## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*<br>GALLUP PATRICIA | 2. Issuer Name <b>and</b> Ticker or Trading Symbol PC CONNECTION INC [ CNXN ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |  |  |  |  |
|---|---|---|--|--|--|--|--|
| GALLOF PAIRICIA   | t   | X Director X 10% Owner  |  |  |  |  |  |
| (Last) (First) (Middle)<br>730 MILFORD ROAD                 | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/23/2022                | X Officer (give title Other (specify below) below)<br>Chairman & Chief Admin Officer  |  |  |  |  |  |
| (Street)<br>MERRIMACK NH 03054                              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |  |  |  |
| (City) (State) (Zip)  | tive Securities Acquired Dispaced of an Panel                                 | Person  |  |  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2 Transaction 24 Deemed 2 4 Securities Acquired (A) or 5 Amount of

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |                        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|---|---|--|---------------|------------------------|---|---|---|
|                                 |  |   | Code                                    | v | Amount   | (A) or<br>(D) | Price                  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |
| Common Stock                    | 05/23/2022                                 |   | S                                       |   | 2,547 <sup>(1)</sup>   | D             | \$43.66 <sup>(2)</sup> | 2,125,912   | D   |   |
| Common Stock                    | 05/24/2022                                 |   | S                                       |   | 2,600(1)   | D             | \$42.84(3)             | 2,123,312   | D   |   |
| Common Stock                    | 05/24/2022                                 |   | S                                       |   | 1,201(1)   | D             | \$43.39(4)             | 2,122,111   | D   |   |
| Common Stock                    |  |   |   |   |  |               |                        | 7,144,962   | I   | By<br>Estate <sup>(5)</sup>                         |
| Common Stock                    |  |   |   |   |  |               |                        | 290,133   | I   | By<br>Spouse <sup>(6)</sup>                         |
| Common Stock                    |  |   |   |   |  |               |                        | 5,000,000   | I   | By<br>Trust <sup>(7)</sup>                          |

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

|   | (   |  |   |                              |   |     |     |  |   |       |   |  |  |  |  |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

#### Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 16, 2021.

2. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.43 to \$44.20 per share, inclusive. The reporting person undertakes to provide PC Connection, Inc., any security holder of PC Connection, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

3. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.43 to \$43.25 per share, inclusive. The reporting person undertakes to provide PC Connection, Inc., any security holder of PC Connection, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.27 to \$43.595 per share, inclusive. The reporting person undertakes to provide PC Connection, Inc., any security holder of PC Connection, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

5. These shares are held directly by the Estate of David McLellan Hall (the Estate), for which the reporting person serves as executor. The reporting person is also the beneficiary of trusts which will receive the balance of the Estate.

6. The reporting person disclaims beneficial ownership of these securities, except to the extent of such person's pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

7. These shares are held directly by the Comack Trust, a grantor retained annuity trust formed under the laws of the State of New Hampshire. The reporting person is the sole trustee and sole annuitant of the Comack Trust.

**Remarks:** 

<u>/s/Timothy J. McGrath,</u> <u>attorney-in-fact for Patricia</u> <u>Gallup</u>

05/25/2022

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.