

DXP ENTERPRISES INC  
Form 8-K  
August 21, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**Commission File Number 0-21513**

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**DXP ENTERPRISES, INC.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation  
or organization)

76-0509661  
(I.R.S. Employer Identification Number)

7272 Pinemont, Houston, Texas 77040  
(Address of principal executive offices)

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Registrant's telephone number, including area code:  
(713) 996-4700

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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:

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

**ITEM 1.01. Entry into a Material Definitive Agreement**

On August 19, 2007 DXP Enterprises, Inc. ("DXP") entered into a definitive agreement to acquire the business of Precision Industries, Inc. A ITEM copy of the definitive agreement is furnished as Exhibit 10.1 hereto, which is

incorporated herein by reference.

ITEM 7.01. Regulation FD Disclosure

The following information is furnished pursuant to Regulation FD

On August 19, 2007 DXP Enterprises, Inc. issued a press release announcing the Definitive Agreement for the acquisition of Precision Industries, Inc., a copy of which is furnished as Exhibit 10.2 hereto, which is incorporated herein by reference. Such exhibit (i) is furnished pursuant to Item 7.01 of Form 8-K, (ii) is not to be considered "filed" under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (iii) shall not be incorporated by reference into any previous or future filings made by or to be made by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

ITEM 9.01. Financial Statements and Exhibits

(c) Exhibits

- 10.1 Definitive Agreement, dated as of August 19, 2007, whereby DXP Enterprises entered into an agreement to acquire Precision Industries, Inc.
- 10.2 Press Release dated August 19, 2007 announcing the Definitive Agreement for the Acquisition of Precision Industries, 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, thereunto duly authorized.

DXP ENTERPRISES, INC.

(Registrant)

By: /s/MAC McCONNELL

Mac McConnell

Senior Vice-President/Finance and  
Chief Financial Officer

Dated: August 20, 2007