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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 5, 2015

PFSweb, Inc.
(Exact name of registrant as specified in its charter)

Delaware	000-28275	75-2837058
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

505 Millennium Drive Allen, TX	75013
(Address of principal executive offices)	(zip code)

(972) 881-2900
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report.)

N/A
(Former name or former 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 communications 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))

On August 5, 2015, PFSweb, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Form 8-K”) reporting that on August 5, 2015, the Company closed its acquisition of CrossView Inc. (“CrossView”). This Form 8-K/A amends the Original Form 8-K to include the historical audited and unaudited financial statements of CrossView and the unaudited pro forma condensed combined financial information required by Items 9.01(a) and 9.01(b) of Form 8-K that were excluded from the Original Form 8-K in reliance on the instructions to such items.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial statements of businesses acquired.* The audited financial statements of CrossView as of and for the year ended December 31, 2014, is filed herewith as Exhibit 99.1. The unaudited interim financial statements of CrossView as of and for the six months ended June 30, 2015 and 2014, are filed herewith as Exhibit 99.2. The consent of Citrin Cooperman & Company, LLP, CrossView’s independent auditors, is attached as Exhibit 23.1 to this Form 8-K/A.

(b) *Pro forma financial information.* The unaudited pro forma condensed combined financial information of the Company and CrossView for the year ended December 31, 2014 and as of and for the six months ended June 30, 2015 are filed herewith as Exhibit 99.3.

(c) Not Applicable.

(d) Exhibits

Number	Description
23.1	Consent of Citrin Cooperman & Company, LLP, Independent Auditors of CrossView
99.1	Audited financial statements of CrossView for the year ended December 31, 2014
99.2	Unaudited condensed financial statements of CrossView for the six months ended June 30, 2015 and 2014
99.3	Unaudited pro forma condensed combined financial information of PFSweb, Inc. and CrossView for the year ended December 31, 2014 and as of and for the six months ended June 30, 2015

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.

Date: October 21, 2015

PFSweb, Inc.

By:	/s/ Thomas J. Madden
Name:	Thomas J. Madden
Title:	*Executive Vice President and Chief Financial and Accounting Officer*

EXHIBIT INDEX

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Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements on Forms S-8 (File Nos. 333-201675, 333-164973, 333-128486, 333-75764, 333-75772, 333-46096, 333-42186 and 333-40020) and on Forms S-3 (File Nos. 333-201674, 333-164971 and 333-135794) of PFSweb, Inc. of our report dated October 6, 2015, with respect to the financial statements of CrossView, Inc., as of December 31, 2014 and the year then ended, included in the PFSweb, Inc. Form 8-K/A to be filed on or about October 21, 2015.

/s/CITRIN COOPERMAN & COMPANY, LLP

New York, New York
October 21, 2015

CROSSVIEW, INC.

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2014

CROSSVIEW, INC.

FOR THE YEAR ENDED DECEMBER 31, 2014

Table of Contents

CROSSVIEW, INC.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders
CrossView, Inc.

We have audited the accompanying financial statements of CrossView, Inc., which comprise the balance sheet as of December 31, 2014, and the related statements of income and retained earnings and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CrossView, Inc., as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Citrin Cooperman & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS

New York, New York
October 6, 2015

CROSSVIEW, INC.

BALANCE SHEET
DECEMBER 31, 2014

ASSETS	
Current assets:	
Cash and cash equivalents	$ 2,774,859
Accounts receivable	10,388,328
Prepaid expenses	221,572
Other current assets	10,000
Total current assets	13,394,759
Property and equipment, net of accumulated depreciation of $243,365	394,088
Deferred software license fees	328,643
TOTAL ASSETS	$14,117,490
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Accrued expenses and other current liabilities	$ 1,841,959
Deferred revenue	772,765
Total current liabilities	2,614,724
Commitments and contingencies (Notes 4 and 6)	
Shareholders' equity:	
Common stock - $.01 par value; 10,000 shares authorized, 100 shares issued and outstanding	1
Retained earnings	11,502,765
Total shareholders' equity	11,502,766
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$14,117,490

See accompanying notes to financial statements

CROSSVIEW, INC.

STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 2014

Revenues	$ 35,083,817
Operating expenses:	
Payroll expenses	27,703,724
Payroll taxes and employee benefits	3,039,721
Training and non-billable travel	730,640
Travel	725,507
Estimated contract losses	439,748
Hosting expenses	410,387
Computer-related expenses	277,635
Recruiting fees	274,922
Professional fees	248,505
Bad debts	188,334
Meetings and conventions	187,030
Advertising and promotion	175,973
Depreciation	160,912
Rent	125,323
Auto expense	32,756
Telephone	7,774
Other operating expenses	9,062
Total operating expenses	34,737,953
Income from operations	345,864
Other income:	
Interest	181,707
Net income	527,571
Retained earnings – beginning	10,975,194
RETAINED EARNINGS – ENDING	$ 11,502,765

See accompanying notes to financial statements

CROSSVIEW, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2014

Cash flows from operating activities:	
Net income	$ 527,571
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	160,912
Changes in assets and liabilities:	
Accounts receivable	2,988,625
Prepaid expenses	(221,572)
Other current assets	(10,000)
Deferred software license fees	(328,643)
Accrued expenses and other current liabilities	99,215
Deferred revenue	(163,274)
Net cash provided by operating activities	3,052,834
Cash used in investing activities:	
Purchases of property and equipment	(277,975)
Net increase in cash and cash equivalents	2,774,859
Cash and cash equivalents - beginning	—
CASH AND CASH EQUIVALENTS - ENDING	$2,774,859

See accompanying notes to financial statements

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

CrossView, Inc. (the "Company") is an S-corporation formed in the state of Florida. The Company provides cross-channel commerce solutions to enhance its customers' brands and to support its customers' overall marketing strategies. The Company's services include hosting and managed services, systems integration, business and marketing strategy development, and design services.

Revenue recognition

The Company recognizes revenues when there is persuasive evidence of an arrangement, delivery has occurred or services are rendered, the sales price is fixed and determinable, and collectibility is reasonably assured.

Revenues from fixed-price, long-term contracts are recorded using the percentage-of- completion method once projects have progressed beyond the preliminary phase. Contract completion status is measured by the percentage of costs incurred to date compared to estimated total costs for each contract. This method is used because management considers costs incurred to date to be the best available measure of progress on contracts in progress. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

Change orders that result from modification of an original contract are taken into consideration for revenue recognition when they result in a change of total contract value and are approved by the Company's clients. Revenues relating to unapproved change orders are recognized when collected.

The liability "Deferred revenue" represents billings in excess of revenues earned.

Taxes collected from customers and remitted to governmental authorities are presented in the statement of income and retained earnings on a net basis.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The Company evaluates its estimates and assumptions on an on-going basis. Significant estimates and assumptions include the allowance for doubtful accounts, percentage of completion method of accounting and depreciable lives of property and equipment.

Concentrations of credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash balances. The Company places its cash with major financial institutions in accounts that at times may exceed the Federal Deposit Insurance Corporation's limit. The Company has not incurred any losses on such accounts.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents consist primarily of cash on deposit and money market accounts that are readily convertible into cash and purchased with original maturities of three months or less.

Accounts receivable

Accounts receivable are stated at the amount the Company expects to collect. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Management considers the creditworthiness, reputation, and past transaction history with the customer, among other factors, when determining the collectibility of specific contracts and has concluded that an allowance for doubtful accounts is not required as of December 31, 2014.

Income taxes

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code and New York State tax law to be taxed as an S corporation. In lieu of corporate income taxes, the shareholders of an S corporation are taxed on their proportionate share of a company's taxable income. Therefore, no provision or liability for federal income tax has been included in the financial statements.

The Company recognizes and measures its unrecognized tax benefits in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes*. Under that guidance, management assesses the likelihood that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period, including the technical merits of those positions. The measurement of unrecognized tax benefits is adjusted when new information is available or when an event occurs that requires a change.

The Company files federal and state income tax returns. With few exceptions, the Company is no longer subject to federal or state income tax examinations by taxing authorities for years before 2011.

Property and equipment

Property and equipment are carried at cost. Expenditures for maintenance and repairs are expensed currently, while renewals and betterments that materially extend the life of an asset are capitalized. The costs of assets sold, retired or otherwise disposed of, and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized.

Depreciation is provided using the straight-line method over the estimated useful lives of the assets, which range from three - five years.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising

Advertising costs are expensed as incurred and aggregated $175,973 for the year ended December 31, 2014.

Subsequent events

In accordance with FASB ASC 855, *Subsequent Events*, the Company has evaluated subsequent events through October 6, 2015, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in the financial statements, except for the legal settlement agreement and asset purchase agreement disclosed in Note 6.

NOTE 2. CONCENTRATIONS

Sales to one customer accounted for approximately 12% of the Company's sales for the year ended December, 31, 2014, and three customers had an aggregate accounts receivable balance of approximately 34% of the total outstanding as of December 31, 2014.

NOTE 3. PROPERTY AND EQUIPMENT

Property and equipment consisted of computer equipment at December 31, 2014. For the year ended December 31, 2014, depreciation expense was $160,912.

NOTE 4. COMMITMENTS AND CONTINGENCIES

Lease agreements

The Company leases office space in North Carolina and Ohio, under noncancelable leases that expire through July 2017.

Future minimum lease payments for the remaining life of the leases are as follows:

Year ending December 31:	Amount
2015	$128,004
2016	50,004
2017	29,169
	$207,177

Rent expense for the year ended December 31, 2014, totaled $125,323.

NOTE 5. RETIREMENT PLAN

The Company sponsors a qualified 401(k) profit-sharing plan. The plan covers substantially all employees who meet certain eligibility requirements as defined by the plan. Under the plan, employees may elect to defer a percentage of their eligible compensation as contributions to the plan starting on the first day of the month following 30 days of employment. The Company does not make any matching contributions to the plan.

NOTE 6. SUBSEQUENT EVENTS

Litigation

In 2014, the Company was involved in litigation with a shareholder. The matter was settled on May 15, 2015, whereby the shareholder surrendered his shares of Company stock and relinquished all rights as a shareholder in exchange for a payment of $750,000. This amount is included in “Accrued expenses and other current liabilities” on the accompanying balance sheet as of December 31, 2014. The settlement agreement signed on May 15, 2015, also states that the former shareholder is entitled to additional compensation should the Company be sold on or before May 14, 2016. The amount of compensation is determined based on a calculation provided for in the settlement agreement dated May 15, 2015.

The Company is also subject to various proceedings arising during the ordinary course of operations. Management believes that the ultimate resolution of these matters will not have a material adverse effect on the Company’s financial condition.

Asset Purchase Agreement

On August 5, 2015, the Company entered into and consummated the transactions contemplated by an Asset Purchase Agreement (the “Purchase Agreement”) with PFSweb, Inc. (“PFS”), a publicly-traded company located in the United States. Pursuant to the terms of the Purchase Agreement, PFS purchased substantially all of the assets and assumed certain liabilities of the Company. In consideration of the transaction, PFS paid $30,700,000 in cash (subject to a post-closing balance sheet reconciliation) and issued 553,223 shares of unregistered PFS common stock. In addition, the Company will be entitled to receive future annual earn-out payments, based on the achievement of certain financial targets, as defined.

CROSSVIEW, INC.

UNAUDITED CONDENSED FINANCIAL STATEMENTS

SIX MONTHS ENDED JUNE 30, 2015 AND 2014

CROSSVIEW, INC.
FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014

Table of Contents

CROSSVIEW, INC.
CONDENSED BALANCE SHEETS

	(Unaudited) June 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,246,558	$ 2,774,859
Accounts receivable, net	9,820,066	10,388,328
Prepaid expenses	—	221,572
Unbilled receivables	217,599	—
Other current assets	10,000	10,000
Total current assets	17,294,223	13,394,759
Property and equipment, net of accumulated depreciation of $341,374 in 2015 and $243,365 in 2014	354,738	394,088
Deferred software license fees	264,430	328,643
TOTAL ASSETS	$ 17,913,391	$ 14,117,490
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accrued expenses and other current liabilities	$ 5,657,072	$ 1,841,959
Deferred revenue	—	772,765
Total current liabilities	5,657,072	2,614,724
Commitments and contingencies		
Shareholders' equity:		
Common stock - $.01 par value; 10,000 shares authorized, 100 shares issued and outstanding	1	1
Retained earnings	12,256,318	11,502,765
Total shareholders' equity	12,256,319	11,502,766
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 17,913,391	$ 14,117,490

See accompanying notes to condensed financial statements

CROSSVIEW, INC.
UNAUDITED CONDENSED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS
FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014

	2015	2014
Revenues	$18,881,647	$18,540,187
Operating expenses:		
Payroll expenses	15,101,301	14,111,366
Payroll taxes and employee benefits	1,473,243	1,390,489
Estimated contract losses	—	1,384,404
Travel	282,514	368,710
Training and non-billable travel	259,430	372,920
Hosting expenses	291,769	188,896
Bad debts	179,800	105,742
Computer-related expenses	173,703	229,966
Professional fees	108,446	162,017
Depreciation	98,010	75,613
Advertising and promotion	78,207	65,704
Rent	65,070	59,910
Recruiting fees	56,916	340,901
Telephone	24,056	—
Other operating expenses	8,603	—
Total operating expenses	18,201,068	18,856,638
Income from operations	680,579	(316,451)
Other income:		
Interest	72,974	3,482
Net income	753,553	(312,969)
Retained earnings - beginning	11,502,765	10,975,194
RETAINED EARNINGS - ENDING	$ 12,256,318	$ 10,662,225

See accompanying notes to condensed financial statements

CROSSVIEW, INC.
UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014

	2015	2014
Operating activities:		
Net income	$ 753,553	$ (312,969)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	98,010	75,613
Changes in assets and liabilities:		
Accounts receivable	568,262	3,405,372
Prepaid expenses	221,572	(162,727)
Unbilled receivables	(217,599)	—
Deferred software license fees	64,213	—
Accrued expenses and other current liabilities	3,815,113	3,957,955
Deferred revenue	(772,765)	474,973
Net cash provided by operating activities	4,530,359	7,438,217
Cash used in investing activities:		
Purchases of property and equipment	(58,660)	(186,902)
Net increase in cash and cash equivalents	4,471,699	7,251,315
Cash and cash equivalents - beginning	2,774,859	—
CASH AND CASH EQUIVALENTS - ENDING	$7,246,558	$7,251,315

See accompanying notes to condensed financial statements

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

CrossView, Inc. (the "Company") is an S-corporation formed in the state of Florida. The Company provides cross-channel commerce solutions to enhance its customers' brands and to support its customers' overall marketing strategies. The Company's services include hosting and managed services, systems integration, business and marketing strategy development, and design services.

Basis of presentation

The accompanying unaudited condensed interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and applicable rules and regulations of Securities and Exchange Commission regarding interim financial reporting. Accordingly, they do not contain all information and footnotes required by US GAAP for annual financial statements. In the opinion of the Company's management, the accompanying unaudited condensed interim financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present fairly the financial position of the Company as of June 30, 2015 and the results of operations and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the operating results for the full respective fiscal years or any future period. These unaudited condensed interim financial statements should be read in conjunction with the audited condensed financial statements and notes thereto as of and for the year ended December 31, 2014.

Revenue recognition

The Company recognizes revenues when there is persuasive evidence of an arrangement, delivery has occurred or services are rendered, the sales price is fixed and determinable, and collectibility is reasonably assured.

Revenues from fixed-price, long-term contracts are recorded using the percentage-of- completion method once projects have progressed beyond the preliminary phase. Contract completion status is measured by the percentage of costs incurred to date compared to estimated total costs for each contract. This method is used because management considers costs incurred to date to be the best available measure of progress on contracts in progress. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

Change orders that result from modification of an original contract are taken into consideration for revenue recognition when they result in a change of total contract value and are approved by the Company's clients. Revenues relating to unapproved change orders are recognized when collected.

The liability "Deferred revenue" represents billings in excess of revenues earned.

Taxes collected from customers and remitted to governmental authorities are presented in the statement of income and retained earnings on a net basis.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The Company evaluates its estimates and assumptions on an on-going basis. Significant estimates and assumptions include the allowance for doubtful accounts, percentage of completion method of accounting and depreciable lives of property and equipment.

Concentrations of credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash balances. The Company places its cash with major financial institutions in accounts that at times may exceed the Federal Deposit Insurance Corporation's limit. The Company has not incurred any losses on such accounts.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents consist primarily of cash on deposit and money market accounts that are readily convertible into cash and purchased with original maturities of three months or less.

Accounts receivable

Accounts receivable are stated at the amount the Company expects to collect. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Management considers the creditworthiness, reputation, and past transaction history with the customer, among other factors, when determining the collectibility of specific contracts and has concluded that an allowance for doubtful accounts is not required as of June 30, 2015.

Income taxes

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code and New York State tax law to be taxed as an S corporation. In lieu of corporate income taxes, the shareholders of an S corporation are taxed on their proportionate share of a company's taxable income. Therefore, no provision or liability for federal income tax has been included in the financial statements.

The Company recognizes and measures its unrecognized tax benefits in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes*. Under that guidance, management assesses the likelihood that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period, including the technical merits of those positions. The measurement of unrecognized tax benefits is adjusted when new information is available or when an event occurs that requires a change.

The Company files federal and state income tax returns. With few exceptions, the Company is no longer subject to federal or state income tax examinations by taxing authorities for years before 2012.

Property and equipment

Property and equipment are carried at cost. Expenditures for maintenance and repairs are expensed currently, while renewals and betterments that materially extend the life of an asset are capitalized. The costs of assets sold, retired or otherwise disposed of, and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized.

Depreciation is provided using the straight-line method over the estimated useful lives of the assets, which range from three - five years.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent events

In accordance with FASB ASC 855, *Subsequent Events*, the Company has evaluated subsequent events through October 21, 2015, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in the financial statements, except for the asset purchase agreement disclosed in Note 3.

NOTE 2. LITIGATION

In 2014, the Company was involved in litigation with a shareholder. The matter was settled on May 15, 2015, whereby the shareholder surrendered his shares of Company stock and relinquished all rights as a shareholder in exchange for a payment of $750,000. This amount was accrued in June 2014 and paid in June 2015. The settlement agreement also states that the former shareholder is entitled to additional compensation should the Company be sold on or before May 14, 2016. The Company has accrued $2.25 million as of June 30, 2015 as additional compensation based on the terms of the settlement agreement and the selling price of the Company. See Note 3.

The Company is also subject to various proceedings arising during the ordinary course of operations. Management believes that the ultimate resolution of these matters will not have a material adverse effect on the Company’s financial condition.

NOTE 3. ASSET PURCHASE AGREEMENT

On August 5, 2015, the Company entered into and consummated the transactions contemplated by an Asset Purchase Agreement (the “Purchase Agreement”) with PFSweb, Inc. (“PFS”), a publicly-traded company located in the United States. Pursuant to the terms of the Purchase Agreement, PFS purchased substantially all of the assets and assumed certain liabilities of the Company. In consideration of the transaction, PFS paid $30,700,000 in cash (subject to a post-closing balance sheet reconciliation) and issued 553,223 shares of unregistered PFS common stock. In addition, the Company will be entitled to receive future annual earn-out payments, based on the achievement of certain financial targets, as defined.

PFSweb, Inc.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information and related notes present the historical condensed combined financial information of PFSweb, Inc. and its wholly owned subsidiaries and CrossView, Inc. (“CrossView”) after giving effect to PFSweb’s acquisition of CrossView that was completed on August 5, 2015 (the “Acquisition Date”). The unaudited pro forma condensed combined financial information gives effect to our acquisition of CrossView based on the assumptions, reclassifications and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined balance sheet as of June 30, 2015 is presented as if the acquisition of CrossView occurred on June 30, 2015. The unaudited pro forma condensed combined statements of income for the six months ended June 30, 2015 and the year ended December 31, 2014 are presented as if the acquisition occurred on January 1, 2014. The historical financial information is adjusted in the unaudited pro forma condensed combined financial information to give effect to pro forma events that are (1) directly attributable to the proposed acquisition, (2) factually supportable, and (3) with respect to the condensed combined statements of income, expected to have a continuing impact on the combined results.

The determination and preliminary allocation of the purchase consideration used in the unaudited pro forma condensed combined financial information are based upon preliminary estimates, which are subject to change during the measurement period (up to one year from the Acquisition Date) as we finalize the valuations of the net tangible and intangible assets acquired.

The unaudited pro forma adjustments are not necessarily indicative of or intended to represent the results that would have been achieved had the transaction been consummated as of the dates indicated or that may be achieved in the future. The actual results reported by the combined companies in periods following the acquisition may differ significantly from those reflected in these unaudited pro forma condensed combined financial information for a number of reasons, including cost saving synergies from operating efficiencies and the effect of the incremental costs incurred to integrate the companies.

The unaudited pro forma condensed combined financial information should be read in conjunction with PFSweb Inc.’s historical consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2014, our Quarterly Report on Form 10-Q for the six months ended June 30, 2015, the historical financial statements of CrossView for the year ended December 31, 2014, and the historical unaudited condensed financial statements of CrossView as of and for the six months ended June 30, 2015 contained in this Form 8-K/A.

Exhibit 99.3

PFSweb, Inc.
Unaudited Pro Forma Condensed Combined Balance Sheets
as of June 30, 2015
(in thousands)

	Historical			
	PFSweb, Inc	CrossView	Pro Forma Adjustments	Pro Forma Combined
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	$ 15,721	$ 7,247	$ (2,339)(a)	$ 20,629
Restricted cash	374	—	—	374
Accounts receivable, net of allowance for doubtful accounts	42,961	9,820	—	52,781
Inventories, net of reserves	10,333	—	—	10,333
Other receivables	4,565	—	—	4,565
Prepaid expenses and other current assets	4,551	227	—	4,778
Total current assets	78,505	17,294	(2,339)	93,460
PROPERTY AND EQUIPMENT, net	23,912	355	—	24,267
IDENTIFIABLE INTANGIBLES, net	1,813	—	11,850(b)	13,663
GOODWILL	10,322	—	31,563(b)	41,885
OTHER ASSETS	2,101	264	—	2,365
Total assets	$116,653	$ 17,913	$ 41,074	$175,640
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Current portion of long-term debt and capital lease obligations	$ 5,717	$ —	$ (2,467)(c)	$ 3,250
Trade accounts payable	27,839	—	—	27,839
Deferred revenue	6,806	—	—	6,806
Accrued expenses	24,124	5,657	8,380(d)	38,161
Total current liabilities	64,486	5,657	5,913	76,056
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS, less current portion	3,739	—	38,115(c)	41,854
DEFERRED REVENUE	4,481	—	—	4,481
DEFERRED RENT	4,561	—	—	4,561
OTHER LIABILITIES	368	—	4,712(d)	5,080
Total liabilities	77,635	5,657	48,740	132,032
COMMITMENTS AND CONTINGENCIES				
SHAREHOLDERS' EQUITY:				
Preferred stock, $1.00 par value; 1,000,000 shares authorized; none issued or outstanding	—	—	—	—
Common stock, $0.001 par value; 35,000,000 shares authorized; 17,511,982 shares issued at June 30, 2015 and 17,478,515 outstanding at June 30, 2015	17	—	1(e)	18
Additional paid-in capital	132,631	—	6,638(e)	139,269
Retained earnings (Accumulated deficit)	(93,519)	12,256	(14,305)(e)	(95,568)
Accumulated other comprehensive income	14	—	—	14
Treasury stock at cost, 33,467 shares	(125)	—	—	(125)
Total shareholders' equity	39,018	12,256	(7,666)	43,608
Total liabilities and shareholders' equity	116,653	$ 17,913	$ 41,074	$175,640

The accompanying notes are an integral part of these unaudited proforma financial statements

PFSweb, Inc.
Unaudited Pro Forma Condensed Combined Statements of Income
for the Six Months Ended June 30, 2015
(in thousands, except per share data)

	Historical		Pro Forma	Pro Forma
	PFSweb, Inc	CrossView	Adjustments	Combined
REVENUES:				
Product revenue, net	$ 30,312	—	—	$ 30,312
Service fee revenue	75,783	18,882	—	94,665
Pass-through revenue	20,927	—	—	20,927
Total revenues	127,022	18,882	—	145,904
COSTS OF REVENUES:				
Cost of product revenue	28,619	—	—	28,619
Cost of service fee revenue	51,800	11,329	—	63,129
Cost of pass-through revenue	20,927	—	—	20,927
Total costs of revenues	101,346	11,329	—	112,675
Gross profit	25,676	7,553	—	33,229
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	28,290	6,872	1,981(f)	37,143
Income (Loss) from operations	(2,614)	681	(1,981)	(3,914)
INTEREST EXPENSE (INCOME), net	541	(73)	136(g)	604
Income (Loss) from operations before income taxes	(3,155)	754	(2,117)	(4,518)
INCOME TAX EXPENSE	438	—	— (h)	438
NET INCOME (LOSS)	$ (3,593)	$ 754	$ (2,117)	$ (4,956)
NET LOSS PER SHARE:				
Basic	$ (0.21)			$ (0.28)
Diluted	$ (0.21)			$ (0.28)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:				
Basic	17,257		553(e)	17,810
Diluted	17,257		553(e)	17,810
COMPREHENSIVE INCOME (LOSS):				
Net Income (loss)	$ (3,593)	$ 754	$ (2,117)	$ (4,956)
Foreign currency translation adjustment	11	—	—	11
TOTAL COMPREHENSIVE INCOME (LOSS)	$ (3,582)	$ 754	$ (2,117)	$ (4,945)

The accompanying notes are an integral part of these unaudited proforma financial statements

PFSweb, Inc.
Unaudited Pro Forma Condensed Combined Statement of Income
For the Year Ended December 31, 2014
(in thousands, except per share data)

	Historical		Pro Forma Adjustments	Pro Forma Combined
	PFSweb, Inc.	CrossView		
REVENUES:				
Product revenue, net	$ 75,284	—	—	$ 75,284
Service fee revenue	134,385	35,084	—	169,469
Pass-through revenue	37,379	—	—	37,379
Total revenues	247,048	35,084	—	282,132
COSTS OF REVENUES:				
Cost of product revenue	71,019	—	—	71,019
Cost of service fee revenue	94,858	25,011	—	119,869
Cost of pass-through revenue	37,379	—	—	37,379
Total costs of revenues	203,256	25,011	—	228,267
Gross profit	43,792	10,073	—	53,865
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	47,658	9,727	4,450(f)	61,835
Income (Loss) from operations	(3,866)	346	(4,450)	(7,970)
INTEREST EXPENSE, net	813	(182)	305(g)	936
Income (Loss) from operations before income taxes	(4,679)	528	(4,755)	(8,906)
INCOME TAX EXPENSE	(53)	—	— (h)	(53)
NET INCOME (LOSS)	$ (4,626)	$ 528	$ (4,755)	$ (8,853)
NET LOSS PER SHARE:				
Basic	$ (0.28)			$ (0.51)
Diluted	$ (0.28)			$ (0.51)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:				
Basic	16,737		553(e)	17,290
Diluted	16,737		553(e)	17,290
COMPREHENSIVE INCOME (LOSS):				
Net Income (loss)	$ (4,626)	$ 528	$ (4,755)	$ (8,853)
Foreign currency translation adjustment	(1,129)	—	—	(1,129)
TOTAL COMPREHENSIVE INCOME (LOSS)	$ (5,755)	$ 528	$ (4,755)	$ (9,982)

The accompanying notes are an integral part of these unaudited proforma financial statements

1. BASIS OF PRO FORMA PRESENTATION

The unaudited pro forma condensed combined balance sheet as of June 30, 2015 combines our historical condensed consolidated balance sheet with the historical condensed balance sheet of CrossView and has been prepared as if our acquisition of Crossview occurred on June 30, 2015. The unaudited pro forma condensed combined statements of income for the six months ended June 30, 2015 and the year ended December 31, 2014 combined our historical condensed consolidated statements of income with CrossView's historical statements of operations and were prepared as if the acquisition occurred on January 1, 2014. The historical financial information is adjusted in the unaudited pro forma condensed combined financial information in accordance with Article 11 of Regulation S-X to give effect to pro forma events that are (1) directly attributable to the proposed acquisition, (2) factually supportable, and (3) with respect to the condensed combined statements of income, expected to have a continuing impact on the combined results.

We have accounted for the acquisition in this unaudited pro forma condensed combined financial information using the acquisition method of accounting in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 805 "Business Combinations" ("ASC 805"). In accordance with ASC 805, we use our best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the Acquisition Date. Goodwill as of the Acquisition Date is measured as the excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired.

The pro forma adjustments described below were developed based upon PFSweb Inc. management's assumptions and estimates, including assumptions relating to the consideration paid and the allocation thereof to the assets acquired and liabilities assumed from CrossView based on preliminary estimates of fair value. The final purchase consideration and the allocation of the purchase consideration will differ from that reflected in the unaudited pro forma condensed combined financial information after final valuation procedures are performed and amounts are finalized.

The unaudited pro forma condensed combined financial information is provided for illustrative purposes only and does not purport to represent what the actual consolidated results of operations or the consolidated financial position of the combined company would have been had the acquisition occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or financial position.

The unaudited pro forma condensed combined financial information does not reflect any integration activities or cost savings from operating efficiencies, synergies, asset dispositions or other restructurings that could result from the acquisition.

The following reclassifications have been made to the presentation of CrossView's historical financial statements to conform to PFSweb Inc.'s presentation:

- CrossView's prepaid expenses, unbilled receivables and other current assets were reclassified as prepaid expenses and other current assets;
- CrossView's deferred software license fees were reclassified as other assets; and
- A portion of CrossView's operating expenses were reclassified as cost of service fee revenue.

(TABLES IN THOUSANDS, EXCEPT PER SHARE DATA)

2. PRELIMINARY PURCHASE CONSIDERATION AND RELATED ALLOCATION

Pursuant to the agreement, we paid consideration of an initial cash payment of $30.7 million and 553,223 unregistered shares of Company common stock (approximately $6.6 million in value as of the acquisition date). The Purchase Agreement also provides for (i) adjustment of the initial cash payment based upon a post-closing balance sheet reconciliation and (ii) future earn-out payments (“CrossView Earn-out Payments”) payable in 2016, 2017 and 2018 based on the achievement of certain 2015, 2016 and 2017 financial targets. The CrossView Earn-out Payments have no guaranteed minimum and an aggregate maximum of $18.0 million and are subject to possible offsets for indemnification and other claims arising under the Purchase Agreement. We will pay 20% of the 2015 earn-out and 15% of the 2016 earn-out and 2017 earn-out in restricted shares of Company common stock, based on the then current market value at the time of issuance.

The following table summarizes the preliminary unaudited, estimated fair value of the tangible and intangible assets acquired and liabilities assumed. This allocation requires the significant use of estimates and is based on the information available to management at the time these financial statements were prepared. Goodwill is expected to be deductible for tax purposes and will be amortized over 15 years. The detail of finite identifiable intangibles is in the process of being identified and allocated to customer relationships, trademarks, non-compete agreements and technology development. We are in the process of finalizing the purchase price allocation and, accordingly, the following preliminary allocation of the purchase price is subject to adjustment.

Accounts receivable	$ 9,820
Property and equipment	355
Other assets	491
Identifiable intangibles	11,850
Total assets acquired	22,516
Total liabilities assumed	3,407
Net assets acquired	19,109
Goodwill and intangible assets	31,563
Total purchase price	$ 50,672

Number of shares of common stock issued	553,223
Multiplied by PFSweb Inc.‘s stock price	$ 12.00
Share consideration	$ 6,639
Aggregate cash payments	30,740
Performance-based contingent payments (based on estimated fair value at acquisition date)	13,293
Total purchase price	$ 50,672

(TABLES IN THOUSANDS, EXCEPT PER SHARE DATA)

3. PRO FORMA ADJUSTMENTS

The pro forma adjustments included in the unaudited pro forma condensed combined financial information are as follows:

(a) To record cash consideration paid for the acquisition, financing of new debt and eliminate cash not acquired:

Cash and cash equivalents	
Cash payment for acquisition	$(30,740)
Eliminate cash not acquired	(7,247)
Acquisition of new debt, net of debt issuance fees	39,519
Retirement of former debt	(3,871)
	$ (2,339)

(b) To record value of goodwill and identifiable intangible assets acquired in connection with the acquisition.

(c) To record the acquisition of new debt to finance the CrossView acquisition and the retirement of former debt:

Acquisition of new debt	$40,000
Retirement of former debt	(3,871)
Debt issuance costs	(481)
Change in total debt	$35,648
Change in current portion of long-term debt	(2,467)
Change in long-term debt, less current portion	$38,115

(d) To record the performance-based contingent payments based on the estimated fair value at acquisition date, eliminate liabilities not assumed and to record the additional acquisition costs expected to be incurred:

	Short-term	Long-term
Performance-based contingent payment based on estimated 2015 activity	$ 7,822	$ —
Performance-based contingent payment based on estimated 2016 activity	—	2,672
Performance-based contingent payment based on estimated 2017 activity	—	2,040
Working capital payout related to acquisition	759	—
Total performance-based contingent estimated payments	8,581	4,712
Eliminate liabilities not assumed	(2,250)	—
Acquisition costs expected to be incurred	2,049	—
Total change in accrued expenses	$ 8,380	$ 4,712

(e) To record the adjustments to additional paid-in capital and retained earnings to reflect the combined equity structure, to record the additional $553 of common stock (553,225 shares issued at $0.001 par value), to eliminate cash not acquired and liabilities not assumed and to record the additional acquisition costs expected to be incurred:

	Additional Paid-In Capital	Retained Earnings
Historical balance as reported		
PFSweb, Inc.	$ 132,631	$(93,519)
CrossView Inc.	—	12,256
Combined historical balances	132,631	(81,263)
Eliminate net assets acquired	—	(7,259)
Eliminate cash not acquired	—	(7,247)
Eliminate liabilities not assumed	—	2,250
Share consideration for acquisition	6,639	—
Goodwill related to CrossView acquisition	31,563	—
Identifiable intangibles related to CrossView acquisition	11,850	—
Elimination of equity related to acquisition	(43,413)	—
Accrue additional acquisition costs expected to be incurred	—	(2,049)
Total adjustments	$ 6,639	$(14,305)

(f) To record preliminary fair values of the identifiable intangible assets acquired in connection with the CrossView acquisition and associated amortization expenses and the elimination of non-recurring transaction costs of approximately $244,000 incurred during the six-month period ended June 30, 2015 that are directly related to the acquisition (in thousands, except for estimated useful life).

	Preliminary		Preliminary Amortization	
	Fair Value at Acquisition	**Estimated Useful Lives**	**Six Months June 30, 2015**	**Annual December 31, 2014**
Identifiable intangibles	$ 11,850	2-8 years	$ 2,225	$ 4,450

(g) To adjust interest expense based on the new debt agreement and former debt agreements.

	Six Months Ended June 30, 2015	Year Ended December 31, 2014
Interest related to retirement of old debt	$ (148)	$ (272)
Interest related to acquisition of new debt	284	577
Total change in interest expense, net	$ 136	$ 305

(h) CrossView was previously taxed as an S corporation. Following the acquisition, CrossView's operating results will be included in a consolidated federal tax return with our federal operations. The Company has tax net operating loss carryforwards that would offset any CrossView taxable income for the periods presented. The Company has also recorded a valuation allowance against its deferred tax assets, including the tax net operating losses, and as such, the resulting tax effect of the pro forma adjustments is insignificant.