

PFSWEB INC  
Form 8-K  
July 30, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): JULY 30, 2015**

**PFSweb, Inc.**

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

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

**000-28275  
(COMMISSION  
FILE NUMBER)  
505 MILLENNIUM DRIVE  
ALLEN, TX 75013**

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

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**(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)**

**(972) 881-2900**

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

**N/A**

**(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)**

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

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

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

*Amendment to Rights Agreement*

On July 30, 2015, the Company and Computershare Inc., successor in interest to Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), a Delaware corporation, as successor to ChaseMellon Shareholder Services, L.L.C., a New Jersey limited liability company, as rights agent (the Rights Agent ), entered into Amendment No. 6 to Rights Agreement (the Amendment ). The Amendment amends the Rights Agreement, dated as of June 8, 2000, between the Company and the Rights Agent, as amended by Amendment No. 1 thereto dated as of May 30, 2008, Amendment No. 2 thereto dated as of May 24, 2010, Amendment No. 3 thereto dated as of July 2, 2010, Amendment No. 4 thereto dated as of May 15, 2013 and Amendment No. 5 thereto dated as of June 18, 2015 (as amended, the Rights Agreement ).

A summary of the material terms of the Rights Agreement, as amended by the Amendment, together with the full text of the Rights Agreement, and each of Amendments Nos. 1 to 5 thereto, is set forth in the Company s Proxy Statement dated June 22, 2015 and incorporated herein.

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

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

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

Exhibit  
No.

Exhibit

4.1 Amendment No. 6 to Rights Agreement, dated as of July 30, 2015 between the Company and Computershare Inc., as rights agent.

**SIGNATURE**

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

Dated: July 30, 2015

**PFSweb, Inc.**

By: /s/ Thomas J. Madden

Thomas J. Madden

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
4.1	Amendment No. 6 to Rights Agreement, dated as of July 30, 2015 between the Company and Computershare Inc.