

HUANG ROBERT T
Form 4
April 27, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUANG ROBERT T

2. Issuer Name and Ticker or Trading Symbol
SYNNEX CORP [SNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
44201 NOBEL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

FREMONT, CA 94538

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	04/24/2010		M	62,500	A	11	353,097	D
Common Stock	04/24/2010		F	5,654	D	\$ 29.7	347,443	D
Common Stock	04/26/2010		S	5,741	D	\$ 29.5	341,702	D
Common Stock	04/26/2010		S	2,930	D	\$ 29.51	338,772	D
Common Stock	04/26/2010		S	2,800	D	\$ 29.52	335,972	D
Common Stock	04/26/2010		S	900	D	\$ 29.53	335,072	D

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Common Stock							
Common Stock	04/26/2010	S	700	D	\$ 29.54	334,372	D
Common Stock	04/26/2010	S	900	D	\$ 29.55	333,472	D
Common Stock	04/26/2010	S	400	D	\$ 29.56	333,072	D
Common Stock	04/26/2010	S	100	D	\$ 29.57	332,972	D
Common Stock	04/26/2010	S	892	D	\$ 29.58	332,080	D
Common Stock	04/26/2010	S	795	D	\$ 29.59	331,285	D
Common Stock	04/26/2010	S	100	D	\$ 29.595	331,185	D
Common Stock	04/26/2010	S	1,463	D	\$ 29.6	329,722	D
Common Stock	04/26/2010	S	100	D	\$ 29.61	329,622	D
Common Stock	04/26/2010	S	550	D	\$ 29.62	329,072	D
Common Stock	04/26/2010	S	100	D	\$ 29.63	328,972	D
Common Stock	04/26/2010	S	889	D	\$ 29.64	328,083	D
Common Stock	04/26/2010	S	1,305	D	\$ 29.65	326,778	D
Common Stock	04/26/2010	S	2,275	D	\$ 29.66	324,503	D
Common Stock	04/26/2010	S	3,170	D	\$ 29.67	321,333	D
Common Stock	04/26/2010	S	300	D	\$ 29.675	321,033	D
Common Stock	04/26/2010	S	5,600	D	\$ 29.68	315,433	D
Common Stock	04/26/2010	S	200	D	\$ 29.685	315,233	D
Common Stock	04/26/2010	S	3,100	D	\$ 29.69	312,133	D
	04/26/2010	S	200	D		311,933	D

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Common Stock					\$	29.695	
Common Stock	04/26/2010	S	2,600	D	\$ 29.7	309,333	D
Common Stock	04/26/2010	S	100	D	\$ 29.705	309,233	D
Common Stock	04/26/2010	S	3,000	D	\$ 29.71	306,233	D
Common Stock	04/26/2010	S	100	D	\$ 29.715	306,133	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/24/2010		M	62,500	<u>(2)</u> <u>(2)</u>	Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG ROBERT T 44201 NOBEL DRIVE FREMONT, CA 94538		X		

Signatures

/s/ Simon Y. Leung,
Attorney-in-Fact

04/27/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a Stock Unit Deferral Election executed by the reporting person and the issuer on February 28, 2006, the reporting person deferred settlement of the 250,000 stock units granted to the reporting person on February 7, 2006. Each restricted stock unit has the economic equivalent of one share of the issuer's stock. On April 24, 2010, 62,500 shares of the reporting person's restricted stock units were settled for an equal number of shares of the issuer's common stock.
- (1)
- (2) The restricted stock units are to be settled for an equal number of shares of the issuer's common stock in equal installments on April 24, 2010, 2011, 2012 and 2013.

Remarks:

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. [05NYC9.05NYC3629]DU3629B.;8',USER='JLAWRENA',CD=';5-APR-2005;16:17' -->

combination of shares of Common Stock and/or OP Units or other capital adjustments, or the payment of a stock dividend or unit distribution after the effective date of the Plan, or other change in such shares of Common Stock and/or OP Units effected without receipt of consideration by the Company; provided that any awards covering fractional shares of Common Stock and/or OP Units resulting from any such adjustment shall be eliminated and provided further, that each ISO granted under the Plan shall not be adjusted in a manner that causes such option to fail to continue to qualify as an ISO within the meaning of Code Section 422. Adjustments under this Section shall be made by the Committee, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive.

4.6. *Right of Discharge Reserved.* Nothing in the Plan or in any Plan Agreement shall confer upon any person the right to continue in the employment of the Company or an Affiliate or affect any right which the Company or an Affiliate may have to terminate the employment of such person.

4.7. *No Rights as a Stockholder.* No grantee or other person shall have any of the rights of a stockholder of the Company with respect to shares or of a unit holder of the Operating Partnership with respect to units, as applicable, subject to an award until the issuance to him or her of a stock certificate for such shares or a certificate evidencing such units, as applicable. Except as otherwise provided in Section 4.5, no adjustment shall be made for dividends, distributions or other rights (whether ordinary or extraordinary, and whether in cash, securities or other property) for which the record date is prior to the date such stock certificate or unit certificate, as applicable, is issued. In the case of a grantee of an award which has not yet vested, the grantee shall have the rights of a stockholder of the Company or of a unit holder of the Operating Partnership, as applicable, if and only to the extent provided in the applicable Plan Agreement.

4.8. *Nature of Payments.*

(a) Any and all awards or payments hereunder shall be granted, issued, delivered or paid, as the case may be, in consideration of services performed for the Company or for its Affiliates by the grantee.

(b) No such awards and payments shall be considered special incentive payments to the grantee or, unless otherwise determined by the Committee, be taken into account in computing the grantee's salary or compensation for the purposes of determining any benefits under (i) any pension, retirement, life insurance or other benefit plan of the Company or any Affiliate or (ii) any agreement between the Company or any Affiliate and the grantee.

(c) By accepting an award under the Plan, the grantee shall thereby waive any claim to continued exercisability or vesting of an award or to damages or severance entitlement related to non-continuation of the award beyond the period provided herein or in the applicable Plan Agreement, notwithstanding any contrary provision in any written employment contract with the grantee, whether any such contract is executed before or after the grant date of the award.

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4.9. *Non-Uniform Determinations.* The Committee's determinations under the Plan need not be uniform and may be made by it selectively among persons who receive, or are eligible to receive, awards under the Plan (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee shall be entitled, among other things, to make non-uniform and selective determinations, and to enter into non-uniform and selective Plan Agreements, as to (a) the persons to receive awards under the Plan, (b) the terms and provisions of awards under the Plan, and (c) the treatment of leaves of absence pursuant to Section 2.5(c).

4.10. *Other Payments or Awards.* Nothing contained in the Plan shall be deemed in any way to limit or restrict the Company, any Affiliate or the Committee from making any award or payment to any person under any other plan, arrangement or understanding, whether now existing or hereafter in effect.

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4.11. *Reorganization.*

(a) In the event that the Company is merged or consolidated with another corporation and, whether or not the Company shall be the surviving corporation, there shall be any change in the shares of Common Stock by reason of such merger or consolidation, or in the event that all or substantially all of the assets of the Company are acquired by another person, or in the event of a reorganization or liquidation of the Company (each such event being hereinafter referred to as a "Reorganization Event") or in the event that the Board shall propose that the Company enter into a Reorganization Event, then the Committee may in its discretion, by written notice to a grantee, provide that his or her options will be terminated unless exercised within 30 days (or such longer period as the Committee shall determine in its sole discretion) after the date of such notice; provided that if, and to the extent that, the Committee takes such action with respect to the grantee's options not yet exercisable, the Committee shall also accelerate the dates upon which such options shall be exercisable. The Committee also may in its discretion by written notice to a grantee provide that all or some of the restrictions on any of the grantee's awards may lapse in the event of a Reorganization Event upon such terms and conditions as the Committee may determine.

(b) Whenever deemed appropriate by the Committee, the actions referred to in Section 4.11(a) may be made conditional upon the consummation of the applicable Reorganization Event.

4.12. *Section Headings.* The section headings contained herein are for the purposes of convenience only and are not intended to define or limit the contents of said Sections.

4.13. *Effective Date and Term of Plan.*

(a) The Plan shall be deemed adopted and become effective upon the approval thereof by the stockholders of the Company.

(b) The Plan shall terminate 10 years after the date on which it is approved by stockholders, and no awards shall thereafter be made under the Plan. Notwithstanding the foregoing, all awards made under the Plan prior to such termination date shall remain in effect until such awards have been satisfied or terminated in accordance with the terms and provisions of the Plan and the applicable Plan Agreement.

4.14. *Governing Law.* The Plan shall be governed by the laws of the State of New York applicable to agreements made and to be performed entirely within such state.

ARTICLE 5. RESTRICTED STOCK/RESTRICTED STOCK UNIT AWARDS GRANTED TO INDEPENDENT DIRECTORS

5.1. *Automatic Grant of Restricted Stock/Restricted Stock Units.* Each Independent Director appointed or elected to the Board for the first time shall automatically be granted (under this Plan or another applicable Company stock option plan) 1,000 shares of restricted stock or 1,000 restricted stock units, as determined by such Independent Director, on his or her date of appointment or election. Each Independent Director who is serving as a Director of the Company on the fifth business day after each annual meeting of stockholders shall, on such day, automatically be granted (under this Plan or another applicable Company stock option plan) either a number of shares of restricted stock or a number of restricted stock units, as determined by such Independent Director, having a fair market value of \$20,000 on the date of grant; provided, however, that an Independent Director who is also serving as the lead non-employee director of the Board of Directors as of the fifth business day after such annual meeting shall, on such day, automatically be granted (under this Plan or another applicable Company stock option plan), in lieu of receiving such number of shares or restricted stock units having a fair market value of \$20,000 on the date of grant, either a number of shares of restricted stock or a number of restricted stock units, as determined by such Independent Director, having a fair market value of \$30,000 on the date of grant; and provided, further that an Independent Director who is appointed or

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elected to the Board for the first time shall not be eligible to receive restricted stock or restricted stock units, as applicable, pursuant to this sentence for the year of his or her initial appointment or election.

5.2. *Discretionary Grant of Restricted Stock/Restricted Stock Units.* The Committee, in its discretion, may grant additional awards of restricted stock or restricted stock units to the Independent Directors. Any such grant may vary among individual Independent Directors.

5.3. *Vesting; Non-Transferability; Issuance of Shares or Restricted Stock Units*

(a) All shares of restricted stock or restricted stock units granted under this Article 5 shall vest immediately.

(b) No shares of restricted stock or restricted stock units granted under this Article 5 shall be transferable by an Independent Director while such Independent Director remains a Director of the Company. The shares of restricted stock or restricted stock units granted under this Article 5 shall be transferable, subject to any restrictions imposed by applicable law, by an Independent Director immediately on the date upon which such Independent Director ceases to be a Director of the Company. Restricted stock units granted under this Article 5 shall be settled solely in shares of Common Stock within 30 days of the date upon which such Independent Director ceases to be a Director of the Company. Restricted stock units granted under this Article 5 shall not be settled in cash.

(c) Where shares of restricted stock are awarded under this Article 5, as soon as practicable after the date of grant, the Company shall register, in the name of each applicable Independent Director, one or more certificates representing the number of shares of restricted stock granted to such Director and bearing the appropriate legend specifying that such shares are not transferable and are subject to the terms and conditions of the Plan.

5.4. *Limited to Independent Directors.* The provisions of this Article 5 shall apply only to restricted stock or restricted stock unit awards granted or to be granted to Independent Directors, shall be interpreted as if this Article 5 constituted a separate plan of the Company and shall not be deemed to modify, limit or otherwise apply to any other provision of this Plan or to any restricted stock or restricted stock unit award granted under this Plan to a participant who is not an Independent Director of the Company. To the extent inconsistent with the provisions of any other Section of this Plan, the provisions of this Article 5 shall govern the rights and obligations of the Company and Independent Directors respecting restricted stock or restricted stock unit awards granted or to be granted to Independent Directors. The provisions of this Article 5 shall not be amended more than once every six months other than to comport with changes in applicable law.

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RECKSON ASSOCIATES REALTY CORP.
225 Broadhollow Road
Melville, New York 11747

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 19, 2005

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby constitutes and appoints Scott H. Rechler and Peter Quick, or either of them, as Proxies of the undersigned, with full power of substitution in each of them, to represent the undersigned and to vote all shares of Common Stock of Reckson Associates Realty Corp., a Maryland corporation (the "Company"), held of record by the undersigned as of the close of business on March 21, 2005, on behalf of the undersigned at the Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held at the MGM Theatre at 1350 Avenue of the Americas, New York, New York, 10:30 a.m., local time, on Thursday, May 19, 2005, and at any adjournments or postponements thereof.

When properly executed, this proxy will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is given, this proxy will be voted FOR the eight nominees of the Board of Directors listed in Proposal 1, FOR Proposal 2, FOR Proposal 3 and FOR Proposal 4. In their discretion, the Proxies are each authorized to vote upon such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof. A stockholder wishing to vote in accordance with the Board of Directors' recommendations need only sign and date this proxy and return it in the enclosed envelope.

**Please vote and sign on other side and
return promptly in the enclosed envelope.**


SEE REVERSE SIDE

RECKSON ASSOCIATES REALTY CORP.

May 19, 2005

**Please date, sign and mail
your proxy card in the
envelope provided as soon as possible.**

Please detach along perforated line and mail in the envelope provided.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE 

1. Election of Directors.

NOMINEES:

- | | | |
|-----------------------|--|--|
| <input type="radio"/> | FOR ALL NOMINEES | Scott H. Rechler
Douglas Crocker II
Elizabeth McCaul |
| <input type="radio"/> | WITHHOLD AUTHORITY
FOR ALL NOMINEES | Ronald H. Menaker
Peter Quick
Lewis S. Ranieri |
| <input type="radio"/> | FOR ALL EXCEPT
(See instructions below) | John F. Ruffle
Stanley Steinberg |

Instructions: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and write the nominee name(s) below:

	FOR	AGAINST	ABSTAIN
2. To amend the charter of the Company to increase the number of authorized shares of Common Stock from 100,000,000 to 200,000,000.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. To approve the Company's 2005 Stock Option Plan.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2005.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. To consider and vote upon any other matters that may properly be brought before the Annual			

Explanation of Responses:

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Meeting and at any adjournments or postponements thereof.

The undersigned hereby acknowledge(s) receipt of a copy of the accompanying Notice of Annual Meeting of Stockholders, the Proxy Statement with respect thereto and the Company's 2004 Annual Report to Stockholders and hereby revoke(s) any proxy or proxies heretofore given. This proxy may be revoked at any time before it is exercised.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.



Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

QuickLinks

[PROPOSAL 1: ELECTION OF DIRECTORS](#)

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[ANNEX A](#)

[PROPOSAL 1 APPROVAL OF AMENDMENT TO THE CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY FROM 100,000,000 TO 200,000,000](#)

[ANNEX B](#)

[PROPOSAL 2 APPROVAL OF THE 2005 STOCK OPTION PLAN](#)

[RECKSON ASSOCIATES REALTY CORP. 2005 STOCK OPTION PLAN](#)