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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): July 3, 2013**

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**PFSweb, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
Of incorporation)

**000-28275**  
(Commission  
File Number)

**75-2837058**  
(IRS Employer  
Identification No.)

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

**75013**  
(zip code)

**(972) 881-2900**

**Registrant's telephone number, including area code**

**N/A**

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

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.08. Shareholder Director Nominations**

On July 3, 2013, the Company adjourned its 2013 Annual Meeting of Stockholders from July 3, 2013 to July 16, 2013 in order to provide the Company with additional time to solicit additional votes to approve the proposals to declassify the Board and adopt majority voting for the uncontested election of directors.

Because the new date of the Annual Meeting is more than 30 days after the anniversary of the Company's 2012 Annual Meeting, in accordance with the Company's Amended and Restated Bylaws, as amended, and the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"), written notice from a stockholder interested in bringing business before the Company's 2013 Annual Meeting of Stockholders or nominating a director candidate for election at the Company's 2013 Annual Meeting of Stockholders, including, any notice on Schedule 14N, must be received at the Company's principal executive office, 505 Millennium Drive, Allen, Texas 75013, by no later than 5:00 p.m., Central time, on July 13, 2013. Any such written notice must be directed to the attention of the Company's Secretary and comply with the applicable advance notice provisions of the Company's Amended and Restated Bylaws, as amended. Stockholder proposals intended to be considered for inclusion in the Company's proxy materials for the 2013 Annual Meeting of Stockholders must comply with the requirements, including the deadline, set forth above as well as the all applicable rules and regulations promulgated by the SEC under the Securities Exchange Act of 1934, as amended.

**Item 8.01. Other Events.**

On July 3, 2013, the Company issued a press release announcing the adjournment of the Company's Annual Meeting to July 16, 2013 in order to provide the Company with additional time to solicit additional votes to approve the proposals to declassify the Board and adopt majority voting for the uncontested election of directors. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The Company is also mailing a letter to certain stockholders who, as of such date, had not voted their shares requesting that they vote their shares as soon as possible. A copy of the letter is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, issued July 3, 2013.
99.2	Letter to Stockholders dated July 3, 2013

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 3, 2013

**PFSweb, Inc.**

By: /s/ Thomas J. Madden

Name: Thomas J. Madden

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

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release, issued July 3, 2013.
99.2	Letter to Stockholders dated July 3, 2013



PFSweb Contact:  
Mike Willoughby  
Chief Executive Officer  
or Thomas J. Madden  
Chief Financial Officer  
(972) 881-2900

Todd Fromer / Garth Russell  
Investor Relations  
KCSA Strategic Communications  
(212) 896-1215 / (212) 896-1250  
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**PFSweb Adjourns Annual Meeting Until Tuesday, July 16<sup>th</sup>**

**ALLEN, Texas, July 3, 2013 – PFSweb, Inc. (Nasdaq: PFSW)**, an international provider of end-to-end eCommerce solutions, today announced that its 2013 Annual Meeting of Stockholders has been adjourned without conducting any business and will be reconvened on Tuesday, July 16, 2013, at 10:00 am Central Time at the Hilton Garden Inn in Allen, Texas. The record date for stockholders entitled to vote at the Annual Meeting remains May 24, 2013.

The Company's Board of Directors decided to adjourn the annual meeting in order to provide the Company with additional time to solicit additional votes to approve the proposals to declassify the Board and adopt majority voting for the uncontested election of directors.

Voting remains open by telephone, the Internet or mail prior to the annual meeting to shareholders of record at the close of business on May 24, 2013. Shareholders who have already voted need not submit another vote unless they wish to change their votes. See the information in the Company's proxy statement regarding voting procedures.

"Although the Company has received positive feedback from its major shareholders in support of the proposals to declassify the Board and adopt majority voting for the uncontested election of directors, we have not yet achieved the required number of votes to approve such proposals. As a result, PFSweb is adjourning the annual meeting in order to reach out to smaller shareholders who have not yet voted," stated Mike Willoughby, CEO of PFSweb. "These proposals have received the support of ISS, a leading independent proxy and corporate governance advisory firm, and are part of an ongoing effort by the Company's Board to align PFSweb with best practices in corporate governance. We urge all shareholders to vote their proxies as soon as possible."

Each of these proposals, which require the affirmative vote of 75% of the outstanding shares, is described in detail in the Company's definitive proxy statement for the Annual Meeting as filed with the SEC and available from the Company and on its website.

Stockholders who have already voted need not take any action on these proposals, although they may change their vote at any time prior to the reconvened Annual Meeting by executing a new proxy, revoking a previously given proxy as set forth in PFSweb's proxy statement, or by calling 800-652-8683.

This communication may be deemed to be solicitation material and investors and security holders of the Company are advised to read the proxy statement and any other relevant documents filed with the SEC because they contain important information about the proposals and the Annual Meeting. Investors and stockholders may obtain free copies of the proxy statement and other documents filed by the Company free of charge at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or in the Investor Relations section of the Company's Web site at [www.pfsweb.com](http://www.pfsweb.com). The proxy statement and such other documents may also be obtained for free from the Company by directing such request to PFSweb, Inc., Attn: Secretary, Telephone (972) 881-2900.

#### **About PFSweb, Inc.**

PFSweb is engaged by iconic brands to enable and manage customized eCommerce and omni-channel commerce initiatives. PFSweb's iCommerce Hub(SM) technology ecosystem offers retailers a multi-channel order management system that allows partner/client data integration and international payment processing. PFSweb's iCommerce Professional Service(SM) provides interactive marketing services, eCommerce web site development and support services, IT development services, product content management, customer intelligence and relationship and account management services. PFSweb's iCommerce Centers of Excellence(SM) provides global fulfillment and logistics, high-touch customer care and client financial services.

Together, PFSweb's iCommerce Solutions allow for international reach and expertise in both direct-to-consumer and business-to-business initiatives. PFSweb supports organizations across multiple industries including Procter & Gamble, L'Oreal, LEGO, Columbia Sportswear, Sorel, Carter's, AAFES, Riverbed, Ricoh, Hawker Beechcraft Corp, Roots Canada Ltd., Diageo, BCBGMAXAZRIA, BCBGENERATION and HERVÉ LÉGER BY MAX AZRIA. PFSweb is headquartered in Allen, TX with additional locations in Tennessee, Mississippi, Canada, Belgium, and the Philippines.

To find out more about PFSweb (NASDAQ: PFSW), visit the company's website at <http://www.PFSweb.com>.

*The matters discussed herein consist of forward-looking information under the Private Securities Litigation Reform Act of 1995 and is subject to and involves risks and uncertainties, which could cause actual results to differ materially from the forward-looking information. PFSweb's Annual Report on Form 10-K for the year ended December 31, 2012 and Quarterly Report on Form 10-Q for the three months ended March 31, 2013 identify certain factors that could cause actual results to differ materially from those projected in any forward looking statements made and investors are advised to review the Annual and Quarterly Reports of the Company and the Risk Factors described therein. PFSweb undertakes 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. There may be additional risks that we do not currently view as material or that are not presently known.*

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**IMPORTANT VOTE OF PFSweb, Inc. STOCKHOLDERS  
PLEASE ACT TODAY**



July 3, 2013

Dear Stockholder:

On July 3, 2013, **PFSweb, Inc.** adjourned its 2013 Annual Meeting of Stockholders from July 3, 2013 to July 16, 2013 to provide the Company with time to solicit additional votes to approve the proposals to declassify the Board and adopt majority voting for the uncontested election of directors. The Annual Meeting is scheduled to reconvene at the Hilton Garden Inn, 705 Central Expressway South, Allen, Texas on July 16, 2013 at 10:00 a.m. CST.

**According to our records, we have not received your vote for this meeting. To ensure your vote is received in time, please vote as soon as possible.**

Stockholders are asked to (1) approve an amendment to the Company's Certificate of Incorporation and Bylaws to provide for the annual election of all directors, (2) elect two directors, (3) approve an amendment to the Company's Bylaws to include a majority vote provision in uncontested elections of directors, (4) approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers, (5) determine, on a non-binding, advisory basis, the frequency of future advisory votes on the compensation of the Company's named executive officers and (6) ratify the appointment of Grant Thornton LLP as the Company's independent auditors. Information about these matters is contained in the Company's Proxy dated June 3, 2013.

**APPROVAL OF PROPOSALS (1) AND (3) REQUIRES THE AFFIRMATIVE VOTE OF 75% OF THE COMPANY'S OUTSTANDING SHARES SO EVERY VOTE COUNTS.**

**YOUR VOTE IS EXTREMELY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF PFSweb THAT YOU HOLD.**

To ensure your representation at the Annual Meeting, you are urged to vote your shares by (a) calling the toll free telephone number indicated on the proxy card or (b) accessing the special web site indicated on the proxy card, each as more fully explained in the telephone and internet voting instructions. You may also complete, date, sign and return the enclosed proxy as promptly as possible. A postage-prepaid envelope is enclosed for that purpose. If you attend the Annual Meeting, you may vote in person even if you have previously returned a proxy card. Please note that if you hold your shares of our common stock through your broker, you will not be able to vote in person at the meeting.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of shares held in street name. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing or by following their instructions for voting by telephone or on the Internet. Other than for Proposal (6), your shares cannot be voted without your instructions to your broker, bank or other holder of record.

We value you as an active PFSweb stockholder. Thank you for your continued support.

Sincerely,

Michael Willoughby  
Chief Executive Officer

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**Important Additional Information**

The Company has filed with the U.S. Securities and Exchange Commission ("SEC") and provided to its stockholders a definitive proxy statement and a proxy supplement in connection with its 2013 Annual Meeting of Stockholders. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT FILED BY THE COMPANY WITH THE SEC IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Stockholders may obtain free copies of these documents through the website maintained by the SEC at <http://www.sec.gov> or in the Investor Relations section of the Company's website at [www.pfsweb.com](http://www.pfsweb.com). The proxy statement and such other documents may also be obtained for free from the Company by directing such request to PFSweb, Inc., Attn: Secretary, Telephone (972) 881-2900.

**Certain Information Regarding Participants in the Solicitation**

The Company, its directors and certain of its officers may be deemed to be participants in the solicitation of the Company's stockholders in connection with its 2013 Annual Meeting. Information regarding the names, affiliations and direct and indirect interests (by security holdings or otherwise) of these persons can be found in the Company's definitive proxy statement filed with the SEC. Stockholders may obtain a free copy of the proxy statement and other documents filed by the Company with the SEC from the sources listed above.