Walters Jonathan Form 4 April 02, 2018

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Walters Jonathan Issuer Symbol PFSWEB INC [PFSW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify C/O PFSWEB, INC., 505 03/29/2018 below) below) **MILLENNIUM** Former Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **ALLEN, TX 75013** Person

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ities Acq	quired, Disposed o	of, or Beneficial	lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	03/29/2018		M	569	A	<u>(1)</u>	2,697	D	
Common Stock (2)	03/29/2018		F	169	D	\$ 8.74	2,528	D	
Common Stock (3)	03/29/2018		M	375	A	<u>(3)</u>	2,903	D	
Common Stock (2)	03/29/2018		F	111	D	\$ 8.74	2,792	D	
Common Stock (3)	03/29/2018		M	2,995	A	<u>(3)</u>	5,787	D	

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: Walters Jonathan - Form 4

Common Stock $\frac{(2)}{2}$ 03/29/2018 F 888 D $\frac{\$}{8.74}$ 4,899 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number conf 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
Performance Share Award	<u>(4)</u>	03/29/2018		M	569	<u>(4)</u>	<u>(4)</u>	Common Stock	569
Restricted Stock Unit	<u>(5)</u>	03/29/2018		M	375	(5)	<u>(5)</u>	Common Stock	375
Restricted Stock Unit	<u>(5)</u>	03/29/2018		M	2,995	(5)	(5)	Common Stock	2,995

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Walters Jonathan C/O PFSWEB, INC. 505 MILLENNIUM ALLEN, TX 75013

Former Senior Vice President

Signatures

/s/ Thomas J Madden by Power of Attorney 04/02/2018

**Signature of Reporting Person Date

Reporting Owners 2

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) Issuance of Common Stock upon partial settlement of previously issued Performance Share Award granted under the Company's Employee Stock and Incentive Plan (the "Plan").
- (2) Shares of common stock withheld by Issuer to satisfy tax withholding obligation.
- (3) Issuance of Common Stock upon partial settlement of previously issued Restricted Stock Unit Award granted under the Plan.
- (4) Settlement of Performance Share Award issued under the Plan.
- (5) Settlement of Restricted Stock Unit Award issued under the Plan.

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.