

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12 (b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PFSWEB, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

75-2837058

(STATE OF INCORPORATION OR
ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION
NUMBER)

500 NORTH CENTRAL EXPRESSWAY
PLANO, TEXAS

75074

(ADDRESS OF PRINCIPAL EXECUTIVE
OFFICES)

(ZIP CODE)

SECURITIES TO BE REGISTERED PURSUANT TO
SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

NONE

N/A

IF THIS FORM RELATES TO THE REGISTRATION OF A CLASS OF
SECURITIES PURSUANT TO SECTION 12(b) OF THE EXCHANGE ACT AND IS
EFFECTIVE PURSUANT TO GENERAL INSTRUCTION A.(c), PLEASE CHECK
THE FOLLOWING BOX. []

IF THIS FORM RELATES TO THE REGISTRATION OF A CLASS OF
SECURITIES PURSUANT TO SECTION 12(g) OF THE EXCHANGE ACT AND IS
EFFECTIVE PURSUANT TO GENERAL INSTRUCTION A.(d), PLEASE CHECK
THE FOLLOWING BOX. [X]

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS
FORM RELATES: 333-87657 (IF APPLICABLE)

SECURITIES TO BE REGISTERED PURSUANT TO
SECTION 12(g) OF THE ACT:

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(TITLE OF CLASS)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. Description of Registrant's Securities to be Registered.

A description of the Registrant's common stock, par value \$.001 per share,

to be registered hereby is contained in the section entitled "Description of Capital Stock" in the Registrant's Form S-1 Registration Statement, filed with the Securities and Exchange Commission on September 23, 1999 (Registration No. 333-87657), as amended, pursuant to the Securities Act of 1933, as amended (the "S-1 Registration Statement"), and such information is incorporated herein by reference.

ITEM 2. Exhibits.

- | Exhibit No. | Exhibit |
|-------------|--|
| 1. | Amended and Restated Articles of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the S-1 Registration Statement). |
| 2. | Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the S-1 Registration Statement). |
| 3. | Form of Common Stock Certificate of the Company (Incorporated by reference to Exhibit 4.1 to the S-1 Registration Statement). |

[Signature Page Follows]

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PFSWEB, INC.

By: /s/ Thomas J. Madden

Thomas J. Madden
Vice President and Chief Financial Officer

Date: November 24, 1999