

# FORM 4

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

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

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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  
or Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                       |
| <b>POLK DENNIS</b>                        | <b>SYNNEX CORP [ SNX ]</b>                        | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                               |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| <b>44201 NOBEL DRIVE</b>                  | <b>11/1/2012</b>                                  | <b>Chief Operating Officer</b>  |
| (Street)                                  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| <b>FREMONT, CA 94538</b>                  |   | <input type="checkbox"/> Form filed by One Reporting Person   |
| (City) (State) (Zip)                      |   | <input type="checkbox"/> Form filed by More than One Reporting Person   |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|--|---|
|                                 |                |                                   | Code                      | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/1/2012      |                                   | M                         |   | 3000  | A  | \$20.40   |
| Common Stock                    | 11/1/2012      |                                   | S                         |   | 3000 (1)  | D  | \$32.36   |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|---|---|--|---|--|--|
|  |  |                |                                   | Code                      | V  | (A)                                     | (D)   | Date Exercisable                           | Expiration Date   | Title  | Amount or Number of Shares                             |
| Employee Stock Option (Right to Buy)     | \$20.40  | 11/1/2012      |                                   | M                         |  |   | 3000  | (2)  | 10/2/2017   | Common Stock   | 3000   |
|  |  |                |                                   |                           |  |   |   |  |   |  | \$0  |
|  |  |                |                                   |                           |  |   |   |  |   |  | 10000  |
|  |  |                |                                   |                           |  |   |   |  |   |  | D  |

### Explanation of Responses:

- (1) These sales were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 20, 2011.
- (2) This stock option is immediately exercisable as to 10,000 shares and is fully vested.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| <b>POLK DENNIS</b><br><b>44201 NOBEL DRIVE</b><br><b>FREMONT, CA 94538</b> | <b>X</b>      |           | <b>Chief Operating Officer</b> |       |

### Signatures

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

11/5/2012

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.

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