

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Fuentes Mark</u>  (Last) (First) (Middle) 9250 N. ROYAL LANE, SUITE 100  (Street) IRVING TX 75063  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PFSWEB INC [ PFSW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>Senior Vice President &amp; CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2023	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/21/2023		M		3,268	A	\$0	109,457	D	
Common Stock <sup>(2)</sup>	03/21/2023		F		816	D	\$3.97	108,641	D	
Common Stock <sup>(3)</sup>	03/21/2023		M		3,148	A	\$0	111,789	D	
Common Stock <sup>(2)</sup>	03/21/2023		F		786	D	\$3.97	111,003	D	
Common Stock <sup>(3)</sup>	03/21/2023		M		1,942	A	\$0	112,945	D	
Common Stock <sup>(2)</sup>	03/21/2023		F		491	D	\$3.97	112,454	D	
Common Stock <sup>(3)</sup>	03/21/2023		M		5,828	A	\$0	118,282	D	
Common Stock <sup>(2)</sup>	03/21/2023		F		1,456	D	\$3.97	116,826	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Share Award - 2020 LTI <sup>(4)</sup>	(4)	03/21/2023		M			3,268	(4)	(4)	Common Stock	3,268	\$0	0	D	
Performance Share Award - 2021 LTI <sup>(5)</sup>	(5)	03/21/2023		M			3,148	(5)	(5)	Common Stock	3,148	\$0	3,146	D	
Performance Share Award - 2022 LTI <sup>(5)</sup>	(5)	03/21/2023		M			1,942	(5)	(5)	Common Stock	1,942	\$0	3,885	D	
Performance Share Award - 2022 STI <sup>(4)</sup>	(4)	03/21/2023		M			5,828	(4)	(4)	Common Stock	5,828	\$0	0	D	

**Explanation of Responses:**

- Issuance of Common Stock upon settlement of previously issued Performance Share Award granted under the Company's Employee Stock and Incentive Plan (the "Plan").
- Shares of Common Stock withheld by Issuer to satisfy tax withholding obligation.
- Issuance of Common Stock upon partial settlement of previously issued Performance Share Award granted under the Plan.
- Settlement of Performance Share Award issued under the Plan.
- Partial settlement of Performance Share Award issued under the Plan whose remaining shares are subject to future vesting based on future service and other terms and conditions of the Plan and the Performance Stock Unit Award Agreement.

**Remarks:**

/s/ Thomas J Madden by Power of Attorney 03/23/2023

\*\* Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, see Instruction 4 (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.**