

PFSWEB INC  
Form 8-K  
July 29, 2015

**UNITED STATES**  
**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 27, 2015**

**PFSweb, Inc.**

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

**Delaware**  
**(State or other jurisdiction**

**Of incorporation)**

**000-28275**  
**(Commission File Number)**

**75-2837058**  
**(IRS Employer**

**Identification No.)**

**505 Millennium Drive**

**Allen, TX**  
**(Address of principal executive offices)**

**(972) 881-2900**

**75013**  
**(zip code)**

**Registrant's telephone number, including area code**

**N/A**

**(Former name or former address, if changed since last report.)**

**N/A**

**(Former name or former 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 communications 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 5.07 Submission of Matters to a Vote of Security Holders**

The Company held its Annual Meeting of Stockholders on July 27, 2015. Matters submitted to shareholders at the Annual Meeting and voting results were as follows:

*Item 1 Election of Directors.* The Company's stockholders elected the six director nominees listed below for a one-year term expiring in 2016, based upon the following voting results:

| Nominee                 | For        | Withheld | Abstain |
|-------------------------|------------|----------|---------|
| Mr. Benjamin Rosenzweig | 10,521,658 | 4,445    | 159,448 |
| Ms. Monica Luechtefeld  | 10,489,247 | 37,456   | 158,848 |
| Mr. Michael Willoughby  | 10,522,446 | 3,657    | 159,448 |
| Mr. Shinichi Nagakura   | 10,522,014 | 4,101    | 159,436 |
| Mr. James F. Reilly     | 10,357,392 | 168,711  | 159,448 |
| Mr. David I. Beatson    | 10,488,239 | 37,856   | 159,456 |

*Item 2 Approval of Amendments to the Company's Rights Agreement.* The Company's stockholders approved the amendments to the Company's Rights Agreement, based upon the following voting results:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 10,196,154 | 322,296 | 167,101   | 0                |

*Item 3 Advisory Vote to Approve Executive Compensation.* The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, based upon the following voting results:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 10,215,386 | 464,777 | 5,388     | 0                |

**Item 8.01. Other Events.**

On July 27, 2015, the Company issued a press release announcing the results of the Company's Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

| Exhibit Number | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press Release, issued July 27, 2015. |

**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.

Date: July 29, 2015

**PFSweb, Inc.**

By: /s/ Thomas J. Madden

Name: Thomas J. Madden

Title: *Executive Vice President and  
Chief Financial and Accounting  
Officer*

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>           |
|---------------------------|--------------------------------------|
| 99.1                      | Press Release, issued July 27, 2015. |