

MSC INDUSTRIAL DIRECT CO INC  
Form 8-K  
December 23, 2008

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 23, 2008**

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### MSC Industrial Direct Co., Inc.

(Exact Name of Registrant as Specified in Its Charter)

**New York**  
(State or other jurisdiction of  
incorporation)

**1-14130**  
(Commission File Number)

**11-3289165**  
(IRS Employer Identification No.)

**75 Maxess Road, Melville, New York**  
(Address of principal executive offices)

**11747**  
(Zip Code)

Registrant's telephone number, including area code: **(516) 812-2000**

Not Applicable

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS**

On December 23, 2008, the Registrant issued a press release announcing the declaration of a cash dividend on the common stock of the Registrant. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated December 23, 2008, issued by MSC Industrial Direct Co., Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MSC INDUSTRIAL DIRECT CO., INC.**

Date: December 23, 2008

By: /s/ Charles Boehlke  
Name: Charles Boehlke  
Title: Executive Vice President and Chief Financial Officer

**Exhibit Index**

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