

WILLOUGHBY MICHAEL C  
 Form 4  
 April 02, 2018

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLOUGHBY MICHAEL C**

(Last) (First) (Middle)

C/O PFSWEB, 505 MILLENNIUM

(Street)

ALLEN, TX 75013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PFSWEB INC [PFSW]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/29/2018**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO/President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	03/29/2018		M		3,822	A	<u>(1)</u> 178,094
Common Stock <u>(2)</u>	03/29/2018		F		931	D	\$ 8.74 177,163
Common Stock <u>(3)</u>	03/29/2018		M		5,375	A	<u>(3)</u> 182,538
Common Stock <u>(2)</u>	03/29/2018		F		1,309	D	\$ 8.74 181,229
Common Stock <u>(3)</u>	03/29/2018		M		10,059	A	<u>(3)</u> 191,288

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Common Stock <sup>(2)</sup> 03/29/2018 F 2,449 D \$ 8.74 188,839 D

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

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**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Share Award	<u>(4)</u>	03/29/2018		M	3,822	<u>(4)</u> <u>(4)</u>	Common Stock	3,822
Restricted Stock Unit	<u>(5)</u>	03/29/2018		M	5,375	<u>(5)</u> <u>(5)</u>	Common Stock	5,375
Restricted Stock Unit	<u>(6)</u>	03/29/2018		M	10,059	<u>(6)</u> <u>(6)</u>	Common Stock	10,059

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLOUGHBY MICHAEL C C/O PFSWEB, 505 MILLENNIUM ALLEN, TX 75013	X		CEO/President	

## Signatures

/s/ Thomas J Madden by Power of Attorney 04/02/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

(1)

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Issuance of Common Stock upon partial settlement of previously issued Performance Share Award granted under the Company's Employee Stock and Incentive Plan (the "Plan").

- (2) Shares of common stock withheld by Issuer to satisfy tax withholding obligation.
- (3) Issuance of Common Stock upon partial settlement of previously issued Restricted Stock Unit Award granted under the Plan.
- (4) Partial settlement of Performance Share Award issued under the Plan whose remaining shares are subject to future vesting based on future service and market price measurement conditions.
- (5) Settlement of Restricted Stock Unit Award issued under the Plan.
- (6) Partial settlement of Restricted Stock Unit Award granted under the Plan whose remaining shares are subject to future vesting based on future service conditions and other terms and conditions of the Plan and the Restricted Stock Unit Award Agreement.

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

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