

SYNERGX SYSTEMS INC
Form SC 13D/A
June 21, 2010

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 8)

Synergx Systems, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

87160C106
(CUSIP Number)

Mr. Jeffrey Cohen
Vice President, Finance
Firecom, Inc.
39-27 59th Street
Woodside, New York 11377
(718) 899-6100

Copies to:

Bruce A. Rich, Esq.
Carter Ledyard & Milburn LLP
2 Wall Street, New York, New York 10005
(212) 732-3200
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

June 15, 2010
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 87160C106

NAME OF REPORTING PERSON:

1

Firecom, Inc.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS:

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e):

6

CITIZENSHIP OR PLACE OF ORGANIZATION:

New York, United States

Number of
Shares
Beneficially
Owned
By Each
Reporting
Person With

7

SOLE VOTING POWER:

2,068,012 Ordinary Shares

8

SHARED VOTING POWER:

-0- Ordinary Shares

9

SOLE DISPOSITIVE POWER:

2,068,012 Ordinary Shares

10

SHARED DISPOSITIVE POWER:

-0- Ordinary Shares

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,068,012 Ordinary Shares

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

39.69%*

14 TYPE OF REPORTING PERSON:

CO

*Based on 5,210,950 shares of Common Stock of the Issuer outstanding as of May 14, 2010, as reported in the Issuer's Form 10-Q for the fiscal quarter ended March 31, 2010.

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CUSIP No. 87160C106

NAME OF REPORTING PERSON:

1

Paul Mendez

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS:

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e):

6

CITIZENSHIP OR PLACE OF ORGANIZATION:

New York, United States

Number of
Shares
Beneficially
Owned
By Each
Reporting
Person With

7

SOLE VOTING POWER:

-0- Ordinary Shares

8

SHARED VOTING POWER:

2,068,012 Ordinary Shares

9

SOLE DISPOSITIVE POWER:

-0- Ordinary Shares

10

SHARED DISPOSITIVE POWER:

2,068,012 Ordinary Shares

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,068,012 Ordinary Shares

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

39.69%*

14 TYPE OF REPORTING PERSON:

IN

*Based on 5,210,950 shares of Common Stock of the Issuer outstanding as of May 14, 2010, as reported in the Issuer's Form 10-Q for the fiscal quarter ended March 31, 2010.

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Item 1. Security and Issuer

This Amendment No. 8 is filed by Firecom, Inc., a New York corporation (“Firecom”), and Paul Mendez (“Mr. Mendez” and, together with Firecom, the “Reporting Persons”), pursuant to Rule 13d-2 of the Securities Exchange Act of 1934 and amends Items 4 and 6 of the initial Statement on Schedule 13D filed by the Reporting Persons on April 25, 2006, and Amendment No. 1 filed on May 10, 2006, Amendment No. 2 filed on January 25, 2007, Amendment No. 3 filed on June 11, 2008, Amendment No. 4 filed on February 4, 2009, Amendment No. 5 filed on January 14, 2010, Amendment No. 6 filed on January 25, 2010 and Amendment No. 7 filed on March 22, 2010 (the initial Schedule 13D and together with the Amendments, the “Statement”).

The Statement relates to the shares of common stock, par value \$0.001 per share (the “Common Stock”), of Synergx Systems Inc., a Delaware corporation (the “Issuer”), whose principal executive offices are located at 209 Lafayette Drive, Syosset, New York 11791. The telephone number of the Issuer is (516) 433-4700.

Item 4. Purpose of Transaction.

ITEM 4 OF THE STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

On June 15, 2010, Firecom and FCI Merger Corp., a Delaware corporation and wholly-owned subsidiary of the Issuer (the “Merger Sub”), together with the Issuer entered into a Consent and Waiver consenting that the Termination Date of their Agreement and Plan of Merger, dated as of January 22, 2010, and as amended by Amendment No. 1, dated as of March 19, 2010 (collectively, the “Merger Agreement”), should be changed to July 30, 2010, and waiving any right each party may have had to terminate the Merger Agreement by it not being consummated by June 30, 2010, and otherwise providing that the Merger Agreement shall remain in full force and effect.

The foregoing description of the Consent and Waiver and the transactions contemplated thereby do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the full text of the Amendment, which is included as Exhibit A hereto and is incorporated by reference to this Item 4.

This Statement on Schedule 13D does not constitute the solicitation of an offer to buy any securities or a solicitation of any vote, proxy or approval. The Issuer is required to file with the SEC, and mail to stockholders of the Issuer, a proxy statement and other related documents with respect to the special meeting to vote upon the merger as contemplated in the Merger Agreement. The proxy statement and such other related documents that are filed with the SEC should be read carefully and in their entirety when they become available because they will contain important information. Those documents will be sent to persons who are holders of record of the Common Stock as of the record date for the special meeting and will be available through the EDGAR website maintained by the SEC at <http://www.sec.gov>.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On June 15, 2010, the Issuer, Firecom and the Merger Sub entered into the Consent and Waiver.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Consent and Waiver, dated June 15, 2010, among Synergx Systems, Inc., Firecom, Inc. and FCI Merger Corp.

SIGNATURES

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

Date: June 18, 2010

Firecom, Inc.

/s/ Jeffrey Cohen

By: Jeffrey Cohen
Title: Vice President, Finance

/s/ Paul Mendez
Paul Mendez