

PFSWEB INC  
Form 8-K  
June 19, 2015

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**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): JUNE 18, 2015**

**PFSweb, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(STATE OR OTHER**  
**JURISDICTION**  
**OF INCORPORATION)**

**000-28275**  
**(COMMISSION FILE NUMBER)**

**75-2837058**  
**(IRS EMPLOYER**  
**IDENTIFICATION NO.)**

**505 MILLENNIUM DRIVE**

**ALLEN, TX 75013**

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**(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)**

**(972) 881-2900**

**(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)**

**N/A**

**(FORMER NAME OR 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 communication 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))

**ITEM 1.01 Entry into a Material Definitive Agreement**

*Amendment to Rights Agreement*

On June 18, 2015, the Company and Computershare Inc., successor in interest to Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), a Delaware corporation, as successor to ChaseMellon Shareholder Services, L.L.C., a New Jersey limited liability company, as rights agent (the Rights Agent ), entered into Amendment No. 5 to Rights Agreement (the Amendment ). The Amendment amends the Rights Agreement, dated as of June 8, 2000, between the Company and the Rights Agent, as amended by Amendment No. 1 thereto dated as of May 30, 2008, Amendment No. 2 thereto dated as of May 24, 2010, Amendment No. 3 thereto dated as of July 2, 2010 and Amendment No. 4 thereto dated as of May 15, 2013 (as amended, the Rights Agreement ).

The Amendment amends Section 7(a) of the Rights Agreement to extend the Final Expiration Date (as defined therein) from July 6, 2015 to 30 days following the Company s 2015 Annual Meeting, currently scheduled to be held on July 27, 2015, unless the continuation of the Rights Agreement is approved by the stockholders of the Company at that meeting (with such amendments thereto, including any further amendment to said Section 7(a), as may be approved at such meeting).

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is filed herewith as Exhibit 4.1 and is incorporated herein by reference.

**ITEM 3.03 Material Modification to Rights of Security Holders**

The information set forth in Item 1.01 of this Form 8-K under the heading Amendment to Rights Agreement is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

**Exhibit  
No.**

**Exhibit**

4.1 Amendment No. 5 to Rights Agreement, dated as of June 18, 2015 between the Company and Computershare Inc., as rights agent.

**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.

**PFSweb, Inc.**

Dated: June 19, 2015

By: /s/ Thomas J. Madden  
Thomas J. Madden  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

**Exhibit  
No.**

**Exhibit**

4.1           Amendment No. 5 to Rights Agreement, dated as of June 18, 2015 between the Company and  
Computershare Inc.