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**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): FEBRUARY 1, 2006**

**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.)

500 NORTH CENTRAL EXPRESSWAY  
PLANO, TX 75074  
(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))
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## **Item 2.01 Completion of Acquisition or Disposition of Assets**

On February 1, 2006, PFSweb, Inc. (“PFSweb”), Red Dog Acquisition Corp., a newly-formed wholly-owned subsidiary of PFSweb (“Merger Sub”), and eCOST.com, Inc. (“eCOST”) consummated the transactions contemplated by the Agreement and Plan of Merger dated as of November 29, 2005 (the “Merger Agreement”), pursuant to which, among other things, effective as of February 1, 2006, Merger Sub was merged (the “Merger”) with and into eCOST, with eCOST remaining as the surviving corporation and a wholly-owned subsidiary of PFSweb. As of February 1, 2006, each of the 18,858,132 issued and outstanding shares of common stock of eCOST have been converted into the right to receive one share of common stock of PFSweb.

The foregoing description of the Merger and Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement filed as Exhibit 2.1 to the Current Report on Form 8-K filed by PFSweb on November 30, 2005.

On February 1, 2006, PFSweb issued a press release announcing the closing of the Merger.

## **Item 9.01 Financial Statements and Exhibits**

(a) Financial statements of business acquired.

The financial statements required by this item will be filed by amendment not later than 71 calendar days after the date that this report on Form 8-K must be filed, in accordance with Item 9.01 (a)(4) of Form 8-K.

(b) Pro forma financial information

The pro forma financial information required by this item will be filed by amendment not later than 71 calendar days after the date that this report on Form 8-K must be filed, in accordance with Item 9.01 (b)(2) of Form 8-K.

(d) Exhibits

99.1 Press Release of PFSweb, Inc., dated February 1, 2006.

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**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: February 1, 2006

By: /s/ THOMAS J. MADDEN

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Thomas J. Madden

Executive Vice President, Chief Financial and  
Accounting Officer

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated February 1, 2006.



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## **PFSweb Completes Merger with eCOST.com**

### ***Company Poised to Capitalize on Burgeoning Web Commerce Market***

**Plano, Texas, Torrance, Calif. — February 1, 2006** — PFSweb, Inc. (Nasdaq: PFSW), a global provider of integrated business process outsourcing (BPO) solutions, and eCOST.com Inc., a leading online discount retailer, announced today the completion of a definitive merger agreement.

Under the terms of the merger agreement, each eCOST.com shareholder is entitled to receive one PFSweb common share for each outstanding share of eCOST.com in a tax-free, share-for-share transaction where eCOST.com is now a wholly owned subsidiary of PFSweb. Shareholders of both PFSweb and eCOST.com overwhelmingly approved the merger at special meetings held last week.

With the completion of the merger, PFSweb now has approximately 41.4 million shares outstanding. eCOST.com common stock will no longer be listed on Nasdaq effective February 1, 2006.

Mark Layton, CEO of PFSweb, said, “We are pleased to complete our merger with eCOST.com on schedule following the strong support from our shareholders. We are excited by the long-term growth opportunities created by this merger and will focus now on the full-scale integration process.”

“This merger represents a significant milestone for PFSweb,” Layton added. “We plan to leverage our operational infrastructure and technology expertise with eCOST’s web commerce capabilities to generate more profitable and consistent growth. Our three operating divisions, Services, Supplies Distributors and eCOST.com, combined for \$528 million in revenue for the trailing 12 months ended September 30, 2005. We look forward to improving our growth traction and driving future results as we complete the integration of our businesses throughout this year.”

Adam Shaffer, CEO of eCOST.com, stated, “The combination of eCOST’s broad customer base and distinctive product offerings with PFSweb’s advanced technology and distribution platform should strengthen our position in the multi-billion-dollar web commerce marketplace. We are confident the strategic benefits that we are targeting as a result of this merger, including the achievement of an expected \$4-5 million in annual cost savings, should optimize future performance and enable shareholders to participate in a significant growth opportunity.”

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**About eCOST.com**

eCOST.com is a leading multi-category online discount retailer of high-quality new, “close-out” and refurbished brand-name merchandise for consumers and small business buyers. eCOST.com markets over 100,000 different products from leading manufacturers such as Apple, Canon, Citizen, Denon, HP, Nikon, Onkyo, Seiko, Sony, and Toshiba primarily over the Internet (<http://www.ecost.com>) and through direct marketing.

**About PFSweb, Inc.**

PFSweb develops and deploys integrated business infrastructure solutions and fulfillment services for Fortune 1000, Global 2000 and brand name companies, including third party logistics, call center support and e-commerce services. The company serves a multitude of industries and company types, including such clients as Adaptec (Nasdaq:ADPT), CHiA'SSO, FLAVIA® Beverage Systems, Hewlett-Packard (NYSE:HPQ), International Business Machines (NYSE:IBM), Nokia (NYSE:NOK), Pfizer, Inc. (NYSE:PFE), Raytheon Aircraft Company, Rene Furterer USA, Roots, Inc., Smithsonian Institute and Xerox (NYSE:XRX).

To find out more about PFSweb, Inc. (NASDAQ: PFSW), visit our website at [www.pfsweb.com](http://www.pfsweb.com).

*The matters discussed herein and, in particular, information regarding the merger, consist of forward-looking information under the Private Securities Litigation Reform Act of 1995 and is subject to and involves risks and uncertainties, which could cause actual results to differ materially from the forward-looking information. PFSweb has recently filed a Registration Statement on Form S-4 which identifies certain factors that could cause actual results to differ materially from those projected in any forward looking statements made and investors are advised to review the Registration Statement and the Risk Factors described therein. Neither PFSweb nor eCOST undertakes any obligation to update publicly any forward-looking statement for any reason, even if new information becomes available or other events occur in the future. There may be additional risks that we do not currently view as material or that are not presently known.*

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