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. 871	851 10 1		Page 2 of 31 Pages		
	ME OF REPORTING P S. IDENTIFICATION N		VE PERSON (ENTITIES ONLY)		
	chard Leeds ECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*	(a) (b)	o x
3 SEC	C USE ONLY				
	FIZENSHIP OR PLACE	OF ORGAN	IZATION		
OII.	neu States	5	SOLE VOTING POWER 8,998,023		
NUMBER OF S	SHARES	6	SHARED VOTING POWER		
BENEFICIALL EACH REPOR	Y OWNED BY TING PERSON	7	1,472,014 SOLE DISPOSITIVE POWER		
WITH		8	8,998,023 SHARED DISPOSITIVE POWER		
9 AG	GREGATE AMOUNT I	RENEFICIAI	1,472,014 LLY OWNED BY EACH REPORTING PERSON		
	470,037	DENEFICIAL	ELI OWNED DI LACII KLI OKTING I LKSON		
,	,	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
		PRESENTED	BY AMOUNT IN ROW (9)		
	01% PE OF REPORTING PE	RSON*			
IN *CEE INSTRU	CTIONS DEEODE EU I	INC OUT!			
"SEE INSTRUC	CTIONS BEFORE FILL	ING OUT!			

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 3 of 31 Pages		
1			OVE PERSON (ENTITIES ONLY)		
2	Robert Leeds CHECK THE APPROPRI	ATE BOX IF	F A MEMBER OF A GROUP*	(a) (b)	o x
3	SEC USE ONLY				
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION		
	Officed States	5	SOLE VOTING POWER 6.924.092		
NUMBER	OF SHARES	6	SHARED VOTING POWER		
BENEFIC	IALLY OWNED BY		1,472,014		
EACH RE	EPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH		8	6,924,092 SHARED DISPOSITIVE POWER		
			1,472,014		
9		BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON		
10	8,396,106 CHECK BOX IF THE AC	GGREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
11	PERCENT OF CLASS RI	EPRESENTE	D BY AMOUNT IN ROW (9)		
12	23.26% TYPE OF REPORTING F	PERSON*			
	IN				
*SEE INS	TRUCTIONS BEFORE FIL	LING OUT!			

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SCHEDULE 13G

CUSIP No. 87185	1 10 1		Page 4 of 31 Pages				
1 NAM	E OF REPORTING PI	ERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Bruce Leeds						
		TE BOX IF	A MEMBER OF A GROUP*	(a)	o		
				(b)	X		
3 SEC U	JSE ONLY						
4 CITIZ	ENSHIP OR PLACE	OF ORGAN	IZATION				
Unite	d States						
		5	SOLE VOTING POWER				
NUMBER OF SH	ARES	6	6,924,090 SHARED VOTING POWER				
BENEFICIALLY	OWNED BY		1,472,014				
EACH REPORTIN	NG PERSON	7	SOLE DISPOSITIVE POWER				
WITH		8	6,924,090 SHARED DISPOSITIVE POWER				
			1,472,014				
		BENEFICIAI	LLY OWNED BY EACH REPORTING PERSON				
8,396, 10 CHEC	,	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S* o			
		RESENTED	BY AMOUNT IN ROW (9)				
23.26 12 TYPE		DCON*					
12 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	OF REPORTING PE	KSUN"					
'	IONS BEFORE FILL	ING OUT!					

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 5 of 31 Pages			
1	NAME OF REPORTING P	NAME OF REPORTING PERSON				
		NO. OF ABO	VE PERSON (ENTITIES ONLY)			
2	Carol Leeds CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
			(b)			
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE	OF ORGAN	IIZATION			
	United States	5	SOLE VOTING POWER			
NHIMDEE	R OF SHARES	6	10,000 SHARED VOTING POWER			
- ,	TALLY OWNED BY	O	-0-			
	EPORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH	I ORTING I ERSOIT		10,000			
		8	SHARED DISPOSITIVE POWER			
			-0-			
9		BENEFICIA	LLY OWNED BY EACH REPORTING PERSON			
10	10,000 CHECK BOX IF THE AGO	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* O			
10	CHECK BOX II THE MOC	SILLOTTE T	discourt have well bridge of the control of the con			
11	PERCENT OF CLASS REF	PRESENTED	BY AMOUNT IN ROW (9)			
	0.03%					
12	TYPE OF REPORTING PE	ERSON*				
*SFE INS	IN TRUCTIONS BEFORE FILL	ING OUT!				
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SCHEDULE 13G

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

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SCHEDULE 13G

CUSIP N	o. 871851 10 1		Page 7 of 31 Pages			
1	NAME OF REPORTING	PERSON				
	I.R.S. IDENTIFICATION David Leeds	NO. OF AB	OVE PERSON (ENTITIES ONLY)			
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			
	R OF SHARES	6	227,262 SHARED VOTING POWER			
	CIALLY OWNED BY EPORTING PERSON	7	-0- SOLE DISPOSITIVE POWER			
WITH	EI OKTING I EKSON	8	227,262 SHARED DISPOSITIVE POWER			
9		BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON			
10	227,262 CHECK BOX IF THE AC	GREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o		
11		EPRESENTE	D BY AMOUNT IN ROW (9)			
12	0.63% TYPE OF REPORTING F	PERSON*				
*SEE INS	IN *SEE INSTRUCTIONS BEFORE FILLING OUT!					

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 8 of 31 Pages			
1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION N Michele Rosenberg	NO. OF ABO	VE PERSON (ENTITIES ONLY)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				o	
				(b)	X	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE	OF ORGAN	IZATION			
	United States					
		5	SOLE VOTING POWER			
NUMBER	OF SHARES	6	2,000 SHARED VOTING POWER			
BENEFIC	IALLY OWNED BY		1,465,671			
EACH RE	PORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH		8	2,000 SHARED DISPOSITIVE POWER			
			1,465,671			
9	AGGREGATE AMOUNT I	BENEFICIA	LLY OWNED BY EACH REPORTING PERSON			
10	1,465,671 CHECK BOX IF THE AGO	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o		
11	PERCENT OF CLASS REF	PRESENTED	BY AMOUNT IN ROW (9)			
	4.07%		` '			
12	TYPE OF REPORTING PE	RSON*				
	IN					
*SEE INS	TRUCTIONS BEFORE FILL	ING OUT!				

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SCHEDULE 13G

CUSIP N	o. 871851 10 1		Page 9 of 31 Pages				
1	NAME OF REPORTING I	NAME OF REPORTING PERSON					
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Generations Partners, L.P.					
2	11-3296824 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
			(t)			
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE Delaware	E OF ORGAI	NIZATION SOLE VOTING POWER				
BENEFIC EACH RI	R OF SHARES CIALLY OWNED BY EPORTING PERSON	6 7	1,838,583 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 1,838,583				
WITH		8	SHARED DISPOSITIVE POWER				
9	1,838,583		LLY OWNED BY EACH REPORTING PERSON AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* O	,			
11		PRESENTE	D BY AMOUNT IN ROW (9)				
12	5.09% TYPE OF REPORTING PI PN	ERSON*					
*SEE INS	TRUCTIONS BEFORE FILI	LING OUT!					

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SCHEDULE 13G

CUSIP No	o. 871851 10 1			Page 10 of 31 Pages		
1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION N The Richard Leeds Irrevo		VE PERSON (ENTITIES ONL	Y)		
2	13-7039966 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	IIZATION SOLE VOTING POWER			
BENEFIC	OF SHARES MALLY OWNED BY EPORTING PERSON	6 7 8	438,557 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWI 438,557 SHARED DISPOSITIVE PO	ER		
9	-0- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 438,557					
11 12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.22% TYPE OF REPORTING PERSON*					
*SEE INS	OO *SEE INSTRUCTIONS BEFORE FILLING OUT!					

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 11 of 31 Pages		
1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION The Robert Leeds Irrevo		OVE PERSON (ENTITIES ONLY)		
2	13-7045037 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION New York				
		5	SOLE VOTING POWER		
NULL CONTROL	OF GILL PEG	_	438,557		
	R OF SHARES	6	SHARED VOTING POWER		
	TIALLY OWNED BY	7	-0- SOLE DISPOSITIVE POWER		
	EPORTING PERSON	1	438.557		
WITH		8	SHARED DISPOSITIVE POWER		
			-0-		
9	AGGREGATE AMOUNT	BENEFICIA	LLY OWNED BY EACH REPORTING PERSON		
	438,557				
10	CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	ES* o	
11	PERCENT OF CLASS RE	PRESENTEI	D BY AMOUNT IN ROW (9)		
	1.22%				
12	TYPE OF REPORTING P	ERSON*			
	00				
*SEE INS	TRUCTIONS BEFORE FILI	LING OUT!			

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SCHEDULE 13G

CUSIP N	o. 871851 10 1		Page 12 of 31 Pages				
1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION The Bruce Leeds Irrevo		BOVE PERSON (ENTITIES ONLY)				
2	13-7039904 CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP*	(a)	o		
				(b)	X		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC	CE OF ORGA	ANIZATION				
	New Tork	5	SOLE VOTING POWER				
			438,557				
NUMBE	R OF SHARES	6	SHARED VOTING POWER				
BENEFIC	CIALLY OWNED BY		-0-				
EACH R	EPORTING PERSON	7	SOLE DISPOSITIVE POWER				
WITH			438,557				
		8	SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUN'	T BENEFICI	-0- ALLY OWNED BY EACH REPORTING PERSON				
10	,	GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o			
11		EPRESENTI	ED BY AMOUNT IN ROW (9)				
12	1.22% TYPE OF REPORTING	PERSON*					
12	00	LIGOIT					
*SEE IN	STRUCTIONS BEFORE FII	LING OUT!					

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 13 of 31 Pages		
1	NAME OF REPORTING I	PERSON			
	I.R.S. IDENTIFICATION GML Partners, L.P.	NO. OF ABO	VE PERSON (ENTITIES ONLY)		
2	13-3983149 CHECK THE APPROPRIA	ATE BOX IF	A MEMBER OF A GROUP*	(a)	o
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE				
		5	SOLE VOTING POWER 235.850		
NUMBER	OF SHARES	6	SHARED VOTING POWER		
BENEFIC	TALLY OWNED BY		-0-		
EACH RE	EPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH			235,850		
		8	SHARED DISPOSITIVE POWER		
_			-0-		
9		BENEFICIA	LLY OWNED BY EACH REPORTING PERSON		
10	235,850 CHECK BOX IF THE AG	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	ES*o	
11		PRESENTED	BY AMOUNT IN ROW (9)		
12	0.65% TYPE OF REPORTING PI	FRSON*			
12	PN	LIGOI			
*SEE INS	TRUCTIONS BEFORE FILE	LING OUT!			

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SCHEDULE 13G

CUSIP No	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (E The Richard Leeds Family Irrevocable Trust 13-7084941 CHECK THE APPROPRIATE BOX IF A MEMBER OF SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION New York 5 SOLE VOTING		Page 14 of 31 Pages	Page 14 of 31 Pages			
1	NAME OF REPORTING	PERSON					
			· · · · · · · · · · · · · · · · · · ·				
2		ATE BOX II	F A MEMBER OF A GROUP*	(a)	o		
				(b)	X		
3	SEC USE ONLY						
4			NIZATION SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		6 7	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,000				
WITH		8	SHARED DISPOSITIVE POWER				
9	50,000		ALLY OWNED BY EACH REPORTING PERSON				
10	CHECK BOX IF THE AG	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 P	ERSON*					
*SEE INS	TRUCTIONS BEFORE FIL	LING OUT!					

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SCHEDULE 13G

CUSIP N	CUSIP No. 871851 10 1 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIE The Robert Leeds Family Irrevocable Trust 13-7083942 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO 3 SEC USE ONLY		Page 15 of 31 Pages	Page 15 of 31 Pages		
1	NAME OF REPORTING	PERSON				
2		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			
BENEFIC	R OF SHARES CIALLY OWNED BY EPORTING PERSON	6 7 8	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,000 SHARED DISPOSITIVE POWER			
9	50,000		-0- ALLY OWNED BY EACH REPORTING PERSON AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	S*o		
11 12	PERCENT OF CLASS RE 0.14% TYPE OF REPORTING P		ED BY AMOUNT IN ROW (9)			
	OO STRUCTIONS BEFORE FIL					

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SCHEDULE 13G

CUSIP N	o. 871851 10 1		Page 16 of 31 Pages
1	NAME OF REPORTING	PERSON	
	I.R.S. IDENTIFICATION The Bruce Leeds Family		OVE PERSON (ENTITIES ONLY) 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 PLACE New York	E OF ORGA	NIZATION SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6 7	50,000 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,000
0	ACCRECATE AMOUNT	8 S DENIEEROL	SHARED DISPOSITIVE POWER -0-
9	50,000		ALLY OWNED BY EACH REPORTING PERSON AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0
11	PERCENT OF CLASS RE	EPRESENTE	D BY AMOUNT IN ROW (9)
12	TYPE OF REPORTING P	ERSON*	
*SEE INS	OO STRUCTIONS BEFORE FIL	LING OUT!	

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SCHEDULE 13G

CUSIP No. 871851 10 1		Page 17 of 31 Pages		
1 NAME OF REPORTING	PERSON			
I.R.S. IDENTIFICATION	NO. OF AB	OVE PERSON (ENTITIES ONLY)		
The Bruce Leeds 2006 Gl CHECK THE APPROPRI		F A MEMBER OF A GROUP*	(a)	0
	TIL BOIL	THE SERVICE OF THE GROOT	(a)	O
			(b)	X
3 SEC USE ONLY				
4 CITIZENSHIP OR PLACE	E OF ORGA	NIZATION		
New York	~	GOLE MOTING DOWER		
	5	SOLE VOTING POWER 2,890,769		
NUMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY		-0-		
EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH		2,890,769		
	8	SHARED DISPOSITIVE POWER		
9 AGGREGATE AMOUNT	BENEFICI	-0- ALLY OWNED BY EACH REPORTING PERSON		
2,890,769	221 (21 101			
	GREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o	
11 PERCENT OF CLASS RE	EPRESENTE	ED BY AMOUNT IN ROW (9)		
8.01%				
12 TYPE OF REPORTING P	ERSON*			
OO *SEE INSTRUCTIONS BEFORE FILE	LING OUT!			

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SCHEDULE 13G

CUSIP No. 871851 10 1		Page 18 of 31 Pages		
1 NAME OF REPORTING PER	RSON			
The Robert Leeds 2006 GRA	ΑT	VE PERSON (ENTITIES ONLY)		
2 CHECK THE APPROPRIATE	E BOX IF A	A MEMBER OF A GROUP*	(a)	O
			(b)	X
3 SEC USE ONLY				
	CITIZENSHIP OR PLACE OF ORGANIZATION			
New York	5	SOLE VOTING POWER		
NUMBER OF SHARES	6	3,666,037 SHARED VOTING POWER		
BENEFICIALLY OWNED BY	7	-0-		
EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER 3,666,037		
WITH	8	SHARED DISPOSITIVE POWER		
		-0-		
	ENEFICIAI	LLY OWNED BY EACH REPORTING PERSON		
3,666,037 10 CHECK BOX IF THE AGGR	REGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
11 PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW (9)		
10.16% 12 TYPE OF REPORTING PER	SON*			
OO *SEE INSTRUCTIONS BEFORE FILLIN	NG OUT!			

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SCHEDULE 13G

CUSIP N	o. 871851 10 1		Page 19 of 31 Pages		
1	NAME OF REPORTING	PERSON			
2	The Richard Leeds 2006	GRAT	OVE PERSON (ENTITIES ONLY) F A MEMBER OF A GROUP*	(a)	o
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLAC	E OF ORGA	NIZATION		
	New Tork	5	SOLE VOTING POWER		
	R OF SHARES CIALLY OWNED BY	6	2,890,769 SHARED VOTING POWER -0-		
EACH RI	EPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH		8	2,890,769 SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT	BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON		
10	2,890,769 CHECK BOX IF THE AC	GGREGATE .	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o	
11	PERCENT OF CLASS RI	EPRESENTE	D BY AMOUNT IN ROW (9)		
12	8.01% TYPE OF REPORTING F	PERSON*			
*SEE INS	OO STRUCTIONS BEFORE FIL	LING OUT!			

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SCHEDULE 13G

CUSIP No	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES OF The Bruce Leeds 2007 GRAT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION New York 5 SOLE VOTING POWER 896,155 MBER OF SHARES 6 SHARED VOTING POWER 100 NOTION OF SHARES		Page 20 of 31 Pages	Page 20 of 31 Pages			
1	NAME OF REPORTING	PERSON					
	I.R.S. IDENTIFICATION	NO. OF AB	OVE PERSON (ENTITIES ONLY)				
2			E A MEMDED OF A CDOUD*				
2	CHECK THE ATTROTRI	ATE BOX II	A MEMBER OF A GROOT	(a)	O		
				(b)	X		
3	SEC USE ONLY						
4							
	New York	-	COLE VOTING DOWER				
		5					
NUMBER OF SHARES		6	SHARED VOTING POWER				
BENEFIC	IALLY OWNED BY		-0-				
EACH RE	PORTING PERSON	7	SOLE DISPOSITIVE POWER				
WITH		_	896,155				
		8	SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT	BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON				
,	896,155	BEIVER ICH	ELLI OWILL BI LIKEITKEI OKTING I EKOON				
10	,	GREGATE .	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o			
11	PERCENT OF CLASS RE	EPRESENTE	D BY AMOUNT IN ROW (9)				
	2.48%						
12	TYPE OF REPORTING P	ERSON*					
*CEE INC	00 TOUCTIONS REFORE FILE	I ING OUT!					
. DEE 11/2	SEE INSTRUCTIONS BEFORE FILLING OUT!						

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CUSIP No	o. 871851 10 1		Page 21 of 31 Pages			
1	NAME OF REPORTING	PERSON				
2	The Robert Leeds 2007 (GRAT	OVE PERSON (ENTITIES ONLY) 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			
	R OF SHARES	6	1,120,887 SHARED VOTING POWER -0-			
	EPORTING PERSON	7	SOLE DISPOSITIVE POWER			
WITH		8	1,120,887 SHARED DISPOSITIVE POWER			
9		BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON			
10	1,120,887 CHECK BOX IF THE AC	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S*o		
11		EPRESENTE	D BY AMOUNT IN ROW (9)			
12	3.11% TYPE OF REPORTING F	ERSON*				
*SEE INS	OO EE INSTRUCTIONS BEFORE FILLING OUT!					

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SCHEDULE 13G

CUSIP No. 871851 10 1		Page 22 of 31 Pages		
1 NAME OF REPORTING I	PERSON			
I.R.S. IDENTIFICATION	NO. OF AB	OVE PERSON (ENTITIES ONLY)		
The Richard Leeds 2007 of CHECK THE APPROPRIA	_	F A MEMBER OF A GROUP*	(a)	o
			(b)	X
3 SEC USE ONLY			` ,	
4 CITIZENSHIP OR PLACE	E OF ORGA	NIZATION		
New York				
	5	SOLE VOTING POWER		
NUMBER OF SHARES	6	896,155 SHARED VOTING POWER		
BENEFICIALLY OWNED BY		-0-		
EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH		896,155		
	8	SHARED DISPOSITIVE POWER		
	BENEFICIA	-0- ALLY OWNED BY EACH REPORTING PERSON		
896,155 10 CHECK BOX IF THE AG	GREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	5* o	
11 PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW (9)		
2.48%				
12 TYPE OF REPORTING P	ERSON*			
OO *SEE INSTRUCTIONS BEFORE FILI	LING OUT!			

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SCHEDULE 13G

CUSIP No	o. 871851 10 1		Page 23 of 31 Pages		
1	NAME OF REPORTING I	PERSON			
	I.R.S. IDENTIFICATION	NO. OF ABO	OVE PERSON (ENTITIES ONLY)		
2	Barbara Leeds Trust CHECK THE APPROPRIA	ATE BOX IF	A MEMBER OF A GROUP*	(a)	o
				(b)	X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	New York	5	SOLE VOTING POWER		
NUMBER	OF SHARES	6	100 SHARED VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY		O	-0-		
	PORTING PERSON	7	SOLE DISPOSITIVE POWER		
WITH			100		
		8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT	BENEFICIA	-0- LLLY OWNED BY EACH REPORTING PERSON		
10		GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARI	ΞS*ο	
11	PERCENT OF CLASS RE	PRESENTEI	O BY AMOUNT IN ROW (9)		
12	TYPE OF REPORTING P	ERSON*			
	00				
*SEE INS	E 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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