
**UNITED STATES
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 29, 2016

PF Sweb, 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
(Address of principal executive offices)

75013
(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on June 29, 2016. Matters submitted to shareholders at the Annual Meeting and voting results were as follows:

Item 1 – Election of Directors. The Company's stockholders elected the seven director nominees listed below for a one-year term expiring in 2017, based upon the following voting results:

| Nominee | For | Withheld | Abstain | Broker Non-Votes |
|-------------------------|------------|----------|---------|------------------|
| Mr. Benjamin Rosenzweig | 12,996,819 | 317,651 | 896 | 1,997,772 |
| Ms. Monica Luechtefeld | 13,253,093 | 15,792 | 46,481 | 1,997,772 |
| Mr. Michael Willoughby | 13,247,641 | 15,912 | 51,813 | 1,997,772 |
| Mr. Shinichi Nagakura | 13,268,348 | 529 | 46,489 | 1,997,772 |
| Mr. Peter J. Stein | 13,268,346 | 531 | 46,489 | 1,997,772 |
| Mr. James F. Reilly | 13,265,226 | 3,659 | 46,481 | 1,997,772 |
| Mr. David I. Beatson | 13,265,216 | 3,661 | 46,489 | 1,997,772 |

Item 2 – Approval of Amendment to the Company's 2005 Employee Stock and Incentive Plan. The Company's stockholders approved an amendment to the Company's 2005 Employee Stock and Incentive Plan to increase the number of shares of Common Stock issuable, based upon the following voting results:

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 12,761,219 | 552,674 | 1,473 | 1,997,772 |

Item 3 – Advisory Vote to Approve Executive Compensation. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, based upon the following voting results:

| For | Against | Abstained | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 11,459,769 | 1,808,400 | 47,197 | 1,997,772 |

Item 4 – Ratification of Appointment of Independent Registered Public Accounting Firm. The Company's stockholders ratified the appointment of BDO USA LLP as the Company's independent auditors for the fiscal year ending December 31, 2016, based upon the following voting results:

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 15,293,238 | 18,103 | 1,797 | 0 |

Item 8.01. Other Events.

On June 29, 2016, the Company issued a press release announcing the results of the Company's Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--------------------------------------|
| 99.1 | Press Release, issued June 29, 2016. |

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: June 30, 2016

PFSweb, Inc.

By: /s/ Thomas J. Madden

Name: Thomas J. Madden

Title: *Executive Vice President and Chief Financial and Accounting Officer*

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
|-----------------------|--------------------------------------|
| 99.1 | Press Release, issued June 29, 2016. |



PFSweb Announces Results of 2016 Annual Meeting of Stockholders

ALLEN, Texas – June 29, 2016 – PFSweb, Inc. (NASDAQ: PFSW), a global commerce service provider, held its Annual Meeting of Stockholders today, June 29, 2016 in Allen, Texas.

All corporate proposals were approved by the Company's stockholders, including: the election of seven directors, Mr. Benjamin Rosenzweig, Ms. Monica Luechtefeld, Mr. Michael Willoughby, Mr. Shinichi Nakagura, Mr. James F. Reilly, Mr. David I. Beatson, and Mr. Peter J. Stein; an amendment to the Company's 2005 Employee Stock and Incentive Plan; compensation of the Company's named executive officers on a non-binding, advisory basis; and ratification of the appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ended December 31, 2016.

About PFSweb, Inc.

PFSweb (NASDAQ: PFSW) is a global commerce service provider of solutions including digital strategy consulting, digital agency and marketing services, technology development services, business process outsourcing services, and a complete omni-channel technology ecosystem. The company provides these solutions and services to major brand names and other companies seeking to optimize every customer experience and enhance their traditional and online business channels. PFSweb supports organizations across various industries, including Procter & Gamble, L'Oreal, LEGO, Columbia Sportswear, ASICS, Roots Canada Ltd., PANDORA, Diageo, BCBGMAXAZRIA, ROKA Sports, T.J. Maxx, the United States Mint, and many more. PFSweb is headquartered in Allen, TX with additional locations in Tennessee, Mississippi, Minnesota, Washington, New York, Ohio, North Carolina, Canada, Belgium, London, Munich, and India. For more information, please visit www.pfsweb.com or download the free PFSweb IR App on your [iPhone](#), [iPad](#), or [Android](#) device.

Investor Relations

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