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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission File Number 000-28275

PFSweb, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

75-2837058
(I.R.S. Employer
I.D. No.)

505 Millennium Drive, Allen, Texas
(Address of principal executive offices)

75013
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

At November 9, 2012 there were 12,778,919 shares of registrant's common stock outstanding.

PFSWEB, INC. AND SUBSIDIARIES
Form 10-Q
September 30, 2012

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CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

	September 30, 2012 (unaudited)	December 31, 2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 17,793	\$ 17,695
Restricted cash	471	827
Accounts receivable, net of allowance for doubtful accounts of \$479 and \$663 at September 30, 2012 and December 31, 2011, respectively	38,057	52,679
Inventories, net of reserves of \$1,696 and \$1,555 at September 30, 2012 and December 31, 2011, respectively	25,453	30,487
Other receivables	7,340	11,915
Prepaid expenses and other current assets	4,663	4,697
Total current assets	93,777	118,300
PROPERTY AND EQUIPMENT, net	25,539	14,945
OTHER ASSETS	3,928	3,127
Total assets	<u>\$ 123,244</u>	<u>\$ 136,372</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt and capital lease obligations	\$ 19,073	\$ 23,939
Trade accounts payable	33,437	48,544
Deferred revenue	6,808	6,766
Accrued expenses	19,353	18,657
Total current liabilities	78,671	97,906
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS, less current portion	5,771	3,583
DEFERRED REVENUE	6,190	5,908
DEFERRED RENT	5,661	901
Total liabilities	<u>96,293</u>	<u>108,298</u>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, \$1.00 par value; 1,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.001 par value; 35,000,000 shares authorized; 12,807,086 and 12,782,907 shares issued at September 30, 2012 and December 31, 2011, respectively; and 12,780,225 and 12,764,546 shares outstanding at September 30, 2012 and December 31, 2011, respectively	13	13
Additional paid-in capital	105,707	104,645
Accumulated deficit	(80,061)	(77,898)
Accumulated other comprehensive income	1,413	1,399
Treasury stock at cost, 32,161 and 18,361 shares at September 30, 2012 and December 31, 2011, respectively	(121)	(85)
Total shareholders' equity	26,951	28,074
Total liabilities and shareholders' equity	<u>\$ 123,244</u>	<u>\$ 136,372</u>

The accompanying notes are an integral part of these consolidated financial statements.

PFSWEB, INC. AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Data, Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
REVENUES:				
Product revenue, net	\$27,619	\$37,923	\$ 91,901	\$122,005
Service fee revenue	28,260	22,949	85,022	62,819
Pass-through revenue	10,654	9,999	32,882	26,444
Total revenues	<u>66,533</u>	<u>70,871</u>	<u>209,805</u>	<u>211,268</u>
COSTS OF REVENUES:				
Cost of product revenue	25,681	35,304	84,934	113,181
Cost of service fee revenue	20,397	17,663	61,996	47,241
Cost of pass-through revenue	10,654	9,999	32,882	26,444
Total costs of revenues	<u>56,732</u>	<u>62,966</u>	<u>179,812</u>	<u>186,866</u>
Gross profit	9,801	7,905	29,993	24,402
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES, including stock based compensation expense of \$308 and \$346 in the three months ended September 30, 2012 and 2011, respectively and \$1,014 and \$1,055 in the nine months ended September 30, 2012 and 2011, respectively				
	9,781	9,385	30,941	28,103
Income (loss) from operations	20	(1,480)	(948)	(3,701)
INTEREST EXPENSE, net				
	236	308	758	769
Loss from continuing operations before income taxes	(216)	(1,788)	(1,706)	(4,470)
INCOME TAX EXPENSE				
	154	57	457	287
LOSS FROM CONTINUING OPERATIONS	<u>(370)</u>	<u>(1,845)</u>	<u>(2,163)</u>	<u>(4,757)</u>
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX				
	—	20	—	(569)
NET LOSS	<u>\$ (370)</u>	<u>\$ (1,825)</u>	<u>\$ (2,163)</u>	<u>\$ (5,326)</u>
LOSS PER SHARE FROM CONTINUING OPERATIONS:				
Basic	<u>\$ (0.03)</u>	<u>\$ (0.15)</u>	<u>\$ (0.17)</u>	<u>\$ (0.38)</u>
Diluted	<u>\$ (0.03)</u>	<u>\$ (0.15)</u>	<u>\$ (0.17)</u>	<u>\$ (0.38)</u>
INCOME (LOSS) PER SHARE FROM DISCONTINUED OPERATIONS:				
Basic	<u>\$ (0.00)</u>	<u>\$ 0.01</u>	<u>\$ (0.00)</u>	<u>\$ (0.05)</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ 0.01</u>	<u>\$ (0.00)</u>	<u>\$ (0.05)</u>
NET LOSS PER SHARE:				
Basic	<u>\$ (0.03)</u>	<u>\$ (0.14)</u>	<u>\$ (0.17)</u>	<u>\$ (0.43)</u>
Diluted	<u>\$ (0.03)</u>	<u>\$ (0.14)</u>	<u>\$ (0.17)</u>	<u>\$ (0.43)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:				
Basic	<u>12,783</u>	<u>12,688</u>	<u>12,777</u>	<u>12,509</u>
Diluted	<u>12,783</u>	<u>12,688</u>	<u>12,777</u>	<u>12,509</u>
COMPREHENSIVE LOSS:				
Net loss	\$ (370)	\$ (1,825)	\$ (2,163)	\$ (5,326)
Foreign currency translation adjustment	235	(622)	14	163
TOTAL COMPREHENSIVE LOSS	<u>\$ (135)</u>	<u>\$ (2,447)</u>	<u>\$ (2,149)</u>	<u>\$ (5,163)</u>

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

PFSWEB, INC. AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands, Unaudited)

	Nine Months Ended September 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (2,163)	\$ (5,326)
Loss from discontinued operations	—	(569)
Loss from continuing operations	(2,163)	(4,757)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	6,834	4,575
Provision for doubtful accounts	(131)	(8)
Provision for excess and obsolete inventory	249	61
Deferred income taxes	(6)	92
Stock-based compensation expense	1,014	1,055
Changes in operating assets and liabilities:		
Restricted cash	(30)	87
Accounts receivable	14,806	2,628
Inventories, net	4,821	(7,054)
Prepaid expenses, other receivables and other assets	3,693	2,396
Deferred rent	5,420	81
Accounts payable, deferred revenue and accrued expenses	(14,803)	3,022
Net cash provided by continuing operating activities	19,704	2,178
Net cash provided by discontinued operating activities	—	2,152
Net cash provided by operating activities	19,704	4,330
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(11,048)	(7,014)
Proceeds from sale of eCOST subsidiary	—	2,327
Net cash used in investing activities	(11,048)	(4,687)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from issuance of common stock	48	2,015
Purchase of treasury stock	(36)	—
Decrease in restricted cash	386	1,298
Payments on capital lease obligations	(1,508)	(793)
Payments on debt, net	(7,427)	(1,202)
Net cash provided by (used in) financing activities	(8,537)	1,318
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(21)	147
NET INCREASE IN CASH AND CASH EQUIVALENTS	98	1,108
CASH AND CASH EQUIVALENTS, beginning of period	17,695	18,430
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 17,793</u>	<u>\$ 19,538</u>
SUPPLEMENTAL CASH FLOW INFORMATION		
Non-cash investing and financing activities:		
Property and equipment acquired under debt and capital leases	<u>\$ 6,299</u>	<u>\$ 1,609</u>

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

1. OVERVIEW AND BASIS OF PRESENTATION

PFSweb, Inc. and its subsidiaries are collectively referred to as the “Company;” “Supplies Distributors” refers to Supplies Distributors, Inc. and its subsidiaries; “Retail Connect” refers to PFSweb Retail Connect, Inc.; and “PFS” refers to Priority Fulfillment Services, Inc. and its subsidiaries and affiliates, excluding Supplies Distributors and Retail Connect. In connection with the sale of certain of the assets of eCOST.com, Inc. (“eCOST”) described below, the name of eCOST was changed to PFSweb Retail Connect, Inc. in March 2011.

PFS Overview

PFS is an international business process outsourcing provider of end-to-end eCommerce solutions to major brand name companies seeking to optimize their supply chain and to enhance their traditional and online business channels and initiatives in the United States, Canada, and Europe. PFS offers a broad range of service offerings that include digital marketing, eCommerce technologies, order management, customer care, logistics and fulfillment, financial management and professional consulting.

Supplies Distributors Overview

Supplies Distributors and PFS operate under distributor agreements with Ricoh Company Limited and Ricoh Production Print Solutions, a strategic business unit within the Ricoh Family Group of Companies, (collectively hereafter referred to as “Ricoh”) under which Supplies Distributors acts as a distributor of various Ricoh products. Substantially all of Supplies Distributors’ revenue is generated by its sale of product purchased from Ricoh.

Supplies Distributors has obtained financing that allows it to fund the working capital requirements for the sale of primarily Ricoh products. Pursuant to the transaction management services agreements between PFS and Supplies Distributors, PFS provides to Supplies Distributors transaction management and fulfillment services, such as managed web hosting and maintenance, procurement support, web-enabled customer contact center services, customer relationship management, financial services including billing and collection services, information management, and international distribution services. Supplies Distributors does not have its own sales force and relies upon Ricoh’s sales force and product demand generation activities for its sale of Ricoh products. Supplies Distributors sells its products in the United States, Canada and Europe.

All of the agreements between PFS and Supplies Distributors were made in the context of a related party relationship and were negotiated in the overall context of PFS’ and Supplies Distributors’ arrangement with Ricoh. Although management believes the terms of these agreements are generally consistent with those of an arm’s length transaction, there can be no assurance that the prices charged to or by each company under these arrangements are not higher or lower than the prices that may be charged by, or to, unaffiliated third parties for similar services. All of these transactions are eliminated upon consolidation.

eCOST Overview

Until February 2011 the Company operated eCOST primarily as a multi-category online discount retailer of new, “close-out” and recertified brand-name merchandise, which sold products primarily to customers in the United States. In February 2011, the Company sold substantially all of the inventory and certain intangible assets of the eCOST discount retailer business unit for a cash purchase price of \$2.3 million (before expenses of approximately \$0.2 million) and the assumption by the purchaser of certain limited liabilities of eCOST. The purchase price represented approximately \$1 million for inventory and the balance for the intangible assets. In connection with the closing of this business unit, the Company incurred exit costs of approximately \$0.4 million related to employee termination costs, excess property and equipment and certain contract termination costs. The Company also recorded approximately \$0.3 million in early exit costs associated with an eCOST facility. For the nine months ended September 30, 2011,

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

the Company reported the operating results of the eCOST discount retailer business unit, excluding costs expected to continue to occur in the future, as discontinued operations. The remaining assets and business operations of eCOST are conducted under the name PFSweb Retail Connect and continue to provide certain services, primarily under a product ownership based model, to certain of the Company's client relationships on an ongoing basis.

Basis of Presentation

The unaudited interim consolidated financial statements as of September 30, 2012, and for the three and nine months ended September 30, 2012 and 2011, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and are unaudited. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been condensed or omitted pursuant to the rules and regulations promulgated by the SEC. In the opinion of management and subject to the foregoing, the unaudited interim consolidated financial statements of the Company include all adjustments necessary for a fair presentation of the Company's financial position as of September 30, 2012, its results of operations for the three and nine months ended September 30, 2012 and 2011 and its cash flows for the nine months ended September 30, 2012 and 2011. Results of the Company's operations for interim periods may not be indicative of results for the full fiscal year.

Certain prior period data on the balance sheet and statement of cash flows has been reclassified to conform to the current year presentation of long-term deferred rent and deferred revenue, each of which was previously classified as other liabilities. These reclassifications had no effect on previously reported net income (loss) or total shareholders' equity.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements and related disclosures in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The recognition and allocation of certain revenues and selling, general and administrative expenses in these consolidated financial statements also require management estimates and assumptions.

Estimates and assumptions about future events and their effects cannot be determined with certainty. The Company bases its estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as the operating environment changes. These changes have been included in the consolidated financial statements as soon as they became known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. These uncertainties are discussed in this report and in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 in the section entitled "Risk Factors." Based on a critical assessment of accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes the Company's consolidated financial statements are fairly stated in accordance with U.S. GAAP, and provide a fair presentation of the Company's financial position, results of operations and cash flows for all periods presented.

PFSweb, Inc. and Subsidiaries**Notes to Unaudited Interim Consolidated Financial Statements****Investment in Affiliates**

PFS has made advances to Supplies Distributors that are evidenced by a Subordinated Demand Note (the "Subordinated Note"). Under the terms of certain of the Company's debt facilities, the outstanding balance of the Subordinated Note cannot be increased to more than \$5.0 million or decreased to less than \$3.5 million without prior approval of certain of the Company's lenders. As of September 30, 2012 and December 31, 2011, the outstanding balance of the Subordinated Note was \$3.5 million. The Subordinated Note is eliminated in the Company's consolidated financial statements.

PFS has also made advances to Retail Connect, which aggregated \$11.1 million as of both September 30, 2012 and December 31, 2011. Certain terms of the Company's debt facilities provide that the total advances to Retail Connect may not be less than \$2.0 million without prior approval of Retail Connect's lender, if needed. PFS has received the approval of its lender to advance incremental amounts to certain of its subsidiaries and/or affiliates, including Retail Connect, if needed, subject to certain financial covenants, as defined. PFSweb, Inc. has also advanced to Retail Connect an additional \$8.2 million and \$7.9 million as of September 30, 2012 and December 31, 2011, respectively. All of these advances are eliminated in the Company's consolidated financial statements. As of September 30, 2012, PFSweb, Inc. has approximately \$5.4 million available to be advanced to its other subsidiaries.

Concentration of Business and Credit Risk

The Company's service fee revenue is generated under contractual service fee relationships with multiple client relationships. No service fee client or product revenue customer exceeded 10% of the Company's consolidated total revenues during the nine months ended September 30, 2012 or 2011. No customer or client had an accounts receivable balance exceeding 10% of consolidated accounts receivable as of September 30, 2012 and December 31, 2011. A summary of the nonaffiliated customer and client concentrations is as follows:

	Nine Months Ended	
	September 30,	
	2012	2011
Product Revenue (as a percentage of total Product Revenue):		
Customer 1	14%	16%
Customer 2	11%	9%
Service Fee Revenue (as a percentage of total Service Fee Revenue):		
Client 1	16%	15%
Client 2	14%	15%
Client 3	10%	9%

The Company currently anticipates that its product revenue and service fee revenue from the customers and clients identified above will decline during the next twelve months.

The Company has provided certain collateralized guarantees of its subsidiaries' financings and credit arrangements. These subsidiaries' ability to obtain financing on similar terms would be significantly impacted without these guarantees.

The Company has multiple arrangements with International Business Machines Corporation ("IBM") and Ricoh and is dependent upon the continuation of such arrangements. These arrangements, which are critical to the Company's ongoing operations, include Supplies Distributors' distributor agreements and certain of Supplies Distributors' working capital financing agreements. Substantially all of Supplies Distributors' revenue is generated by its sale of product purchased from Ricoh. Supplies Distributors also relies upon Ricoh's sales force and product demand generation activities and the discontinuance of such services would have a material impact upon Supplies Distributors' business. In addition, Supplies Distributors has product sales to IBM and Ricoh business affiliates.

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

Ricoh has advised Supplies Distributors that, as a result of the ongoing restructuring of its business, Ricoh has begun, and will continue, to implement certain operational changes in the sale and distribution of Ricoh products. The changes have resulted, and are expected to continue to result, in reduced revenues and profitability for Supplies Distributors in 2012 and 2013.

Inventories

Inventories (all of which are finished goods) are stated at the lower of weighted average cost or market. The Company establishes inventory reserves based upon estimates of declines in values due to inventories that are slow moving or obsolete, excess levels of inventory or values assessed at lower than cost.

Supplies Distributors assumes responsibility for slow-moving inventory under its Ricoh distributor agreements, subject to certain termination rights, but has the right to return product rendered obsolete by engineering changes, as defined. In the event PFS, Supplies Distributors and Ricoh terminate the distributor agreements, the agreements provide for the parties to mutually agree on a plan of disposition of Supplies Distributors' then existing inventory.

Operating Leases

The Company leases certain real estate for its warehouse, call center and corporate offices, as well as certain equipment under non-cancelable operating leases that expire at various dates through 2022. Management expects that, in the normal course of business, leases that expire will be renewed or replaced by other similar leases. The Company recognizes escalating lease payments on a straight-line basis over the term of each respective lease with the difference between cash payments and rent expense recognized being recorded as deferred rent in the accompanying consolidated balance sheets.

Property and Equipment

The Company's property held under capital leases amount to approximately \$5.6 million and \$3.4 million, net of accumulated amortization of approximately \$2.0 million and \$1.6 million, at September 30, 2012 and December 31, 2011, respectively. Depreciation and amortization expense related to capital leases during the nine months ended September 30, 2012 and 2011 was \$1.5 million and \$0.7 million, respectively. In addition, during 2012, PFS incurred approximately \$6.0 million of leasehold improvements at certain of its leased facilities that will be amortized over the lease terms and were primarily financed via tenant allowances that will also be amortized over the lease terms.

Income Taxes

The Company records a tax provision primarily associated with state income taxes and its Supplies Distributors subsidiary's international operations. The Company has recorded a valuation allowance for the majority of its net deferred tax assets.

Cash Paid for Interest and Taxes

The Company made payments for interest of approximately \$0.8 million in each of the nine months ended September 30, 2012 and 2011. Income taxes of approximately \$0.4 million were paid by the Company during each of the nine months ended September 30, 2012 and 2011, respectively.

3. NET LOSS PER COMMON SHARE

Basic and diluted net loss per share are computed by dividing net loss by the weighted-average number of common shares outstanding for the reporting period. Stock options not included in the calculation of diluted net loss per share for the nine months ended September 30, 2012, and 2011 were 2.1 million shares and 2.3 million shares, respectively, as the effect would be anti-dilutive.

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

4. VENDOR FINANCING

Outstanding obligations under certain vendor financing arrangements consist of the following (in thousands):

	September 30, 2012	December 31, 2011
Inventory and working capital financing agreements:		
United States	\$ 14,339	\$ 18,119
Europe	—	9,143
Total	<u>\$ 14,339</u>	<u>\$ 27,262</u>

Inventory and Working Capital Financing Agreement, United States

Supplies Distributors has a short-term credit facility with IBM Credit LLC to finance its distribution of Ricoh products in the United States, providing financing for eligible Ricoh inventory and certain receivables up to \$20.0 million. The agreement has no stated maturity date and provides either party the ability to exit the facility following a 90-day notice. Given the structure of this facility and as outstanding balances, which represent inventory purchases, are repaid within twelve months, the Company has classified the outstanding amounts under this facility as accounts payable in the consolidated balance sheets. As of September 30, 2012, Supplies Distributors had \$2.0 million of available credit under this facility. The credit facility contains cross default provisions and various restrictions on the ability of Supplies Distributors to, among others: merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including other direct or indirect Company subsidiaries), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends. The credit facility also contains financial covenants, such as annualized revenue to working capital, net profit after tax to revenue, and total liabilities to tangible net worth, as defined, and is secured by certain of the assets of Supplies Distributors, as well as a collateralized guaranty of PFS and a Company parent guarantee. Additionally, PFS is required to maintain a minimum Subordinated Note receivable balance from Supplies Distributors of \$3.5 million and the Company is required to maintain a minimum shareholders' equity of \$18.0 million. Borrowings under the credit facility accrue interest, after a defined free financing period, at prime rate plus 0.5% (3.75% as of September 30, 2012). The facility also includes a monthly service fee.

Inventory and Working Capital Financing Agreement, Europe

Supplies Distributors' European subsidiary had a short-term credit facility with IBM Belgium Financial Services S.A. ("IBM Belgium") to finance its distribution of Ricoh products in Europe that expired in June 2012. The asset-based credit facility with IBM Belgium provided up to 10.0 million euros in inventory financing and cash advances through its expiration. Given the structure of the facility with IBM Belgium, and as outstanding inventory financing balances were repaid within twelve months, the Company classified the outstanding inventory financing amounts under this facility as accounts payable in the consolidated balance sheets. Beginning in 2012, the Company replaced this credit facility with direct vendor credit terms from Ricoh to finance Supplies Distributors' European subsidiary's inventory purchases.

5. DEBT AND CAPITAL LEASE OBLIGATIONS:

Outstanding debt and capital lease obligations consist of the following (in thousands):

	September 30, 2012	December 31, 2011
Loan and security agreements, United States		
Supplies Distributors	\$ 6,292	\$ 7,245
PFS	9,884	12,044
Credit facility - Retail Connect	—	—
Factoring agreement, Europe	445	2,373
Taxable revenue bonds	—	800
Master lease agreements	7,194	3,886
Other	1,029	1,174
Total	<u>24,844</u>	<u>27,522</u>
Less current portion of long-term debt	19,073	23,939
Long-term debt, less current portion	<u>\$ 5,771</u>	<u>\$ 3,583</u>

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

Loan and Security Agreement - Supplies Distributors

Supplies Distributors has a loan and security agreement with Wells Fargo Bank, National Association (“Wells Fargo”) to provide financing for up to \$25 million of eligible accounts receivable in the United States and Canada. As of September 30, 2012, Supplies Distributors had \$0.8 million of available credit under this agreement. The Wells Fargo facility expires on the earlier of March 2014 or the date on which the parties to the Ricoh distributor agreement no longer operate under the terms of such agreement and/or Ricoh no longer supplies products pursuant to such agreement. Borrowings under the Wells Fargo facility accrue interest at prime rate plus 0.25% to 0.75% or Eurodollar rate plus 2.5% to 3.0%, dependent on excess availability and subject to a minimum of 3.0%, as defined. The interest rates as of September 30, 2012 were 3.75% for \$4.3 million of outstanding borrowings and 3.0% for \$2.0 million of outstanding borrowings. This agreement contains cross default provisions and various restrictions upon the ability of Supplies Distributors to, among other things: merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including other direct or indirect Company subsidiaries), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends. This agreement also contains financial covenants, such as minimum net worth, as defined, and is secured by all of the assets of Supplies Distributors, as well as a collateralized guarantee of PFS and a Company parent guarantee. Additionally, PFS is required to maintain a Subordinated Note receivable balance from Supplies Distributors of no less than \$3.5 million, not maintain restricted cash of more than \$5.0 million and is restricted with regard to transactions with related parties, indebtedness and changes to capital stock ownership structure. Supplies Distributors has entered into blocked account agreements with its banks and Wells Fargo pursuant to which a security interest was granted to Wells Fargo for all U.S. and Canadian customer remittances received in specified bank accounts. At September 30, 2012 and December 31, 2011, these bank accounts held \$0.4 million and \$0.6 million, respectively, which were restricted for payment to Wells Fargo.

Loan and Security Agreement – PFS

PFS has a Loan and Security Agreement (“Comerica Agreement”) with Comerica Bank (“Comerica”). The Comerica Agreement provides for up to \$12.5 million (\$10.0 million during certain non-seasonal peak months) of eligible accounts receivable financing (“Working Capital Advances”) through March 2014. The Comerica Agreement also provides for up to \$3.0 million of eligible equipment purchases (“Equipment Advances”) through January 2013, with principal payments due through April 2015. As of September 30, 2012, PFS had \$1.8 million of available credit under the Working Capital Advance portion of this facility and \$0.3 million of available Equipment Advances. Borrowings under the Working Capital Advance portion of the Comerica Agreement accrue interest at prime rate plus 2% (5.25% at September 30, 2012) while the Equipment Advances accrues interest at prime rate plus 2.25% (5.5% at September 30, 2012). The Comerica Agreement contains cross default provisions and various restrictions upon PFS’ ability to, among other things: merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including other direct or indirect Company subsidiaries), make capital expenditures, make investments and loans, pledge assets and make changes to capital stock ownership structure. The Comerica Agreement also contains financial covenants of a minimum tangible net worth of \$20 million, as defined, a minimum earnings before interest and taxes, plus depreciation, amortization and non-cash compensation accruals, if any, as defined, and a minimum liquidity ratio, as defined. The Comerica Agreement restricts the amount of the Subordinated Note receivable from Supplies Distributors to a maximum of \$5.0 million. Comerica has provided approval for PFS to advance incremental amounts subject to certain financial covenants, as defined, to certain of its subsidiaries and/or affiliates, if needed. The Comerica Agreement is secured by all of the assets of PFS, as well as a Company parent guarantee.

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

Credit Facility – Retail Connect

Retail Connect has an asset-based line of credit facility of up to \$3.0 million from Wells Fargo, through May 2013, which is collateralized by substantially all of Retail Connect's assets. Borrowings under the facility are limited to a percentage of eligible accounts receivable and inventory, up to a specified amount. Outstanding borrowings under the facility bear interest at prime rate plus 1% or Eurodollar rate plus 3.5%. There were no outstanding borrowings as of September 30, 2012. As of September 30, 2012, Retail Connect had \$0.1 million of available credit under this facility. In connection with the line of credit, Retail Connect entered into a cash management arrangement whereby Retail Connect's operating accounts are considered restricted and swept and used to repay outstanding amounts under the line of credit, if any. The credit facility restricts Retail Connect's ability to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans, investments and payments to subsidiaries, affiliates and related parties (including other direct or indirect Company subsidiaries), make investments and loans, pledge assets, make changes to capital stock ownership structure, and requires a minimum tangible net worth for Retail Connect of \$0, as defined. The Company has guaranteed all current and future obligations of Retail Connect under this line of credit.

Factoring Agreement

Supplies Distributors' European subsidiary has a factoring agreement with BNP Paribas Fortis Factor that provides factoring for up to 7.5 million euros (approximately \$9.7 million as of September 30, 2012) of eligible accounts receivable through March 2014. This factoring agreement is accounted for as a secured borrowing. As of September 30, 2012, Supplies Distributors' European subsidiary had approximately 0.5 million euros (approximately \$0.6 million) of available credit under this agreement. Borrowings accrue interest at Euribor plus 0.7% (0.8% at September 30, 2012).

Debt Covenants

To the extent the Company or any of its subsidiaries fail to comply with its covenants applicable to its debt or vendor financing obligations, including the monthly financial covenant requirements, such as profitability and cash flow, and required level of shareholders' equity or net worth (as defined), the Company would be required to obtain a waiver from the lender or the lender would be entitled to accelerate the repayment of any outstanding credit facility obligations, and exercise all other rights and remedies, including sale of collateral and enforcement of payment under the Company parent guarantee. Any acceleration of the repayment of the credit facilities may have a material adverse impact on the Company's financial condition, results of operations and cash flows and no assurance can be given that the Company would have the financial ability to repay all of such obligations. As of September 30, 2012, the Company was in compliance with all debt covenants.

Master Lease Agreements

The Company has various agreements that provide for leasing or financing transactions of equipment and other assets and will continue to enter into such arrangements as needed to finance the purchasing or leasing of certain equipment or other assets. Borrowings under these agreements, which generally have terms of three to five years, are generally secured by the related equipment, and in certain cases, by a Company parent guarantee.

6. SEGMENT INFORMATION

The Company is currently organized into two primary operating segments, which generally align with the corporate organization structure. In the first segment, PFS is an international provider of various business process outsourcing solutions and operates as a service fee business. In the second operating segment ("Business and Retail Connect"), subsidiaries of the Company purchase inventory from clients and resell the inventory to client customers. In this segment, the Company generally recognizes product revenue.

PFSweb, Inc. and Subsidiaries

Notes to Unaudited Interim Consolidated Financial Statements

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Revenues (in thousands):				
PFS	\$39,949	\$34,466	\$121,525	\$ 94,034
Business and Retail Connect	27,619	37,923	91,901	122,005
Eliminations	(1,035)	(1,518)	(3,621)	(4,771)
	<u>\$66,533</u>	<u>\$70,871</u>	<u>\$209,805</u>	<u>\$211,268</u>
Income (loss) from continuing operations (in thousands):				
PFS	\$ (594)	\$ (2,031)	\$ (2,944)	\$ (5,794)
Business and Retail Connect	224	186	781	1,037
	<u>\$ (370)</u>	<u>\$ (1,845)</u>	<u>\$ (2,163)</u>	<u>\$ (4,757)</u>
Depreciation and amortization (in thousands):				
PFS	\$ 2,476	\$ 1,529	\$ 6,768	\$ 4,553
Business and Retail Connect	26	8	66	22
	<u>\$ 2,502</u>	<u>\$ 1,537</u>	<u>\$ 6,834</u>	<u>\$ 4,575</u>
Capital expenditures (in thousands):				
PFS	\$ 1,575	\$ 2,981	\$ 10,857	\$ 6,977
Business and Retail Connect	102	17	191	37
	<u>\$ 1,677</u>	<u>\$ 2,998</u>	<u>\$ 11,048</u>	<u>\$ 7,014</u>

	September 30, 2012	December 31, 2011
Assets (in thousands):		
PFS	\$ 85,210	\$ 83,097
Business and Retail Connect	51,807	66,740
Eliminations	(13,773)	(13,465)
	<u>\$ 123,244</u>	<u>\$ 136,372</u>

7. COMMITMENTS AND CONTINGENCIES

The Company received municipal tax abatements in certain locations. In prior years the Company received notice from a municipality that it did not satisfy certain criteria necessary to maintain the abatements and that the municipal authority planned to make an adjustment to the Company's tax abatement. The Company disputed the adjustment and such dispute has been settled with the municipality. However, the amount of additional property taxes to be assessed against the Company and the timing of the related payments has not been finalized. As of September 30, 2012, the Company believes it has adequately accrued for the expected assessment.

In April 2010, a sales employee of eCOST was charged with violating various federal criminal statutes in connection with the sales of eCOST products to certain customers, and approximately \$620,000 held in an eCOST deposit account was seized and turned over to the Office of the U.S. Attorney in connection with such activity. The Company received subpoenas from the Office of the U.S. Attorney requesting information regarding the employee and other matters, and the Company has responded to the subpoenas and is fully cooperating with the Office of the U.S. Attorney. In August 2012, the employee pleaded guilty to a misdemeanor. Neither the Company nor eCOST have been charged with any criminal activity, and the Company intends to seek the recovery or reimbursement of the funds that are currently classified as other receivables in the September 30, 2012 financial statements. Based on the information available to date, the Company is unable to determine the amount of the loss, if any, relating to the seizure of such funds. No assurance can be given, however, that the seizure of such funds, or the inability of the Company to recover such funds or any significant portion thereof, or any costs and expenses incurred by the Company in connection with this matter will not have a material adverse effect upon the Company's financial condition or results of operations.

PFSweb, Inc. and Subsidiaries**Notes to Unaudited Interim Consolidated Financial Statements**

The Company is subject to claims in the ordinary course of business, including claims of alleged infringement by the Company or its subsidiaries of the patents, trademarks and other intellectual property rights of third parties. PFS is generally required to indemnify its service fee clients against any third party claims alleging infringement by PFS and, in certain instances, its third party providers of the patents, trademarks and other intellectual property rights of third parties.

8. DISCONTINUED OPERATIONS

In February 2011, the Company sold certain assets of eCOST to a third party for a total aggregate cash purchase price of approximately \$2.3 million (before expenses of approximately \$0.2 million). Accordingly, the accompanying consolidated financial statements reflect the related operating results of the eCOST segment as discontinued operations for the three and nine months ended September 30, 2011.

Summarized financial information in the accompanying consolidated statements of operations for the discontinued eCOST operations is as follows (in thousands):

	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Revenue, net	\$ 47	\$ 6,858
Expenses	27	7,418
Income (loss) before provision for income taxes	20	(560)
Provision for income taxes	—	(9)
Discontinued operations, net of income taxes	<u>\$ 20</u>	<u>\$ (569)</u>

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our results of operations and financial condition should be read in conjunction with the unaudited interim condensed consolidated financial statements and related notes appearing elsewhere in this Form 10-Q.

Forward-Looking Information

We have made forward-looking statements in this Report on Form 10-Q. These statements are subject to risks and uncertainties, and there can be no guarantee these statements will prove to be correct. Forward-looking statements include assumptions as to how we may perform in the future. When we use words like “seek,” “strive,” “believe,” “expect,” “anticipate,” “predict,” “potential,” “continue,” “will,” “may,” “could,” “intend,” “plan,” “target” and “estimate” or similar expressions, we are making forward-looking statements. You should understand that the following important factors, in addition to those set forth above or elsewhere in this Report on Form 10-Q and our Form 10-K for the year ended December 31, 2011, could cause our results to differ materially from those expressed in our forward-looking statements. These factors include:

- our ability to retain and expand relationships with existing clients and attract and implement new clients;
- our reliance on the fees generated by the transaction volume or product sales of our clients;
- our reliance on our clients’ projections or transaction volume or product sales;
- our dependence upon our agreements with International Business Machines Corporation (“IBM”) and Ricoh Company Limited including Ricoh Production Print Solutions, a strategic business unit within the Ricoh Family Group of Companies (collectively hereafter referred to as “Ricoh”);
- our dependence upon our agreements with our major clients;
- our client mix, their business volumes and the seasonality of their business;
- our ability to finalize pending contracts;
- the impact of strategic alliances and acquisitions;
- trends in e-commerce, outsourcing, government regulation, both foreign and domestic, and the market for our services;
- whether we can continue and manage growth;
- increased competition;
- our ability to generate more revenue and achieve sustainable profitability;
- effects of changes in profit margins;
- the customer and supplier concentration of our business;
- the reliance on third-party subcontracted services;
- the unknown effects of possible system failures and rapid changes in technology;
- foreign currency risks and other risks of operating in foreign countries;
- potential litigation;
- our dependency upon key personnel;
- the impact of new accounting standards, and changes in existing accounting rules or the interpretations of those rules;
- our ability to raise additional capital or obtain additional financing;
- our ability, and the ability of our subsidiaries, to borrow under current financing arrangements and maintain compliance with debt covenants;
- relationship with, and our guarantees of, certain of the liabilities and indebtedness of our subsidiaries; and
- taxation on the sale of our products and/or service fees.

We have based these statements on our current expectations about future events. Although we believe the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee these expectations actually will be achieved. In addition, some forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Therefore, actual outcomes and results may differ materially from what is expected or forecasted in such forward-looking statements. We undertake no obligation to update publicly any forward-looking statement for any reason, even if new information becomes available or other events occur in the future.

Overview

We are an international business process outsourcing provider of end-to-end eCommerce solutions. We provide these solutions to major brand name companies seeking to optimize their supply chain and to enhance their traditional and online business channels and initiatives. We derive our revenues from providing a broad range of services as we process individual business transactions on our clients' behalf using three different seller services financial models: 1) the Enablement model, 2) the Agent (or Flash) model and 3) the Retail model.

We refer to the standard PFS seller services financial model as the Enablement model. In this model, our clients own the inventory and are the merchants of record and engage us to provide various business outsourcing services in support of their business operations. We derive our service fee revenues from a broad range of service offerings that include digital marketing, eCommerce technologies, order management, customer care, logistics and fulfillment, financial management and professional consulting. We offer our services as an integrated solution, which enables our clients to outsource their complete infrastructure needs to a single source and to focus on their core competencies. Our distribution services are conducted at warehouses we lease or manage. We currently provide infrastructure and distribution solutions to clients that operate in a range of vertical markets, including technology manufacturing, computer products, cosmetics, fragile goods, contemporary home furnishings, apparel, aviation, telecommunications, consumer electronics and consumer packaged goods, among others.

In this model, we typically charge for our services on a cost-plus basis, a percent of shipped revenue basis or a per-transaction basis, such as a per-minute basis for web-enabled customer contact center services and a per-item basis for fulfillment services. Additional fees are billed for other services. We price our services based on a variety of factors, including the depth and complexity of the services provided, the amount of capital expenditures or systems customization required, the length of contract and other factors.

Many of our service fee contracts involve third-party vendors who provide additional services such as package delivery. The costs we are charged by these third-party vendors for these services are often passed on to our clients. Our billings for reimbursements of these costs and other 'out-of-pocket' expenses include travel, shipping and handling costs and telecommunication charges and are included in pass-through revenue.

As an additional service, we offer our second model, the Agent (or Flash) financial model, in which our clients maintain ownership of the product inventory stored at our locations as in the Enablement model. When a customer orders the product from our clients, a "flash" sale transaction passes product ownership to us for each order and we in turn immediately re-sell the product to the customer. The "flash" ownership exchange establishes us as the merchant of record, which enables us to use our existing merchant infrastructure to process sales to end customers, removing the need for the clients to establish these business processes internally, but permitting them to control the sales process to end customers. In this model, based on the terms of our current client arrangements, we record product revenue net of cost of product revenue.

Finally, our Retail model allows us to purchase inventory from the client just as any other client reseller partner. In this model, we place the initial and replenishment purchase orders with the client and take ownership of the product upon delivery to our facility. Consequently, in this model, we generate product revenue as we own the inventory and the accounts receivable arising from our product sales. Under the Retail model, depending upon the product category and sales characteristics, we may require the client to provide product price protection as well as product purchase payment terms, right of return, and obsolescence protection appropriate to the product sales profile. In this model we recognize product revenue for customer sales. Freight costs billed to customers are reflected as components of product revenue. This business model generally requires significant working capital requirements, for which we have credit available either through credit terms provided by our client or under senior credit facilities.

In general, we provide the Enablement and Agent (or Flash) models through our PFS and Supplies Distributors subsidiaries and the Retail model through our Supplies Distributors and PFSweb Retail Connect subsidiaries.

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Growth is a key element to achieving our future goals, including achieving and maintaining sustainable profitability. Growth in our Enablement and Agent models is driven by two main elements: new client relationships and organic growth from existing clients. We focus our sales efforts on larger contracts with brand-name companies within two primary target markets, online brands and retailers and technology manufacturers, which, by nature, require a longer duration to close but also have the potential to be higher-quality and longer duration engagements.

Currently, any growth within our Retail model would primarily be driven by our ability to attract new distributor arrangements with Ricoh, or other manufacturers and the sales and marketing efforts of the manufacturers and third party sales partners. Ricoh has advised us that it is restructuring its business, which will include certain realignment and operational changes in the sale and distribution of its products. The changes have and are expected to continue to result in reduced revenues and profitability under our Retail model in 2012 and 2013.

We continue to monitor and control our costs to focus on profitability. While we are targeting our new service fee contracts to yield incremental gross profit, we also expect to incur incremental investments in technology development, operational and support management and sales and marketing expenses.

Our expenses comprise primarily four categories: 1) cost of product revenue, 2) cost of service fee revenue, 3) cost of pass-through revenue and 4) selling, general and administrative expenses.

Cost of product revenue - consists of the purchase price of product sold and freight costs, which are reduced by certain reimbursable expenses. These reimbursable expenses include pass-through customer marketing programs, direct costs incurred in passing on any price decreases offered by vendors to cover price protection and certain special bids, the cost of products provided to replace defective product returned by customers and certain other expenses as defined under the distributor agreements.

Cost of service fee revenue – consists primarily of compensation and related expenses for our web-enabled customer contact center services, international fulfillment and distribution services and professional consulting services, and other fixed and variable expenses directly related to providing services under the terms of fee based contracts, including certain occupancy and information technology costs and depreciation and amortization expenses.

Cost of pass-through revenue – the related reimbursable costs for pass-through expenditures are reflected as cost of pass-through revenue.

Selling, General and Administrative expenses - consist of expenses such as compensation and related expenses for sales and marketing staff, distribution costs (excluding freight) applicable to the Supplies Distributors business and the Retail model, executive, management and administrative personnel and other overhead costs, including certain occupancy and information technology costs and depreciation and amortization expenses.

Monitoring and controlling our available cash balances and our expenses continues to be a primary focus. Our cash and liquidity positions are important components of our financing of both current operations and our targeted growth.

Results of Operations

For the Interim Periods Ended September 30, 2012 and 2011

The results of operations related to the eCOST business unit that was sold in February 2011 have been reported as discontinued operations for the 2011 three and nine-month periods presented below. The following table discloses certain financial information for the periods presented, expressed in terms of dollars, dollar change, percentage change and as a percentage of total revenue (in millions):

	Three Months Ended September 30,					Nine Months Ended September 30,				
	2012	2011	Change	% of Net Revenues		2012	2011	Change	% of Net Revenues	
				2012	2011				2012	2011
Revenues:										
Product revenue, net	\$27.6	\$37.9	\$(10.3)	41.5%	53.5%	\$ 91.9	\$122.0	\$(30.1)	43.8%	57.8%
Service fee revenue	28.3	23.0	5.3	42.5%	32.4%	85.0	62.8	22.2	40.5%	29.7%
Pass-through revenue	10.6	10.0	0.6	16.0%	14.1%	32.9	26.4	6.5	15.7%	12.5%
Total net revenues	66.5	70.9	(4.4)	100.0%	100.0%	209.8	211.2	(1.4)	100.0%	100.0%
Cost of Revenues										
Cost of product revenue (1)	25.7	35.3	(9.6)	93.0%	93.1%	84.9	113.2	(28.3)	92.4%	92.8%
Cost of service fee revenue (2)	20.4	17.7	2.7	72.2%	77.0%	62.0	47.2	14.8	72.9%	75.2%
Pass-through cost of revenue (3)	10.6	10.0	0.6	100.0%	100.0%	32.9	26.4	6.5	100.0%	100.0%
Total cost of revenues	56.7	63.0	(6.3)	85.3%	88.8%	179.8	186.8	(7.0)	85.7%	88.5%
Product revenue gross profit	1.9	2.6	(0.7)	7.0%	6.9%	7.0	8.8	(1.8)	7.6%	7.2%
Service fee gross profit	7.9	5.3	2.6	27.8%	23.0%	23.0	15.6	7.4	27.1%	24.8%
Pass-through gross profit	—	—	—	— %	— %	—	—	—	— %	— %
Total gross profit	9.8	7.9	1.9	14.7%	11.2%	30.0	24.4	5.6	14.3%	11.4%
Selling, General and Administrative expenses	9.8	9.4	0.4	14.7%	13.2%	30.9	28.1	2.8	14.7%	13.3%
Loss from operations	—	(1.5)	1.5	(0.0)%	(2.0)%	(0.9)	(3.7)	2.8	(0.4)%	(1.9)%
Interest expense, net	0.2	0.3	(0.1)	0.4%	0.4%	0.8	0.8	—	0.4%	0.4%
Loss from continuing operations before income taxes	(0.2)	(1.8)	1.6	(0.4)%	(2.4)%	(1.7)	(4.5)	2.8	(0.8)%	(2.3)%
Income tax expense, net	0.2	—	0.2	0.2%	0.2%	0.5	0.3	0.2	0.2%	0.1%
Loss from continuing operations	(0.4)	(1.8)	1.4	(0.6)%	(2.6)%	(2.2)	(4.8)	2.6	(1.0)%	(2.2)%
Income (loss) from discontinued operations, net of tax	—	—	—	— %	0.1%	—	(0.5)	0.5	— %	(0.3)%
Net loss	<u>\$(0.4)</u>	<u>\$(1.8)</u>	<u>\$ 1.4</u>	(0.6)%	(2.5)%	<u>\$(2.2)</u>	<u>\$(5.3)</u>	<u>\$ 3.1</u>	(1.0)%	(2.5)%

- (1) % of net revenues represents the percent of Product revenue, net.
(2) % of net revenues represents the percent of Service fee revenue.
(3) % of net revenues represents the percent of Pass-through revenue.

Product Revenue, net. Product revenue was \$27.6 million for the three months ended September 30, 2012, which represents a decrease of \$10.3 million, or 27.2%, as compared to the same quarter of the prior year. Product revenue was \$91.9 million for the nine months ended September 30, 2012, which represents a decrease of \$30.1 million, or 24.7%, as compared to the same period of the prior year. Ricoh has advised Supplies Distributors that it is restructuring its business, which includes certain operational changes in the sale and distribution of Ricoh products, which has and is expected to continue to result in reduced revenue for Supplies Distributors in 2012 and 2013. We currently expect product revenue to be approximately \$115 million to \$120 million for the full calendar year of 2012 and to decrease further in calendar year 2013.

Service Fee Revenue. Service Fee revenue of \$28.3 million increased \$5.4 million, or 23.1%, in the three months ended September 30, 2012 as compared to the same quarter of the prior year. Service Fee revenue of \$85.0 million increased \$22.2 million, or 35.5% in the nine months ended September 30, 2012

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compared to the nine months in the prior year period. The increase in service fee revenue for the three and nine months ended September 30, 2012 was primarily due to increased service fees from both existing client relationships and new client relationships that began in late 2011 and early 2012 partially offset by the impact of terminated clients.

The change in service fee revenue is shown below (\$ millions):

	Three Months	Nine Months
Period ended September 30, 2011	\$23.0	\$62.8
New service contract relationships	3.3	9.9
Change in existing client service fees	2.3	13.8
Terminated clients not included in 2012 revenue	(0.3)	(1.5)
Period ended September 30, 2012	<u>\$28.3</u>	<u>\$85.0</u>

We currently expect our service fee revenue to be negatively impacted in 2013 by the conclusion or anticipated reduction of operations of several client programs. While we continue to win new client relationships and generate many new and exciting opportunities in our sales pipeline, based on the client information and timing estimates we currently have, we believe it is unlikely that projected new client revenue will offset the impact of these expected reductions in 2013.

Cost of Product Revenue. The cost of product revenue decreased by \$9.6 million, or 27.3%, to \$25.7 million in the three months ended September 30, 2012. The resulting gross profit margin was \$1.9 million, or 7.0% of product revenue, for the three months ended September 30, 2012 and \$2.6 million, or 6.9% of product revenue, for the comparable 2011 period. The cost of product revenue decreased by \$28.3 million, or 25.0%, to \$84.9 million in the nine months ended September 30, 2012. The resulting gross profit margin was \$7.0 million, or 7.6% of product revenue, for the nine months ended September 30, 2012 and \$8.8 million, or 7.2% of product revenue, for the comparable 2011 period. The gross profit for both the three and nine months ended September 30, 2012, was negatively impacted by the reduced product revenue primarily applicable to the Ricoh restructuring activities, and we expect this to continue in 2013. The three and nine month periods ended September 30, 2012 and 2011 include the impact of incremental gross margin earned on product sales resulting from product price increases and the impact of certain incremental inventory cost reductions.

Cost of Service Fee Revenue. Gross profit as a percentage of service fees was 27.8% in three month period ended September 30, 2012 and 23.0% in the same period of 2011. Gross profit as a percentage of service fees was 27.1% in nine month period ended September 30, 2012 and 24.8% in the same period of 2011. The gross profit percentage increase is primarily due to a change in the client mix, improved operating efficiencies, including benefits of leveraging our infrastructure across increased service fee revenues, and an increased level of higher margin client project activity.

We target to earn an overall average gross profit of 25-30% on existing and new service fee contracts, but we have accepted, and may continue to accept, lower gross margin percentages on certain contracts depending on contract scope and other factors, including projected volumes. We expect that our gross profit for our service fee business will be negatively impacted in 2013 by the conclusion or anticipated reduction of operations of several client programs.

Selling, General and Administrative Expenses. Selling, General and Administrative expenses for the three months ended September 30, 2012 and 2011 were \$9.8 million and \$9.4 million, respectively. As a percentage of total net revenue, selling, general and administrative expenses were 14.7% in the three months ended September 30, 2012 and 13.2% in the prior year period. Selling, General and Administrative expenses for the nine months ended September 30, 2012 and 2011 were \$30.9 million and \$28.1 million, respectively. As a percentage of total net revenue, selling, general and administrative expenses were 14.7% in the nine months ended September 30, 2012 and 13.2% in the prior year period. The increase in expenses is primarily attributable to approximately \$0.5 million of lease termination costs incurred in the nine months ended September 30, 2012 and approximately \$0.9 million of relocation related costs relating to our planned facility relocations and expansions in the nine months ended September 30, 2012 and due to investments to support growth in our service fee business. During the three and nine months ended September 30, 2011, we incurred approximately \$0.3 million of incremental relocation related costs necessary to support our growth.

Income Taxes. We recorded a tax provision associated primarily with state income taxes, our subsidiary Supplies Distributors' Canadian and European operations and our Philippines operations. A valuation allowance has been provided for the majority of our net deferred tax assets, which are primarily related to our net operating loss carryforwards and certain foreign deferred tax assets. We expect we will continue to record an income tax provision associated with state income taxes, Supplies Distributors' Canadian and European results of operations and our Philippines operations.

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Income (Loss) from Discontinued Operations, Net of Tax. Discontinued operations generated income of \$20,000 and a loss of \$0.6 million in the three and nine months ended September 30, 2011, respectively. In February 2011, we sold substantially all of the inventory and certain intangible assets applicable to our eCOST business unit for a total aggregate cash purchase price of approximately \$2.3 million. For the three and nine month periods ending September 30, 2011, we classified the operating results of this business unit, excluding costs expected to continue to occur in the future, as discontinued operations.

Liquidity and Capital Resources

During the nine months ended September 30, 2012, we generated \$19.7 million of cash from operating activities primarily due to a \$14.8 million decrease in accounts receivable related to cash collected from our clients and customers following the December 31 seasonal peak period of our services business, a \$5.4 million increase in deferred rent related to tenant improvement allowances at certain new facilities, a \$3.7 million decrease in prepaid expenses, other receivables and other assets primarily related to a timing of receipts and a reduction of value-added tax receivable at our European subsidiary and a \$4.8 million reduction in inventories related to reduced product revenue. These inflows were partially offset by a \$14.8 million decrease in accounts payable, deferred revenue, accrued expenses and other liabilities following the timing of payments we make for products and services, payment processing and related transactions costs. Included in our cash flows from operating activities is also \$5.8 million of cash income from continuing operations before working capital changes.

During the nine months ended September 30, 2011, we generated \$2.3 million in proceeds from the February 2011 sale of our eCOST business plus \$1.3 million applicable to a reduction of eCOST inventory prior to the sale. In addition, we generated \$2.6 million applicable to a decrease in accounts receivable related to cash collected from our clients and customers following the December 31 seasonal peak period of our services business, received proceeds from issuance of common stock of \$2.0 million, primarily through the exercise of stock options, and a \$3.7 million decrease in prepaid expenses, other receivables and other assets primarily related to a timing of receipts. Additional proceeds of \$3.0 million were generated from an increase in accounts payable, deferred revenue, accrued expenses and other liabilities following the timing of payments we make for products and services, payment processing and related transactions costs. These proceeds were partially offset by a \$7.1 million increase in inventories related to timing of product receipts.

In the nine months ended September 30, 2012, we incurred capital expenditures of \$11.0 million, exclusive of \$6.3 million of property and equipment acquired under debt and capital lease financing. This includes capital expenditures related to our new corporate headquarters and call center facility, which are being primarily financed by the landlords through tenant allowances. Cash used for payments on debt and capital leases, net of any proceeds from debt and a decrease in restricted cash, was \$8.5 million in the nine months ended September 30, 2012.

In the nine months ended September 30, 2011, we incurred capital expenditures of \$7.0 million, exclusive of \$1.6 million of property and equipment acquired under debt and capital lease financing. Proceeds from debt and a decrease in restricted cash, net of payments on debt and capital leases, was \$1.3 million in the nine months ended September 30, 2011.

Capital expenditures in both periods primarily consist of payments for internally developed software, technology, call center and distribution equipment, leasehold improvements, and furniture and fixtures.

Capital expenditures have historically consisted of additions to upgrade our management information systems, development of customized technology solutions to support and integrate with our service fee clients and general expansion and upgrades to our facilities, both domestic and foreign. We expect to incur capital expenditures to support new contracts and anticipated future growth opportunities. Based on our current client business activity and our targeted growth plans, we anticipate our total investment in upgrades and additions to facilities and information technology services for the upcoming twelve months,

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including costs to implement new clients, will be approximately \$10 million to \$12 million, although additional capital expenditures may be necessary to support the infrastructure requirements of new clients. To maintain our current operating cash position, a portion of these expenditures may be financed through client reimbursements, debt, operating or capital leases or additional equity. We may elect to modify or defer a portion of such anticipated investments in the event we do not obtain the financing or achieve the financial results necessary to support such investments.

During the nine months ended September 30, 2012, our working capital decreased to \$15.1 million from \$20.4 million at December 31, 2011 primarily due to the funding of capital expenditures as well as net operating losses incurred. To obtain additional financing in the future, in addition to our current cash position, we plan to evaluate various financing alternatives including the sale of equity, utilizing capital or operating leases, borrowing under our credit facilities, expanding our current credit facilities or entering into new debt agreements. No assurances can be given we will be successful in obtaining any additional financing or the terms thereof. We currently believe our cash position, financing available under our credit facilities and funds generated from operations will satisfy our presently known operating cash needs, our working capital and capital expenditure requirements, our current debt and lease obligations, and additional loans to our subsidiaries, if necessary, for at least the next twelve months.

In support of certain debt instruments and leases, as of September 30, 2012, we had \$0.5 million of cash restricted for repayment to lenders. In addition, as described above, we have provided collateralized guarantees to secure the repayment of certain of our subsidiaries' credit facilities. Many of these facilities include both financial and non-financial covenants, and also include cross default provisions applicable to other credit facilities and agreements. These covenants include, among others, minimum levels of net worth, profitability and cash flow (as defined) and restrictions on the ability of the borrower subsidiaries to advance funds to other borrower subsidiaries. As a result, it is possible for one or more of these borrower subsidiaries to fail to meet their respective covenants even if another borrower subsidiary otherwise has available excess funds, which, if not restricted, could be used to cure the default. To the extent we fail to comply with our debt covenants, including the monthly financial covenant requirements and our required level of shareholders' equity, and we are not able to obtain a waiver, the lenders would be entitled to accelerate the repayment of any outstanding credit facility obligations, and exercise all other rights and remedies, including sale of collateral and enforcement of payment under our parent guarantee. A requirement to accelerate the repayment of the credit facility obligations may have a material adverse impact on our financial condition and results of operations. We can provide no assurance we will have the financial ability to repay all such obligations. As of September 30, 2012, we were in compliance with all debt covenants. Further, non-renewal of any of our credit facilities may have a material adverse impact on our business and financial condition. We do not have any other material financial commitments, although future client contracts may require capital expenditures and lease commitments to support the services provided to such clients.

In the future, we may attempt to acquire other businesses or seek an equity or strategic partner to generate capital or expand our services or capabilities in connection with our efforts to grow our business. Acquisitions involve certain risks and uncertainties and may require additional financing. Therefore, we can give no assurance with respect to whether we will be successful in identifying businesses to acquire or an equity or strategic partner, whether we or they will be able to obtain financing to complete a transaction, or whether we or they will be successful in operating the acquired business.

We receive municipal tax abatements in certain locations. In prior years we received notice from a municipality that we did not satisfy certain criteria necessary to maintain the abatements and that the municipal authority planned to make an adjustment to our tax abatement. We disputed the adjustment and such dispute has been settled with the municipality. However, the amount of additional property taxes to be assessed against us and the timing of the related payments has not been finalized. As of September 30, 2012, we believe we have adequately accrued for the expected assessment.

In April 2010, a sales employee of our former subsidiary eCOST.com was charged with violating various federal criminal statutes in connection with the sales of eCOST products to certain customers, and approximately \$620,000 held in an eCOST deposit account was seized and turned over to the Office of the U.S. Attorney in connection with such activity. We received subpoenas from the Office of the U.S.

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Attorney requesting information regarding the employee and other matters, and have responded to such subpoenas and are fully cooperating with the Office of the U.S. Attorney. In August 2012, the employee pleaded guilty to a misdemeanor. Neither the Company nor eCOST have been charged with any criminal activity, and we intend to seek the recovery or reimbursement of such funds, that are currently classified as other receivables in the September 30, 2012 financial statements. Based on the information available to date, we are unable to determine the amount of the loss, if any, relating to the seizure of such funds. No assurance can be given, however, that the seizure of such funds, or our inability to recover such funds or any significant portion thereof, or any costs and expenses we may incur in connection with such matter will not have a material adverse effect upon our financial condition or results of operations.

On December 16, 2011, we announced a board approved stock repurchase program of up to \$1 million of the outstanding shares of our common stock. As of September 30, 2012, and through November 9, 2012, we have purchased 13,800 and 15,106 shares, respectively, under this program, respectively. In considering whether to purchase additional shares under this program, we will consider, among other factors, the market price of the shares, our available cash balance and our anticipated cash needs.

Supplies Distributors Financing

To finance its distribution of Ricoh products in the U.S., Supplies Distributors has a short-term credit facility with IBM Credit LLC (“IBM Credit”), which provides financing for up to \$20.0 million. We have provided a collateralized guarantee to secure the repayment of this credit facility. This facility does not have a stated maturity and both parties have the ability to exit the facility following a 90-day notice. The Company has direct vendor credit terms with Ricoh to finance Supplies Distributors’ European subsidiary’s inventory purchases.

Supplies Distributors also has a loan and security agreement with Wells Fargo Bank, National Association (“Wells Fargo”) to provide financing for up to \$25 million of eligible accounts receivable in the United States and Canada. The Wells Fargo facility expires on the earlier of March 2014 or the date on which the parties to the Ricoh distributor agreement no longer operate under the terms of such agreement and/or Ricoh no longer supplies products pursuant to such agreement.

Supplies Distributors’ European subsidiary has a factoring agreement with BNP Paribas Fortis Factor to provide factoring for up to 7.5 million euros (approximately \$9.7 million as of September 30, 2012) of eligible accounts receivables through March 2014.

These credit facilities contain cross default provisions, various restrictions upon the ability of Supplies Distributors and its subsidiaries to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans, investments and payments to related parties (including other direct or indirect Company subsidiaries), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends, as well as financial covenants, such as cash flow from operations, annualized revenue to working capital, net profit after tax to revenue, minimum net worth and total liabilities to tangible net worth, as defined, and are secured by all of the assets of Supplies Distributors, as well as a collateralized guarantees by their respective parent companies including Supplies Distributors and/or PFS and a Company parent guarantee. Additionally, we are required to maintain a subordinated loan to Supplies Distributors of no less than \$3.5 million, not maintain restricted cash of more than \$5.0 million, are restricted with regard to transactions with related parties, indebtedness and changes to capital stock ownership structure and a minimum shareholders’ equity of at least \$18.0 million. Furthermore, we are obligated to repay any over-advance made to Supplies Distributors or its subsidiaries under these facilities if they are unable to do so. We have also provided a guarantee of substantially all of the obligations of Supplies Distributors and its subsidiaries to IBM and Ricoh.

PFS Financing

PFS has a Loan and Security Agreement (“Comerica Agreement”) with Comerica Bank, which provides for up to \$12.5 million (\$10.0 million during certain non-seasonal peak-months) of eligible accounts receivable financing through March 2014. The Comerica Agreement also allows for up to \$3.0 million of eligible equipment financing (“Equipment Advances”). Outstanding Equipment Advances have a final maturity date of April 15, 2015. We entered into this Comerica Agreement to supplement our

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existing cash position and provide funding for our current and future operations, including our targeted growth. The Comerica Agreement contains cross default provisions, various restrictions upon our ability to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans and payments to subsidiaries, affiliates and related parties (including other direct or indirect Company subsidiaries), make capital expenditures, make investments and loans, pledge assets, make changes to capital stock ownership structure, as well as financial covenants of a minimum tangible net worth of \$20.0 million, as defined, a minimum earnings before interest and taxes, plus depreciation, amortization and non-cash compensation accruals, if any, as defined, and a minimum liquidity ratio, as defined. The Comerica Agreement also limits PFS' ability to increase the subordinated loan to Supplies Distributors to more than \$5.0 million and permits PFS to advance incremental amounts to certain of its subsidiaries and/or affiliates subject to certain financial covenants, as defined. The Comerica Agreement is secured by all of the assets of PFS, as well as a Company parent guarantee.

Retail Connect Financing

Retail Connect has an asset-based line of credit facility for up to \$3.0 million of eligible financing with Wells Fargo, which is collateralized by substantially all of Retail Connect's assets and expires in May 2013. Borrowings under the facility and letter of credit availability are limited to a percentage of accounts receivable and inventory, up to specified amounts. The credit facility restricts Retail Connect's ability to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans, investments and payments to subsidiaries, affiliates and related parties, make investments and loans, pledge assets, make changes to capital stock ownership structure, as well as a minimum tangible net worth for Retail Connect of \$0 million, as defined. The Company has guaranteed all current and future obligations of Retail Connect under this line of credit.

Seasonality

The seasonality of our service fee business is dependent upon the seasonality of our clients' business and sales of their products. Accordingly, we must rely upon the projections of our clients in assessing quarterly variability. We believe that with our current client mix and their current business volumes, our run rate service fee business activity, which is dependent upon the business volume of our clients, will generally be highest in the quarter ended December 31. We anticipate our product revenue will be generally highest during the quarter ended December 31. We believe our historical revenue pattern makes it difficult to predict the effect of seasonality on our future revenues and results of operations.

We believe that results of operations for a quarterly period may not be indicative of the results for any other quarter or for the full year.

Inflation

Management believes that inflation has not had a material effect on our operations.

Critical Accounting Policies

A description of our critical accounting policies is included in Note 2 of the consolidated financial statements in our December 31, 2011 Annual Report on Form 10-K. There have been no changes to our critical accounting policies since that report.

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ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

Not required.

ITEM 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain a comprehensive set of disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act"). As of September 30, 2012, an evaluation of the effectiveness of our disclosure controls and procedures was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, these disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the period that ended on September 30, 2012, there was no change in internal control over financial reporting (as defined in Rule 13a-15(f) or Rule 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

None

ITEM 1A. Risk Factors

In addition to the risk factors set forth in Part I, Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the Securities and Exchange Commission on March 31, 2012, our business, financial condition and operating results could be adversely affected by any or all of the following factors.

General Risks Related to Our Business

We operate with significant levels of indebtedness and are required to comply with certain financial and non-financial covenants; we are required to maintain a minimum level of subordinated loans to our subsidiary Supplies Distributors; and we have guaranteed certain indebtedness and obligations of our subsidiaries PFS, Supplies Distributors and Retail Connect.

As of September 30, 2012, our total credit facilities outstanding, including debt, capital lease obligations and our vendor accounts payable related to financing of Ricoh product inventory, was approximately \$39 million. Certain of the credit facilities have maturity dates in calendar year 2013 or beyond, but are classified as current liabilities in our consolidated financial statements given the underlying nature of the credit facility. We cannot provide assurance that our credit facilities will be renewed by the lending parties. Additionally, these credit facilities include both financial and non-financial covenants, many of which also include cross default provisions applicable to other agreements. These covenants also restrict our ability to transfer funds among our various subsidiaries, which may adversely affect the ability of our subsidiaries to operate their businesses or comply with their respective loan covenants. We cannot provide assurance that we will be able to maintain compliance with these covenants. Any non-renewal, default under or acceleration of any of our credit facilities may have a material adverse impact upon our business and financial condition. In addition we have provided \$3.5 million of subordinated indebtedness to Supplies Distributors as of September 30, 2012. The maximum level of this subordinated indebtedness to Supplies Distributors that may be provided without approval from our lenders is \$5.0 million. The restrictions on increasing this amount without lender approval may limit our ability to comply with certain loan covenants or grow and support Supplies Distributors' business. We have guaranteed most of the indebtedness of Supplies Distributors. Furthermore, we are obligated to repay any over-advance made to Supplies Distributors by its lenders to the extent Supplies Distributors is unable to do so. We have also guaranteed Retail Connect's \$3.0 million credit line, as well as certain of its vendor trade payables.

Specific Risks Related to Our Business Process Outsourcing Business

Our business is subject to the risk of customer and supplier concentration.

For the nine months ended September 30, 2012, three clients represented approximately 40% of our total service fee revenue (excluding pass-through revenue) and approximately 22% of our total consolidated revenue. We currently anticipate that our service fee revenue from these clients will decline during the next twelve months so that, unless we are able to increase our service fee revenue from other existing or new clients or adjust our operating costs, such reduction or termination of services would have a material adverse effect upon our business, results of operation and financial condition.

The majority of our Supplies Distributors product revenue is generated by sales of product purchased under distributor agreements with Ricoh. These agreements are terminable at will and no assurance can be given that Ricoh will continue the distributor agreements with Supplies Distributors. Supplies Distributors does not have its own sales force and relies upon Ricoh's sales force and product demand generation activities for its sale of Ricoh product. Ricoh is implementing certain operational changes in the sale and distribution of Ricoh products, which has and is expected to continue to result in reduced revenues and profitability for Supplies Distributors in 2012 and 2013. Further reduction in the Ricoh business may have a material adverse effect on Supplies Distributors' business and our overall financial condition.

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Sales by Supplies Distributors to two customers in the aggregate accounted for approximately 25% of Supplies Distributors' total product revenue for the nine months ended September 30, 2012, (11% of our consolidated net revenues in the nine month period ended September 30, 2012). The loss of any one or both of such customers, or non-payment of any material amount by these or any other customer would have a material adverse effect upon Supplies Distributors' business results of operations and financial condition.

Risks Related to Our Stock

Our stock price could decline if a significant number of shares become available for sale.

As of September 30, 2012, we have stock options outstanding to employees, directors and others for an aggregate of 2.1 million shares with a weighted average exercise price of \$4.54 per share. The shares of common stock that may be issued upon exercise of these options may be resold into the public market. Sales of substantial amounts of common stock in the public market as a result of the exercise of these options, or the perception that future sales of these shares could occur, could reduce the market price of our common stock and make it more difficult to sell equity securities in the future.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of our common stock made during the three months ended September 30, 2012:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)</u>
July 1-31	7,400	2.64	12,100	968,564
August 1-31	700	2.58	12,800	966,758
September 1-30	1,000	2.89	13,800	963,870
Total	<u>9,100</u>	<u>\$ 2.66</u>	<u>13,800</u>	<u>\$ 963,870</u>

- (1) On December 16, 2011, our Board of Directors authorized a stock repurchase program to acquire up to \$1.0 million of our outstanding common stock, subject to any restrictions pursuant to the terms of our credit agreements or otherwise.

ITEM 3. Defaults Upon Senior Securities

None

ITEM 4. Mine Safety Disclosure

Not applicable

ITEM 5. Other Information

None

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ITEM 6. Exhibits

a) Exhibits:

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
3.1(1)	Amended and Restated Certificate of Incorporation of PFSweb, Inc.
3.1.1(2)	Certificate of Amendment to Amended and Restated Certificate of Incorporation of PFSweb, Inc.
3.1.2(4)	Certificate of Amendment to Certificate of Incorporation of PFSweb, Inc.
3.1.3(5)	Certificate of Amendment to Amended and Restated Certificate of Incorporation of PFSweb, Inc.
3.2(1)	Amended and Restated By-Laws
3.2.1(3)	Amendment to the Amended and Restated By-Laws of PFSweb, Inc.
3.2.2(6)	Amendment to the Amended and Restated By-Laws of PFSweb, Inc.
10.1*	Fourteenth Amendment to First Amended and Restated Loan and Security Agreement between Priority Fulfillment Services, Inc. and Comerica Bank.
31.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase.
101.LAB**	XBRL Taxonomy Extension Label Linkbase.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase.

- (1) Incorporated by reference from PFSweb, Inc. Registration Statement on Form S-1 (Commission File No. 333-87657).
- (2) Incorporated by reference from PFSweb, Inc. Form 10-K for the fiscal year ended December, 31, 2005 filed on March 31, 2006.
- (3) Incorporated by reference from PFSweb, Inc. Report on Form 8-K filed on November 13, 2007.
- (4) Incorporated by reference from PFSweb, Inc. Report on Form 8-K filed on June 2, 2008.
- (5) Incorporated by reference from PFSweb, Inc. Form 10-Q filed on August 14, 2009.
- (6) Incorporated by reference from PFSweb, Inc. Report on Form 8-K filed on July 2, 2010.

* Filed Herewith

** Furnished Herewith

SIGNATURES

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 thereunto duly authorized.

Date: November 14, 2012

PFSweb, Inc.

By: /s/ Thomas J. Madden

Thomas J. Madden
Chief Financial Officer,
Chief Accounting Officer,
Executive Vice President

FOURTEENTH AMENDMENT TO FIRST AMENDED AND RESTATED
LOAN AND SECURITY AGREEMENT

THIS FOURTEENTH AMENDMENT TO FIRST AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT (herein called this "Amendment") made as of the 29th day of October, 2012 by and between Priority Fulfillment Services, Inc. ("Borrower") and Comerica Bank ("Bank"),

WITNESSETH:

WHEREAS, Borrower and Bank have entered into that certain First Amended and Restated Loan and Security Agreement dated as of December 29, 2004 (as from time to time amended or modified, the "Original Agreement") for the purposes and consideration therein expressed, pursuant to which Bank became obligated to make loans to Borrower as therein provided; and

WHEREAS, Borrower and Bank desire to amend the Original Agreement for the purposes set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein and in the Original Agreement, in consideration of the loans which may hereafter be made by Bank to Borrower, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I.
Definitions and References

§ 1.1 Terms Defined in the Original Agreement. Unless the context otherwise requires or unless otherwise expressly defined herein, the terms defined in the Original Agreement shall have the same meanings whenever used in this Amendment.

§ 1.2 Other Defined Terms. Unless the context otherwise requires, the following terms when used in this Amendment shall have the meanings assigned to them in this §1.2:

"Amendment" means this Fourteenth Amendment to First Amended and Restated Loan and Security Agreement.

"Loan Agreement" means the Original Agreement as amended hereby

ARTICLE II.
Amendment to Original Agreement

§ 2.1 Definitions. The definitions of "Maximum Equipment Line Availability" and "Tranche B Availability End Date" in Exhibit A to the Original Agreement are hereby amended in their entirety to read as follows:

"Maximum Equipment Line Availability" means that the aggregate Equipment Advances under Tranche A and Tranche B cannot exceed \$3,000,000.

“Tranche B Availability End Date” means January 5, 2013.

§ 2.2 Credit Extensions. The sentence in Section 2.1(f)(ii) of the Original Agreement that currently reads as follows:

Any Equipment Advances that are outstanding under Tranche B on the Tranche B Availability End Date shall be payable in 30 equal monthly installments of principal, plus all accrued interest, beginning on November 15, 2012, and continuing on the same day of each month thereafter through April 15, 2015, at which time all amounts due in connection with Tranche B Equipment Advance made under this Section 2.1(f) shall be immediately due and payable.

is hereby amended in its entirety to read as follows:

Any Equipment Advances that are outstanding under Tranche B on the Tranche B Availability End Date shall be payable in 28 equal monthly installments of principal, plus all accrued interest, beginning on January 15, 2013, and continuing on the same day of each month thereafter through April 15, 2015, at which time all amounts due in connection with Tranche B Equipment Advance made under this Section 2.1(f) shall be immediately due and payable.

ARTICLE III.
Conditions of Effectiveness

§ 3.1 Effective Date. This Amendment shall become effective as of the date first above written when and only when Bank shall have received, at Bank's office (i) a counterpart of this Amendment executed and delivered by Borrower, and (ii) the attached Consent and Agreement executed and delivered by Guarantor.

ARTICLE IV.
Representations and Warranties

§ 4.1 Representations and Warranties of Borrower. In order to induce Bank to enter into this Amendment, Borrower represents and warrants to Bank that:

(a) The representations and warranties contained in Article 5 of the Original Agreement are true and correct at and as of the time of the effectiveness hereof, except to the extent such representations or warranties relate to an earlier date in which case such representation or warranty shall be true and correct as of such earlier date or as otherwise disclosed to the Bank in writing.

(b) Borrower is duly authorized to execute and deliver this Amendment and is and will continue to be duly authorized to borrow and to perform its obligations under the

Loan Agreement. Borrower has duly taken all corporate action necessary to authorize the execution and delivery of this Amendment and to authorize the performance of the obligations of Borrower hereunder.

(c) The execution and delivery by Borrower of this Amendment, the performance by Borrower of its obligations hereunder and the consummation of the transactions contemplated hereby do not and will not conflict with any provision of law, statute, rule or regulation or of the organizational documents of Borrower, or of any material agreement, judgment, license, order or permit applicable to or binding upon Borrower, or result in the creation of any lien, charge or encumbrance upon any assets or properties of Borrower. Except for those which have been duly obtained, no consent, approval, authorization or order of any court or governmental authority or third party is required in connection with the execution and delivery by Borrower of this Amendment or to consummate the transactions contemplated hereby.

(d) When duly executed and delivered, each of this Amendment and the Loan Agreement will be a legal and binding instrument and agreement of Borrower, enforceable in accordance with its terms, except as limited by bankruptcy, insolvency and similar laws applying to creditors' rights generally and by principles of equity applying to creditors' rights generally.

ARTICLE V.
Miscellaneous

§ 5.1 Ratification of Agreements. The Original Agreement as hereby amended is hereby ratified and confirmed in all respects. Any reference to the Loan Agreement in any Loan Document shall be deemed to be a reference to the Original Agreement as hereby amended. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of Bank under the Loan Agreement or any other Loan Document nor constitute a waiver of any provision of the Loan Agreement or any other Loan Document.

§ 5.2 Survival of Agreements. All representations, warranties, covenants and agreements of Borrower herein shall survive the execution and delivery of this Amendment and the performance hereof, including without limitation the making or granting of the Advances, and shall further survive until all of the Obligations are paid in full. All statements and agreements contained in any certificate or instrument delivered by Borrower hereunder or under the Loan Agreement to Bank shall be deemed to constitute representations and warranties by, or agreements and covenants of, Borrower under this Amendment and under the Loan Agreement.

§ 5.3 Loan Documents. This Amendment is a Loan Document, and all provisions in the Loan Agreement pertaining to Loan Documents apply hereto.

§ 5.4 Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of California and any applicable laws of the United States of America in all respects, including construction, validity and performance.

§ 5.5 Counterparts. This Amendment may be separately executed in counterparts and by the different parties hereto in separate counterparts, each of which when so executed shall be deemed to constitute one and the same Amendment.

THIS AMENDMENT AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS OF THE PARTIES.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, this Amendment is executed as of the date first above written.

PRIORITY FULFILLMENT SERVICES, INC.

By: _____
Name:
Title:

COMERICA BANK

By: _____
Name:
Title:

[Fourteenth Amendment – Signature Page]

CONSENT AND AGREEMENT

PFSWEB, INC., a Delaware corporation, hereby consents to the provisions of this Amendment and the transactions contemplated herein, and hereby ratifies and confirms the Guaranty dated as of December 29, 2004, made by it for the benefit of Bank, and agrees that its obligations and covenants thereunder are unimpaired hereby and shall remain in full force and effect.

PFSWEB, INC.

By: _____
Name:
Title:

Consent and Agreement

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, Mark Layton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PFSweb, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2012

By: /s/ Mark C. Layton

Chief Executive Officer

**CERTIFICATIONS OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, Tom Madden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PFSweb, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2012

By: /s/ Thomas J. Madden

Chief Financial Officer

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT
OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of PFSweb, Inc. (the "Company"), does hereby certify that:

The Quarterly Report on Form 10-Q for the period ended September 30, 2012 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

November 14, 2012

/s/ Mark C. Layton

Mark C. Layton
Chief Executive Officer

November 14, 2012

/s/ Thomas J. Madden

Thomas J. Madden
Chief Financial Officer

The foregoing certification is being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as whether made before or after the date hereof, regardless of any general incorporation language in such filing.

A signed original of this written statement required by Section 906 has been provided to PFSweb, Inc. and will be retained by PFSweb, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.