

**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): December 16, 2022

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.)

9250 ROYAL LANE, SUITE 100
IRVING, TX 75063
(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.

INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5.02 Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As disclosed in the Company's Form 8-K filed with the Securities and Exchange Commission on May 16, 2022, the Company's Compensation Committee previously approved, for incentive and retention purposes, transaction bonuses pursuant to a transaction bonus agreement ("TBRA") for certain executive officers, including Mr. Willoughby, Mr. Madden, and Mr. Thomann, such that each such executive would be eligible to receive a cash payment based on a percentage of the total "transaction value" received upon a change in control of the Company resulting from the Company's strategic alternatives initiative. The payment of such bonus is contingent upon the closing of a change of control transaction on or prior to December 31, 2022, or such later date as determined by the Company's Compensation Committee.

As the Company's strategic alternatives process is ongoing, on December 16, 2022, the Company's Compensation Committee decided to amend the TBRA to (i) extend the Outside Closing Date, as defined in the TBRA, from December 31, 2022 to December 31, 2023 (other than Mr. Willoughby's TBRA that was previously extended and disclosed under the 8-K filed on November 9, 2022), and (ii) be consistent with the short-term deferral exception under Section 409A of the Internal Revenue Code.

A copy of the form of amendment to the TBRA entered into between the Company and certain executives of the Company, including Mr. Madden and Mr. Thomann, is filed herewith as Exhibit 5.2.

ITEM 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	
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5.2	Form of Amendment to Transaction Bonus Agreement
104	Cover Page Interactive Data file, formatted in Inline XBRL

Cautionary Note Regarding Forward-Looking Statements. This Current Report on Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements.

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: December 20, 2022

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

FORM OF AMENDMENT TO TRANSACTION BONUS AGREEMENT

This Amendment (the “Amendment”) is dated as of December 16, 2022 (“Effective Date”) amending the Transaction Bonus Agreements dated as of May 11, 2022 (the “TBRA”) by and between [Executive] (the “Executive”), PFSweb, Inc., (“PFSW”) and Priority Fulfillment Services, Inc. (the “Company” and, together with the PFSW, the “Companies”) (each a “Party,” and collectively, the “Parties”).

WHEREAS, the Companies are currently exploring potential strategic alternatives, which may involve a transaction that could result in a Change of Control (a “Transaction”) pursuant to a definitive transaction agreement (a “Transaction Agreement”);

WHEREAS, the continuing efforts of the Executive are necessary to the successful outcome of securing a Transaction and the completion of the same and, should the Board of Directors of PFSW (the “Board”) authorize the Company to enter into any such Transaction, would be necessary to the successful negotiation and execution of a Transaction Agreement and consummation of the transactions contemplated by any such Transaction Agreement (the “Closing”);

WHEREAS, as an inducement to the Executive to remain employed by the Company or PFSW, as the case may be, for the purpose of assisting with the consummation of such a Transaction, the Company has agreed to extend the time period in which the Closing of a Transaction may occur, and the Parties have agreed to modify this TBRA as set forth herein; and

WHEREAS, the Company further wishes to conform this Amendment to Section 409A of the Internal Revenue Code.

1. Modifications to the TBRA. As of the Effective Date of this Amendment:

- a. Section 1(a) of the TBRA related to the Transaction Bonus shall hereby be amended as agreed by the Compensation Committee of the Board of Directors of PFSW to modify the “Outside Closing Date” from December 31, 2022 as stated therein to a date specific of December 31, 2023.
- b. Section 2(a) of the TBRA related to Parachute Payments under Section 280G of the Internal Revenue Code (the “Code”) shall hereby be amended as agreed by the Compensation Committee of the Board of Directors of PFSW to ensure that if the Executive receives a Transaction Bonus subject to an excise tax under Section 4999 of the Code, then the Company’s Compensation Committee shall confirm such tax (and amount), based upon the advice of the Company’s independent certified public accountants. Section 2(a) is further amended such that if the Company receives such advice, it will pay Executive a grossed-up amount in connection with the Transaction Bonus as soon as practical, but in no event later than 30 days after such gross-up confirmation by the Compensation Committee.

Except as modified in this Amendment, all other terms and conditions of the TBRA remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Parties hereto, intending to be legally bound hereby, have executed this Amendment as of the day and year first above mentioned.

COMPANIES

EXECUTIVE

By: _____

Name:
Title:

Name:
Title: