

**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, 2021

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 75013
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(972) 881-2900
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A
(FORMER NAME OR 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 communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value	PFSW	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 Submission of Matters of a Vote of Security Holders

On July 27, 2021, PFSweb, Inc. (the "Company") held its 2021 Annual Meeting of Stockholders at 10:00 a.m. Central Time (the "Annual Meeting"). Only the stockholders of record as of the close of business on June 4, 2021 (the "Record Date") were entitled to vote at the Annual Meeting. As of the Record Date, 21,146,610 shares of the Company's common stock were issued, outstanding and entitled to vote, of which 17,490,446 shares were represented, in person or by proxy, at the Annual Meeting, which constituted a quorum. The final results of the stockholder vote on each proposal brought before the Annual Meeting were as follows:

1. The following individuals were elected as directors to serve for a one-year term expiring at the 2022 Annual Meeting, or until his or her successor is qualified and appointed, based upon the following votes:

Nominees	Shares Voted For	Shares Voted Against	Abstained	Broker Non-Votes
Ben Rosenzweig	13,224,524	417,649	10,059	3,838,214
Monica Luechtefeld	13,609,537	42,064	631	3,838,214
Michael Willoughby	13,564,290	87,361	581	3,838,214
Shinichi Nagakura	13,544,810	106,841	581	3,838,214
David I. Beatson	13,264,064	385,781	2,387	3,838,214
Robert Frankfurt	13,526,045	125,606	581	3,838,214
G. Mercedes De Luca	13,316,612	333,231	2,389	3,838,214

2. A non-binding, advisory vote on the compensation of the Named Executive Officers was approved based upon the following votes:

Shares Voted For	Shares Voted Against	Abstained	Broker Non-Votes
10,432,783	3,208,876	10,573	3,838,214

3. An amendment to the Company's 2020 Stock and Incentive Plan to increase the number of shares of Common Stock issuable thereunder by 1,000,000 shares was approved based upon the following votes:

Shares Voted For	Shares Voted Against	Abstained	Broker Non-Votes
10,548,247	3,093,603	10,382	3,838,214

4. An amendment to the Company's Rights Agreement with Computershare Shareowner Services, LLC was approved based upon the following votes:

Shares Voted For	Shares Voted Against	Abstained	Broker Non-Votes
10,515,455	3,129,769	7,008	3,838,214

5. A vote to ratify the appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ended December 31, 2021, was approved based upon the following votes:

Shares Voted For	Shares Voted Against	Abstained	Broker Non-Votes
17,462,151	20,806	7,489	—

ITEM 8.01 Other Events

On July 27, 2021, 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 No.	Description
99.1	Press Release Issued July 27, 2021
104	Cover Page Interactive Data file, formatted in Inline XBRL

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.

PFSweb, Inc.

Dated: July 28, 2021

By: /s/ Thomas J. Madden
Thomas J. Madden
Executive Vice President,
Chief Financial Officer

PFSweb Announces Results of 2021 Annual Meeting of Stockholders

ALLEN, Texas – July 27, 2021 - PFSweb, Inc. (NASDAQ: PFSW), a global commerce services company, held its Annual Meeting of Stockholders today, July 27, 2021 in Allen, Texas.

All Company proposals were approved by the Company's stockholders, including: the election of seven directors; compensation of the Company's named executive officers on a non-binding, advisory basis; an amendment to the 2020 Stock and Incentive Plan to increase the number of shares of Common Stock issuable thereunder by 1,000,000 shares; an amendment to the Rights Agreement with Computershare Shareowner Services, LLC; and the appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ended December 31, 2021.

About PFSweb, Inc.

PFSweb (NASDAQ: PFSW) is a global commerce services company that manages the online customer shopping experience on behalf of major branded manufacturers and retailers. Across two business units – LiveArea for data-driven marketing and omnichannel experience design through technology selection, platform implementation and orchestrated services, and PFS for order fulfillment, contact center, payment processing/fraud management, and order management services – they provide solutions to a broad range of Fortune 500® companies and household brand names such as Procter & Gamble, L'Oréal USA, Champion, Pandora, Ralph Lauren, Shiseido Americas, the United States Mint, and many more. PFSweb enables these brands to provide a more convenient and brand-centric online shopping experience through both traditional and online business channels. The company is headquartered in Allen, TX with additional locations around the globe. For more information, visit www.pfsweb.com.

Investor Relations

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