FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| Washington, D.C. 20549 | OMB APPROVAL | | | | |
|-----------------------------------|--------------|------|--|--|--|
| F CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: | 3235 | | | |

| OMB Number: | 3235-0287 |
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| hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT O

| 1. Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol PFSWEB INC [PFSW] | | | | | | | | | ck all appli | , | | son(s) to Iss 10% Ov | |
|---|--|--|--|---------|--------------------------------------|--|--------|----------|--|---|------------------|--|---|--|---|---|---|---|---------------------------------------|
| (Last) (First) (Middle) C/O PFSWEB, 505 MILLENNIUM | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2019 | | | | | | | | | Officer below) | (give title | | Other (s below) | specify |
| (Street) ALLEN (City) | T2 | | 75013 (Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Ind Line) | C Form t | or Joint/Group Filing (Check Applicable rm filed by One Reporting Person rm filed by More than One Reporting rson | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | Execution Date, | | | Code (li | Transaction Disposed Of (D) (Instr. 3, 4 | | | | 5. Amou Securition Benefici Owned I Reporte | es Forn ally (D) o following (I) (Ir | | : Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | Code | v | Amount | (A) (D) | (A) or (D) Price | | Transac (Instr. 3 | ction(s) | | | (instr. 4) | |
| | 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 Dat if any (Month/Day/Ye | Date, T | 4. Transactio Code (Inst 8) | | n of E | | Expiration | s. Date Exercisable and Expiration Date Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 3. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | у | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | C | Code | v | (A) | (D) | Date Exercisable | | kpiration ate | Title | Amo or Num of Shar | ber | | | | | |
| Deferred Stock Unit ⁽¹⁾ | \$0.00 | 01/02/2019 | | | A | | 5,848 | | (1) | | (1) | Common Stock | 5,8 | 48 | \$0.00 | 5,848 | | D | |

Explanation of Responses:

1. Issuance of Deferred Stock Unit under the Company's Employee Stock and Incentive Plan representing the right to receive the stated number of shares of Common Stock upon termination of service as a Director.

Remarks:

/s/ Thomas J. Madden by Power of Attorney

01/02/2019

** Signature of Reporting Person

Date

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

- * 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).

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

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 Number.