SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				or Sect	on 30(n)	or th	ne Investment Company Act of 19	940					
<u>G2 Investment Partners</u>			2. Date of Event Requiring Statement (Month/Day/Year) 08/18/2015		3. Issuer Name and Ticker or Trading Symbol PFSWEB INC [ PFSW ]								
(Last) (First) (Middle)					4	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				5. If Amendment, Date of Original Filed (Month/Day/Year)			
ONE ROCKEFELLER PLAZA, 23RD FLOOR						Officer (give title O		10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) NEW YORK NY 10020									Х	Form filed b	y One Reporting Person y More than One erson		
(City) (Sta	ate)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)						Amount of Securities neficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock							1,809,554	Ι		See F	See Footnote <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 4)				2. Date Exercisable ar Expiration Date (Month/Day/Year)		nd	3. Title and Amount of Securi Underlying Derivative Securi		or Ex	version xercise	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration le Date		Title	Amou or Numb of Share	er	ative				
1. Name and Address	of Reporting	Person*										4	
<u>G2 Investment</u>	Partners	Manager	nent Ll	L <u>C</u>									
(Last)	(First)		(Middle)										
ONE ROCKEFEL	LER PLAZ	ZA, 23RD I	FLOOR										
(Street)			10000										
NEW YORK	ORK NY 10020												
(City)	(State)		(Zip)										
1. Name and Address of Reporting Person* <u>G2 Investment Partners GP LLC</u>													
(Last) (First) (Middle)													
ONE ROCKEFEL	LER PLAZ	ZA, 23RD I	FLOOR										
(Street) NEW YORK	NY		10020										
(City)	(State)		(Zip)										
1. Name and Address of Reporting Person <sup>*</sup> Goldberg Josh													
(Last) (First) (Middle) ONE ROCKEFELLER PLAZA, 23RD FLOOR													
(Street) NEW YORK	NY		10020										
(City)	(State)		(Zip)										

## Explanation of Responses:

1. These securities are held in the accounts of private investment funds managed by G2 Investment Partners Management LLC ("G2 Investment Partners Management") and may be deemed to be beneficially owned by (i) G2 Investment Partners Management, (ii) G2 Investment Partners GP LLC and (iii) Josh Goldberg, the managing member of G2 Investment Partners Management and G2 Investment Partners GP LLC (collectively, the "Reporting Persons"). The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

G2 Investment Partners			
<u>Management LLC, By: Josh</u>	08/24/2015		
Goldberg, Managing Member,	00/24/2013		
<u>/s/ Josh Goldberg</u>			
G2 Investment Partners GP			
LLC, By: Josh Goldberg,	08/24/2015		
<u>Managing Member, /s/ Josh</u>	00/24/2013		
<u>Goldberg</u>			
<u>/s/ Josh Goldberg</u>	08/24/2015		
** Signature of Reporting Person	Date		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.