

MSC INDUSTRIAL DIRECT CO INC  
Form 8-K  
October 28, 2004

**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) **October 28, 2004**

**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**  
(I.R.S. 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**

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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:

- 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))
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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On October 28, 2004, the Registrant issued a press release announcing results of operations for its fourth fiscal quarter ended August 28, 2004 and its fiscal year ended August 28, 2004. The entire text of the press release is attached as Exhibit 99.1

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibits:**

99.1 MSC Industrial Direct Co., Inc. Press Release, dated October 28, 2004.

**Signature**

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: October 28, 2004

By: /s/ Shelley Boxer  
Name: Shelley Boxer  
Title: Vice President, Finance