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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 27, 2014**

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**PFSweb, Inc.**

(Exact name of registrant as specified in its charter)

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**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)

**75013**  
(zip code)

**(972) 881-2900**  
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)

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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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Company held its Annual Meeting of Stockholders on June 27, 2014. 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 four director nominees listed below for a one-year term expiring in 2015, based upon the following voting results:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Mr. Benjamin Rosenzweig	9,132,173	1,448,902	6,138	2,917,973
Ms. Monica Luechtefeld	10,522,265	58,810	6,138	2,917,973
Mr. Michael Willoughby	9,197,828	1,383,213	6,172	2,917,973
Mr. Shinichi Nagakura	9,195,001	1,383,861	8,351	2,917,973

*Item 2 – Approval of Amendment to the Company's 2005 Employee Stock and Incentive Plan.* The Company's stockholders approved an amendment to the Company's 2005 Employee Stock and Incentive Plan to increase the number of shares of Common Stock issuable, based upon the following voting results:

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
10,232,253	342,883	12,077	2,917,973

*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:

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
10,189,638	197,165	200,410	2,917,973

*Item 4 – Ratification of Appointment of Independent Registered Public Accounting Firm.* The Company's stockholders ratified the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2014, based upon the following voting results:

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
13,492,446	6,774	5,966	0

**Item 8.01. Other Events.**

On June 27, 2014, 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**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, issued June 27, 2014.

**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 1, 2014

**PFSweb, Inc.**

By: /s/ Thomas J. Madden

Name: Thomas J. Madden

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

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**EXHIBIT INDEX**

Exhibit Number

Exhibit Description

99.1

Press Release, issued June 27, 2014.



### **PFSweb Announces Results of 2014 Annual Meeting of Stockholders**

**ALLEN, Texas – June 27, 2014** – PFSweb, Inc. (NASDAQ: PFSW), a global provider of end-to-end eCommerce solutions, held its Annual Meeting of Stockholders today, June 27, 2014 in Allen, Texas.

All corporate proposals were approved by the Company's stockholders, including the election of four directors, Mr. Benjamin Rosenzweig, Ms. Monica Luechtefeld, Mr. Michael Willoughby and Mr. Shinichi Nakagura; the approval of an amendment to the Company's Employee Stock and Incentive Plan to increase the number of shares of Common Stock issuable thereunder; the approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers; and the ratification of the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2014.

#### **About PFSweb, Inc.**

PFSweb (NASDAQ: PFSW) is an international business process outsourcing provider of end-to-end eCommerce solutions. The company provides these solutions and services to major brand names and other companies seeking to optimize their supply chain and enhance their traditional and online business channels, which include both direct-to-consumer and business-to-business sales channels. PFSweb supports organizations across various industries, including Procter & Gamble, L'Oreal, LEGO, Columbia Sportswear, Ricoh, Roots Canada Ltd., Diageo, BCBGMAXAZRIA, T.J. Maxx, the United States Mint, and many more. PFSweb is headquartered in Allen, TX with additional locations in Tennessee, Mississippi, Canada, Belgium, and the Philippines. For more information, please visit [www.pfsweb.com](http://www.pfsweb.com) or download the free PFSweb IR App on your [iPhone](#), [iPad](#) or [Android](#) device.

#### **Investor Relations:**

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