

PFSWEB INC  
Form 4  
April 01, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ALMOND CYNTHIA D

(Last) (First) (Middle)

C/O PFSWEB, 505 MILLENNIUM

(Street)

ALLEN, TX 75013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PFSWEB INC [PFSW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	03/30/2016		M	V 20,000 A \$ 4	57,420	D	
Common Stock	03/30/2016		S	V 20,000 D \$ 13.09 <sup>(2)</sup>	37,420	D	
Common Stock	03/30/2016		S	V 12,766 D \$ 13.2 <sup>(3)</sup>	24,654	D	
Common Stock <sup>(4)</sup>	03/31/2016		M	V 18,043 A <sup>(4)</sup>	42,697	D	
Common Stock <sup>(5)</sup>	03/31/2016		F	V 4,772 D \$ 13.2	37,925	D	

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Common Stock <u>(6)</u>	03/31/2016	A	V	1,250	A	\$ 0	39,175	D
Common Stock <u>(5)</u>	03/31/2016	F	V	331	D	\$ 13.2	38,844	D
Common Stock <u>(6)</u>	03/31/2016	A	V	18,085	A	<u>(4)</u>	56,929	D
Common Stock <u>(5)</u>	03/31/2016	F	V	4,783	D	\$ 13.2	52,146	D
Common Stock <u>(4)</u>	03/31/2016	A	V	8,531	A	<u>(4)</u>	60,677	D
Common Stock <u>(5)</u>	03/31/2016	F	V	2,256	D	\$ 13.2	58,421	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy <u>(1)</u>	\$ 4	03/30/2016		M	V 20,000	<u>(7)</u>	04/18/2020	Common Stock	20,000
Performance Share Award	<u>(8)</u>	03/31/2016		M	V 18,043	<u>(8)</u>	<u>(8)</u>	Common Stock	18,043
Restricted Stock Unit	<u>(9)</u>	03/31/2016		M	V 1,250	<u>(9)</u>	<u>(9)</u>	Common Stock	1,250
Restricted Stock Unit	<u>(6)</u>	03/31/2016		M	V 18,085	<u>(6)</u>	<u>(6)</u>	Common Stock	18,085
Performance Share Award	<u>(8)</u>	03/31/2016		M	V 8,531	<u>(8)</u>	<u>(8)</u>	Common Stock	8,531

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALMOND CYNTHIA D C/O PFSWEB, 505 MILLENNIUM ALLEN, TX 75013			Executive Vice President	

# Signatures

/s/ Cynthia D  
Almond 04/01/2016  
\*\*Signature of Reporting Person Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of employee stock option issued under the 2005 Employee Stock Option and Incentive Plan (the "Plan").  
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.02 to \$13.19 inclusive. The reporting person undertakes to provide to PFSweb, Inc., any security holder thereof or the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Sale of shares acquired upon prior exercise of employee stock option. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.14 to \$13.26 inclusive. The reporting person undertakes to provide to PFSweb, Inc., any security holder thereof or the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Issuance of Common Stock upon partial settlement of previously issued Performance Share Award granted under the Plan.
- (4) Shares of common stock withheld by Issuer to satisfy tax withholding obligation
- (5) Settlement of Restricted Stock Unit Award issued under the Plan.
- (6) These shares became exercisable on a cumulative basis from July 19, 2010 to April 19, 2013
- (7) Partial settlement of Performance Share Award issued under the Plan whose remaining shares are subject to future vesting based on future service and market price measurement conditions.
- (8) Partial settlement of Restricted Stock Unit Award granted under the Plan whose remaining shares are subject to future vesting based on future service conditions.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.