

PFSWEB INC
Form SC 13D/A
November 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

PFSweb, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

717098206

(CUSIP Number)

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 9, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 717098206

1 NAME OF REPORTING PERSON

ENGINE CAPITAL, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES BENEFICIALLY 1,041,605

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

10 1,041,605 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,041,605

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 717098206

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | ENGINE JET CAPITAL, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | DELAWARE | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 215,215 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 215,215 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

215,215
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.1%
14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 717098206

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | ENGINE CAPITAL MANAGEMENT, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 1,256,820 |
| | SHARED VOTING POWER |
| | - 0 - |
| | SOLE DISPOSITIVE POWER |
| | 1,256,820 |
| | SHARED DISPOSITIVE POWER |
| | 10 |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,256,820

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

6.6%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 717098206

1 NAME OF REPORTING PERSON

ENGINE INVESTMENTS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER 1,256,820

8 SHARED VOTING POWER - 0 -

9 SOLE DISPOSITIVE POWER

1,256,820

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,256,820

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

6.6%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 717098206

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | ARNAUD AJDLER | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | BELGIUM | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 1,256,820 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 1,256,820 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,256,820

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 717098206

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Engine Capital and Engine Jet were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the 1,041,605 Shares beneficially owned by Engine Capital is approximately \$6,259,120, including brokerage commissions. The aggregate purchase price of the 215,215 Shares beneficially owned by Engine Jet is approximately \$1,382,781, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 19,020,005 Shares outstanding, as of November 6, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2017.

A. Engine Capital

(a) As of the close of business on November 13, 2017, Engine Capital directly owned 1,041,605 Shares.
Percentage: 5.5%

- (b)
1. Sole power to vote or direct vote: 1,041,605
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,041,605
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Engine Capital during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

B. Engine Jet

(a) As of the close of business on November 13, 2017, Engine Jet directly owned 215,215 Shares.
Percentage: 1.1%

- (b)
1. Sole power to vote or direct vote: 215,215
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 215,215
 4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 717098206

(c) The transactions in the Shares by Engine Jet during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

C. Engine Management

Engine Management, as the investment manager of each of Engine Capital and Engine Jet, may be deemed to (a) beneficially own the Shares owned directly by Engine Capital and Engine Jet. As of the date hereof, Engine Management may be deemed to beneficially own 1,256,820 Shares.

Percentage: 6.6%

- (b)
1. Sole power to vote or direct vote: 1,256,820
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,256,820
 4. Shared power to dispose or direct the disposition: 0

(c) Engine Management has not entered into any transactions in the Shares during the past (60) sixty days.

D. Engine Investments

Engine Investments, as the general partner of each of Engine Capital and Engine Jet, may be deemed to (a) beneficially own the Shares owned directly by Engine Capital and Engine Jet. As of the date hereof, Engine Investments may be deemed to beneficially own 1,256,820 Shares.

Percentage: Approximately 6.6%

- (b)
1. Sole power to vote or direct vote: 1,256,820
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,256,820
 4. Shared power to dispose or direct the disposition: 0

(c) Engine Investments has not entered into any transactions in the Shares during the past (60) sixty days.

E. Arnaud Ajdler

(a) Mr. Ajdler, as the managing member of Engine Management and Engine Investments, may be deemed to beneficially own the 1,256,820 Shares owned beneficially by Engine Management and Engine Investments.

Percentage: Approximately 6.6%

- (b)
1. Sole power to vote or direct vote: 1,256,820
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,256,820
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Ajdler has not entered into any transactions in the Shares during the past sixty (60) days.

CUSIP NO. 717098206

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

November 13, 2017

Engine Capital, L.P.

By: Engine Investments, LLC,
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Jet Capital, L.P.

By: Engine Investments, LLC,
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Capital Management,
LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Investments, LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler

Title: Managing Member

/s/ Arnaud Ajdler
ARNAUD AJDLER

CUSIP NO. 717098206

SCHEDULE ATransactions in the Shares During the Past Sixty (60) Days

| Nature of the Transaction | Amount of Securities Purchased / (Sold) | Price Per Share (\$) | Date of Purchase / Sale |
|---------------------------|--|----------------------|----------------------------|
|---------------------------|--|----------------------|----------------------------|

Engine Capital, L.P.

| | | | |
|--------------------------|--------|--------|------------|
| Purchase of Common Stock | 7,203 | 8.0449 | 09/21/2017 |
| Purchase of Common Stock | 166 | 8.1700 | 09/26/2017 |
| Purchase of Common Stock | 16,573 | 8.2478 | 10/09/2017 |
| Purchase of Common Stock | 9,343 | 8.1454 | 10/23/2017 |
| Purchase of Common Stock | 8,261 | 8.1628 | 10/24/2017 |
| Purchase of Common Stock | 10,857 | 8.1988 | 10/25/2017 |
| Purchase of Common Stock | 746 | 8.0931 | 10/26/2017 |
| Purchase of Common Stock | 5,263 | 8.3000 | 10/27/2017 |
| Purchase of Common Stock | 1 | 8.1000 | 10/27/2017 |
| Purchase of Common Stock | 6,713 | 8.3339 | 10/30/2017 |
| Purchase of Common Stock | 10,617 | 8.3723 | 10/31/2017 |
| Purchase of Common Stock | 232 | 8.1000 | 11/01/2017 |
| Purchase of Common Stock | 57,141 | 6.9187 | 11/09/2017 |
| Purchase of Common Stock | 3,762 | 6.4964 | 11/09/2017 |
| Purchase of Common Stock | 46,294 | 6.8720 | 11/10/2017 |
| Purchase of Common Stock | 22,034 | 6.9430 | 11/13/2017 |

Engine Jet Capital, L.P.

| | | | |
|--------------------------|--------|--------|------------|
| Purchase of Common Stock | 1,489 | 8.0449 | 09/25/2017 |
| Purchase of Common Stock | 34 | 8.1700 | 09/28/2017 |
| Purchase of Common Stock | 3,427 | 8.2478 | 10/11/2017 |
| Purchase of Common Stock | 1,930 | 8.1454 | 10/25/2017 |
| Purchase of Common Stock | 1,706 | 8.1628 | 10/26/2017 |
| Purchase of Common Stock | 2,243 | 8.1988 | 10/27/2017 |
| Purchase of Common Stock | 154 | 8.0931 | 10/30/2017 |
| Purchase of Common Stock | 1,087 | 8.3000 | 10/31/2017 |
| Purchase of Common Stock | 1,387 | 8.3339 | 11/01/2017 |
| Purchase of Common Stock | 2,193 | 8.3723 | 11/02/2017 |
| Purchase of Common Stock | 48 | 8.1000 | 11/03/2017 |
| Purchase of Common Stock | 11,709 | 6.9187 | 11/13/2017 |
| Purchase of Common Stock | 771 | 6.4964 | 11/13/2017 |
| Purchase of Common Stock | 9,487 | 6.8720 | 11/14/2017 |
| Purchase of Common Stock | 4,515 | 6.9430 | 11/15/2017 |