

ANIXTER INTERNATIONAL INC

Form SC 13G/A

February 16, 2016

SECURITIES

AND

EXCHANGE

COMMISSION

Washington,

D.C. 20549

SCHEDULE

13G/A

Under the

Securities

Exchange Act of

1934

(Amendment

No. 1)*

Anixter

International

Inc.

(Name of

Issuer)

Common Stock,

par value \$0.001

per share

(Title of Class

of Securities)

035290105

(CUSIP

Number)

December 31,

2015

(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)
- Rule 13d-1(d)

(Page 1 of 10
Pages)

*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).

1	NAME OF REPORTING PERSON
	Adage Capital Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,792,138
7	SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	1,792,138 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,792,138

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.44%

TYPE OF

REPORTING

12

PERSON

PN

1	NAME OF REPORTING PERSON
	Adage Capital Partners GP, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	1,792,138 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	1,792,138 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,792,138

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.44%

TYPE OF

REPORTING

12

PERSON

OO

1	NAME OF REPORTING PERSON
	Adage Capital Advisors, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,792,138
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	1,792,138
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	1,792,138 ..

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.44%

TYPE OF
REPORTING
PERSON

12

OO

1	NAME OF REPORTING PERSON
2	Robert Atchinson CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,792,138 SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	1,792,138 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	1,792,138
10	CHECK BOX " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.44%
TYPE OF
REPORTING
PERSON

IN

1	NAME OF REPORTING PERSON
	Phillip Gross
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,792,138
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	1,792,138
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	1,792,138 CHECK BOX " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.44%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER

The name of the issuer is Anixter International Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 2301 Patriot Blvd., Glenview, Illinois 60026.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

(i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP") with respect to the Common Stock directly owned by it;

Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of
(ii) Delaware ("ACPGP"), as general partner of ACP with respect to the Common Stock directly owned by ACP;

Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of
(iii) Delaware ("ACA"), as managing member of ACPGP, general partner of ACP, with respect to the Common Stock directly owned by ACP;

(iv) Robert Atchinson ("Mr. Atchinson"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the Common Stock directly owned by ACP; and

(v) Phillip Gross ("Mr. Gross"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the Common Stock directly owned by ACP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is 200 Clarendon Street, 52nd floor, Boston, Massachusetts 02116.

Item 2(c). CITIZENSHIP

ACP is a limited partnership organized under the laws of the State of Delaware. ACPGP and ACA are limited liability companies organized under the laws of the State of Delaware. Messrs. Gross and Atchinson are citizens of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.001 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER

035290105

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK
3. WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable.

**Item OWNERSHIP
4.**

- A. Adage Capital Partners, L.P., Adage Capital Partners GP, L.L.C. and Adage Capital Advisors, L.L.C.
 - (a) Amount beneficially owned: 1,792,138
Percent of class: 5.44%. The percentages used herein and in the rest of this Schedule 13G/A are calculated based on a total of 32,970,320 shares of Common Stock of the Company outstanding as of October 20, 2015, as reported on the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2015 filed with the Securities and Exchange Commission on October 27, 2015.
 - (b)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,792,138
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition of: 1,792,138

ACP has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 (the "Act"), ACPGP and ACA may be deemed to beneficially own the shares owned by ACP.

B. Robert Atchinson and Phillip Gross

(a) Amount beneficially owned: 1,792,138

(b) Percent of class: 5.44%

(c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,792,138

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 1,792,138

Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the Common Stock beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares beneficially owned by ACP.

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 OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 035290105 13G/A Page 10 of 10 Pages
SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 16, 2016

ADAGE CAPITAL PARTNERS, L.P.
By: Adage Capital Partners GP, L.L.C.,
its general partner

By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.
By: Adage Capital Advisors, L.L.C.,
its managing member

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson
Name: Robert Atchinson
Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson
ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross
PHILLIP GROSS, individually

t-family:Times New Roman" SIZE="2">**Interest in Securities of the Issuer.**

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- (a) Catalyst Fund Limited Partnership II (and Catalyst Fund General Partner II Inc., CCGI Holdings II Inc., The Catalyst Capital Group Inc., Newton Glassman, Gabriel de Alba and Jonathan A. Levin through the Catalyst Fund Limited Partnership II) beneficially own 472,102 shares of Class A Common Stock. The shares of Class A Common Stock presently held by Catalyst Fund Limited Partnership II represent approximately 1.4% of the issued and outstanding shares of Class A Common Stock of the Company, based upon the 33,364,542 shares of Class A Common Stock issued and outstanding as reported in the Company's Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on March 8, 2013.

Pursuant to Rule 13d-3(d)(1)(i) the number of issued and outstanding shares of Class A Common Stock assumes that each other shareholder of the Company does not exercise or convert any other rights, warrants, options or securities exercisable or convertible into Class A Common Stock within 60 days of the date of this report.

- (b) Newton Glassman, Gabriel de Alba and Jonathan A. Levin, in their capacities as defined herein share the power to vote and dispose of the 472,102 shares of Class A Common Stock, directly owned by Catalyst Fund Limited Partnership II.
- (c) Except as set forth below, no transactions in the shares of Class A Common Stock were effected by the Reporting Persons during the past sixty (60) days. All such transactions were sales effected in the open market, and the table includes commissions paid in per shares prices.

Name of Reporting Person	Date of Transaction	Number of Shares Purchased or (Sold)	Price Per Share
Catalyst Fund Limited Partnership II	01/28/13	(113,197)	\$ 22.9950
Catalyst Fund Limited Partnership II	01/29/13	(140,000)	\$ 22.1631
Catalyst Fund Limited Partnership II	02/01/13	(39,185)	\$ 22.9783
Catalyst Fund Limited Partnership II	02/05/13	(36,477)	\$ 21.7429
Catalyst Fund Limited Partnership II	02/06/13	(70,589)	\$ 21.7678
Catalyst Fund Limited Partnership II	02/08/13	(30,581)	\$ 21.7475
Catalyst Fund Limited Partnership II	02/21/13	(28,287)	\$ 21.6803
Catalyst Fund Limited Partnership II	02/22/13	(66,050)	\$ 21.7222
Catalyst Fund Limited Partnership II	03/01/13	(8,850)	\$ 21.7100
Catalyst Fund Limited Partnership II	03/04/13	(36,929)	\$ 21.5690
Catalyst Fund Limited Partnership II	03/05/13	(72,905)	\$ 21.7006
Catalyst Fund Limited Partnership II	03/06/13	(95,324)	\$ 22.0438
Catalyst Fund Limited Partnership II	03/07/13	(49,944)	\$ 22.0192
Catalyst Fund Limited Partnership II	03/08/13	(77,695)	\$ 22.0588
Catalyst Fund Limited Partnership II	03/11/13	(55,475)	\$ 22.0018
Catalyst Fund Limited Partnership II	03/12/13	(158,141)	\$ 22.3898
Catalyst Fund Limited Partnership II	03/13/13	(125,000)	\$ 22.8823
Catalyst Fund Limited Partnership II	03/14/13	(93,579)	\$ 23.6186
Catalyst Fund Limited Partnership II	03/15/13	(90,000)	\$ 23.5948
Catalyst Fund Limited Partnership II	03/18/13	(66,000)	\$ 23.4368
Catalyst Fund Limited Partnership II	03/19/13	(71,936)	\$ 23.3011
Catalyst Fund Limited Partnership II	03/20/13	(70,000)	\$ 23.6622
Catalyst Fund Limited Partnership II	03/21/13	(30,254)	\$ 23.5805
Catalyst Fund Limited Partnership II	03/22/13	(22,369)	\$ 23.4896
Catalyst Fund Limited Partnership II	03/25/13	(53,000)	\$ 23.7126
Catalyst Fund Limited Partnership II	03/26/13	(58,300)	\$ 23.8563
Catalyst Fund Limited Partnership II	03/27/13	(100,000)	\$ 24.1665
Catalyst Fund Limited Partnership II	03/28/13	(51,900)	\$ 24.2770

- (d) Newton Glassman, Gabriel de Alba and Jonathan A. Levin, in their capacities as defined herein, share the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock directly owned by Catalyst Fund Limited Partnership II.

- (e) The Reporting Persons ceased to be the beneficial owners of more than five percent (5%) of the issued and outstanding shares of Class A Common Stock of the Company on March 11, 2013.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: March 28, 2013

/s/ Newton Glassman
Newton Glassman

/s/ Gabriel de Alba
Gabriel de Alba

/s/ Jonathan A. Levin
Jonathan A. Levin

CATALYST FUND LIMITED PARTNERSHIP II

By: CATALYST FUND GENERAL PARTNER II INC., its General Partner

By: /s/ Newton Glassman
Name: Newton Glassman
Title: Director

CATALYST FUND GENERAL PARTNER II INC.

By: /s/ Newton Glassman
Name: Newton Glassman
Title: Director

CCGI HOLDINGS II INC.

By: /s/ Newton Glassman
Name: Newton Glassman
Title: Director

THE CATALYST CAPITAL GROUP INC.

By: /s/ Newton Glassman
Name: Newton Glassman
Title: President / Managing Partner / Director