

PFSWEB INC  
Form 4  
May 21, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WILLOUGHBY MICHAEL C**

(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)  
**05/19/2015**

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)

Chief Executive Officer

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 (D) Price  |   |  |                                   |
| Common Stock                    | 05/19/2015                           |  | M                              | V 8,511 A \$ 4.42   | 101,596   | D  |                                   |
| Common Stock                    | 05/19/2015                           |  | S                              | V 8,511 D 14.37   | 93,085  | D  |                                   |
| Common Stock                    | 05/19/2015                           |  | M                              | V 19,952 A \$ 1.46  | 113,037   | D  |                                   |
| Common Stock                    | 05/19/2015                           |  | S                              | V 19,952 D 14.38  | 93,085  | D  |                                   |
|                                 | 05/20/2015                           |  | M                              | V 1,298 A \$ 1.46   | 94,383  | D  |                                   |

Common  
Stock

|                 |            |  |   |   |       |   |             |        |   |
|-----------------|------------|--|---|---|-------|---|-------------|--------|---|
| Common<br>Stock | 05/20/2015 |  | S | V | 1,298 | D | \$<br>14.15 | 93,085 | D |
|                 |            |  |   |   |       |   | <u>(3)</u>  |        |   |

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to buy <sup>(4)</sup>               | \$ 4.42  | 05/19/2015                           |  | M V                            | 8,511   | <sup>(5)</sup> 05/15/2017                                | Common Stock  | 8,511                         |
| Option to buy <sup>(4)</sup>               | \$ 1.46  | 05/19/2015                           |  | M V                            | 19,952  | <sup>(6)</sup> 05/26/2019                                | Common Stock  | 19,952                        |
| Option to buy <sup>(4)</sup>               | \$ 1.46  | 05/20/2015                           |  | M V                            | 1,298   | <sup>(6)</sup> 05/26/2019                                | Common Stock  | 1,298                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| WILLOUGHBY MICHAEL C<br>C/O PFSWEB, 505 MILLENNIUM<br>ALLEN, TX 75013 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Michael C Willoughby 05/21/2015

\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.35 to \$14.50 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.35 to \$14.43 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.02 to \$14.29 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.

(4) Exercise of employee stock option issued under employee stock option plan

(5) These shares became exercisable on a cumulative basis from August 16, 2007 to May 16, 2010

(6) These shares became exercisable on a cumulative basis from August 27, 2009 to May 27, 2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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