NEFICIALLY 6 //NED BY CH 7 PORTING	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The Robert Leeds Family Irrevocable Trust 13-7083942 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION New York MBER OF 5 SOLE VOTING POWER ARES 50,000 NEFICIALLY 6 SHARED VOTING POWER /NED BY -0- CH 7 SOLE DISPOSITIVE POWER PORTING 50,000 RSON WITH 8 SHARED DISPOSITIVE POWER		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000

10	CHECK BOX IF T	THE AGGR	EGATE AMOUNT IN R	OW (9) EXCLUDES CEI	RTAIN SHARES*
					[]
11	PERCENT OF CL	ASS REPRI	ESENTED BY AMOUN	T IN ROW 9	
	0.15%				
12	TYPE OF REPOR	TING PERS	SON*		
	00				
		*SEE IN	STRUCTIONS BEFORE	E FILLING OUT!	
			SCHEDULE 130	G	
CUSIP No	o. 871851 10 1			Page 20 of 30 Pages	
1	NAMES OF REPO		RSONS . OF ABOVE PERSON (ENTITIES ONLY)	
	The Bruce Leeds 13-7083943	Family Irre	evocable Trust		
2	CHECK THE APP	PROPRIATE	E BOX IF A MEMBER C	OF A GROUP	(a) []
					(b) [x]
3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE OI	F ORGANIZATION		
	New York				
	MBER OF	5	SOLE VOTING PO	WER	
	ARES NEFICIALLY	6	50,000 SHARED VOTING	POWER	

(Amendment No. 7) (1)

EAC REP	NED BY CH PORTING SON WITH	7 8	50LE DISPOSITIV 50,000 SHARED DISPOSI -0-		
9	AGGREGATE AMOU	JNT BENE	EFICIALLY OWNED	BY EACH REPORT	'ING PERSON
10	CHECK BOX IF THE	AGGREC	GATE AMOUNT IN R	OW (9) EXCLUDES	S CERTAIN SHARES*
					[]
11	PERCENT OF CLASS	REPRES	SENTED BY AMOUN	IN ROW 9	
12	TYPE OF REPORTIN	G PERSO	N*		
	*	SEE INST	FRUCTIONS BEFORE		
CUSIP No	o. 871851 10 1			Page 21 of 30 Page	ges
1	NAMES OF REPORT I.R.S. IDENTIFICATION The Bruce Leeds 2005	ON NO. O	OF ABOVE PERSON (ENTITIES ONLY)	
2	CHECK THE APPRO	PRIATE B	BOX IF A MEMBER (F A GROUP	(a) [] (b) [x]
3	SEC USE ONLY				

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

		5	SOLE VOTING POWER	
SHARES BENEFICIALLY		6	6,654,941 SHARED VOTING POWER	
OWNED BY		U	-0-	
EACH		7	SOLE DISPOSITIVE POWER	
REPORTING		8	6,654,941 SHARED DISPOSITIVE POWER	
PERSON WITH		0	-0-	
9	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTING I	PERSON
	0			
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN SHARES*
				[]
11	PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW 9	
	19.19%			
	25025 76			
12	TYPE OF REPO	RTING PERS	SON*	
	00			
		*SEE IN	STRUCTIONS BEFORE FILLING OUT!	
			SCHEDULE 13G	
CUSIP N	o. 871851 10 1		Page 22 of 30 Pages	

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Robert Leeds 2004 Irrevocable Trust

2	CHECK THE APPE	ROPRIATE E	BOX IF A MEMBER OF A GROUP	(a) [] (b) [x]
3	SEC USE ONLY			
	CITIZENSHIP OR I	PLACE OF (ORGANIZATION	
SHAR BENE OWN EACH REPC	EFICIALLY ED BY	5 6 7 8	SOLE VOTING POWER 6,654,943 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 6,654,943 SHARED DISPOSITIVE POWER -0-	
	AGGREGATE AM 6,654,943	OUNT BENI	EFICIALLY OWNED BY EACH REPORTING F	PERSON
10	CHECK BOX IF TH	HE AGGREC	GATE AMOUNT IN ROW (9) EXCLUDES CERT	ΓAIN SHARES*
	PERCENT OF CLA	SS REPRES	ENTED BY AMOUNT IN ROW 9	
	TYPE OF REPORT	ING PERSO	N*	
	I(a). Name of Issue	er.	TRUCTIONS BEFORE FILLING OUT!	

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, The Bruce Leeds Irrevocable Trust, The 1997 Richard Leeds Grantor Retained Annuity Trust II, The 1997 Robert Leeds Grantor Retained Annuity Trust II, The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust, The Bruce Leeds Pamily Irrevocable Trust, The Bruce Leeds 2005 Irrevocable Trust and The Robert Leeds 2004 Irrevocable Trust:

Systemax Inc. 11 Harbor Park Drive Port Washington, NY 11050

(2) For: Michele Rosenberg:

Cornick Garber & Sandler LLP 630 Third Avenue 10th Floor New York, NY 10017

(3) For: Carol Leeds:

901 East Camino Real #14D Boca Raton, FL 33432

(4) For: Paul Leeds:

6141 Hollows Lane Delray Beach, FL 33484

(5) For: David Leeds:

70 Crescent Lane Roslyn, NY 11577

(6) For: Nancy Leeds Bunt and GML Partners, L.P.:

320 Central Park West Apt. 10A New York, NY 10025

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 10,503,236 shares of Common Stock of the Company, representing 30.28% of the total number of shares outstanding as of December 31, 2005. Richard Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 8,493,024 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) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,515,412 of such shares as co-trustee for trusts for the benefit of his brothers children 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.

Robert Leeds is the beneficial owner of 8,665,153 shares of Common Stock of the Company, representing 25.00% of the total number of shares outstanding as of December 31, 2005. Robert Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,941 of such shares as trustee of a trust for the benefit of his brother and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,515,412 of such shares as co-trustee for trusts for the benefit of his brothers children 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.

Bruce Leeds is the beneficial owner of 8,665,155 shares of Common Stock of the Company, representing 25.00% of the total number of shares outstanding as of December 31, 2005. Bruce Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,943 of such shares as trustee of a trust for the benefit of his brother and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,515,412 of such shares as co-trustee for trusts for the benefit of his brothers children 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.

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 1,844,083 shares of Common Stock of the Company, representing 5.41% of the total number of shares outstanding as of December 31, 2005.

Paul Leeds is not the beneficial owner of any shares of Common Stock of the Company as of December 31, 2005.

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, 2005.

Nancy Leeds Bunt is the beneficial owner of 470,012 shares of Common Stock of the Company, representing 1.36% of the total number of shares outstanding as of December 31, 2005. Nancy Leeds Bunt has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 466,812 of such shares (including 235,850 shares owned by GML Partners, L.P., a limited partnership of which Nancy Leeds Bunt is the general partner, and 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.

Michele Rosenberg is the beneficial owner of 2,275,118 shares of Common Stock of the Company, representing 6.55% of the total number of shares outstanding as of December 31, 2005. 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 2,273,118 of such shares as co-trustee for trusts for the benefit of the children of Richard Leeds, Robert Leeds and Bruce Leeds.

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 1.26% of the total number of shares outstanding as of December 31, 2005.

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 0.66% of the total number of shares outstanding as of December 31, 2005.

Each of The 1997 Richard Leeds Grantor Retained Annuity Trust II, The 1997 Robert Leeds Grantor Retained Annuity Trust II and The 1997 Bruce Leeds Grantor Retained Annuity Trust II is the beneficial owner, and has sole power to dispose or direct the disposition, of 269,147 shares of Common Stock of the Company representing 0.78% of the total number of shares outstanding as of December 31, 2005.

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 0.68% of the total number of outstanding shares as of December 31, 2005.

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 0.15% of the total number of shares outstanding as of December 31, 2005.

The Bruce Leeds 2005 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 6,654,941 shares of Common Stock 19.19% of the total number of shares outstanding as of December 31, 2005.

The Robert Leeds 2004 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 6,654,943 shares of Common Stock representing 19.19% of the total number of shares outstanding as of December 31, 2005.

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.

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 13, 2006

/s/ Richard Leeds	_
Richard Leeds	
/s/ Robert Leeds	_
Robert Leeds	
/s/ Bruce Leeds	-
Bruce Leeds	

(Amendment No. 7) (1)

/s/ Paul Leeds
Paul 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
THE ROBERT LEEDS IRREVOCABLE TRUST
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: Richard Leeds
Richard Leeds, as Trustee
By: /s/ Michele Rosenberg
Michele Rosenberg, as Trustee
THE 1997 RICHARD LEEDS GRANTOR RETAINED ANNUITY TRUST II
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 1997 RICHARD LEEDS GRANTOR RETAINED ANNUITY TRUST II
By: <u>/s/ Bruce Leeds</u>
Bruce Leeds, as Trustee
By: /s/ Robert Leeds
Robert Leeds, as Trustee
By: /s/ Michele Rosenberg
Michele Rosenberg, 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 ROBERT LEEDS 2004 IRREVOCABLE TRUST
By: /s/ Bruce Leeds
Bruce Leeds, as Trustee
THE BRUCE LEEDS 2005 IRREVOCABL TRUST
By: <u>/s/ Robert Leeds</u>
Robert Leeds, as Trustee
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
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