
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A/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

(State or Other Jurisdiction of
Incorporation or Organization)

4455 Regent Blvd, Irving, TX

(Address of Principal Executive Offices)

75-2837058

(I.R.S. Employer
Identification Number)

75063

(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

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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: (Not applicable)

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

None

(Title of Class)

This Form 8-A/A is filed by PFSweb, Inc. (the “Company”) to supplement and amend the information set forth on the Form 8-A filed by the Company on June 14, 2000, as amended.

Item 1. Description of Registrant’s Securities to be Registered

On October 20, 2023, the Company and Computershare Inc., successor in interest to Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), a Delaware corporation, as successor to ChaseMellon Shareholder Services, L.L.C., a New Jersey limited liability company, as rights agent, entered into Amendment No. 12 (the “Amendment”) to the Company’s Rights Agreement, as amended (the “Rights Agreement”).

Amendment No. 12 amends the Rights Agreement by accelerating the expiration of the preferred share purchase rights (the “Rights”) under the Rights Agreement by amending the definition of “Final Expiration Date” under the Rights Agreement to mean “11:59 p.m., New York City time, on October 20, 2023.” Accordingly, the Rights which were previously dividended to holders of record of the common stock, par value \$0.001 per share, of the Company shall expire as of 11:59 p.m., New York City time, on October 20, 2023, upon the expiration of the Rights Agreement and no person shall have any rights pursuant to the Rights Agreement or the Rights.

The foregoing description of the Amendment and the Rights Agreement does not purport to be complete and is subject to, and qualified in its entirety by, a summary of the material terms of the Rights Agreement, as amended by the Amendment, together with the full text of the Rights Agreement, and each of Amendments Nos. 1 to 10 thereto, as set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on July 17, 2023, Amendment No. 11 included as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 14, 2023, and Exhibit 4.1 hereto.

Item 2. Exhibits.

Exhibit No.	Description
4.1	<u>Amendment No. 12 to the Company’s Rights Agreement, as amended, by and between the Company and Computershare Inc., dated October 20, 2023.</u>

SIGNATURES

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.

Dated: October 20, 2023

By: /s/ Thomas J. Madden

Thomas J. Madden

Executive Vice President,
Chief Financial Officer

AMENDMENT NO. 12 TO RIGHTS AGREEMENT

This Amendment No. 12 to Rights Agreement, dated as of October 20, 2023 (this "Amendment No. 12"), is between PFSweb, Inc., a Delaware corporation (the "Company"), and Computershare Inc., successor in interest to Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), as successor to ChaseMellon Shareholder Services, L.L.C., a Delaware corporation (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to that certain Rights Agreement dated as of June 8, 2000, as has been amended from time to time (as amended, the "Rights Agreement");

WHEREAS, the Company has provided an officer's certificate in compliance with the terms of Section 27 of the Rights Agreement;

WHEREAS, the Company and the Rights Agent desire to amend the Rights Agreement on the terms and conditions as set forth in this Amendment No. 12; and

WHEREAS, the Board of Directors of the Company has duly authorized this Amendment No. 12.

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth in the Rights Agreement and this Amendment No. 12, the parties hereto hereby agree as follows:

1. Amendment to Section 7(a). Section 7(a) of the Rights Agreement is hereby amended by deleting and replacing clause (i) therein with the following:

“(i) 11:59 p.m., New York City time, on October 20, 2023 (the “Final Expiration Date”)”

2. Governing Law. This Amendment No. 12 shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State; *provided, however*, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

3. Counterparts. This Amendment No. 12 may be executed in any number of counterparts (including by PDF, or other electronic means) and each of such counterparts shall for all purposes be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 12 to be duly executed as of the day and year first above written.

PFSWEB, INC.

By: /s/ Thomas J. Madden
Name: Thomas J. Madden
Title: Chief Financial Officer

COMPUTERSHARE INC.,
as Rights Agent

By: /s/ Kathy Heagerty
Name: Kathy Heagerty
Title: Manager, Client Management