

PFSWEB INC  
Form SC 13G/A  
February 17, 2015

---

---

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**PFSweb, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**717098206**

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

o Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 717098206

**SCHEDULE 13G/A**

Page 2 of 7 Pages

NAME OF REPORTING PERSONS

1

G2 Investment Partners Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

1,121,265

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,121,265

SHARED DISPOSITIVE POWER

8

0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,121,265

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.7%

12  
TYPE OF REPORTING PERSON

IA



CUSIP No. 717098206

**SCHEDULE 13G/A**

Page 3 of 7 Pages

NAME OF REPORTING PERSONS

1

G2 Investment Partners QP LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

991,606

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

991,606

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

991,606

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12

TYPE OF REPORTING PERSON

OO



CUSIP No. 717098206

**SCHEDULE 13G/A**

Page 4 of 7 Pages

**Item 1. (a) Name of Issuer**

PFSweb, Inc.

**(b) Address of Issuer's Principal Executive Offices**

505 Millennium Drive, Allen, Texas 75013

**Item 2.**

**(a) Name of Person Filing**

G2 Investment Partners Management LLC

G2 Investment Partners QP LP

**(b) Address of Principal Business Office, or, if none, Residence**

One Rockefeller Plaza, 23rd Floor, New York, NY 10020

**(c) Citizenship**

Delaware

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP No.:**

717098206

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);



CUSIP No. 717098206

**SCHEDULE 13G/A**

Page 6 of 7 Pages

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**G2 Investment Partners Management LLC**

- (a) Amount beneficially owned: 1,121,265
- (b) Percent of class: 6.7%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,121,265
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,121,265
  - (iv) Shared power to dispose or to direct the disposition of: 0

**G2 Investment Partners QP LP**

- (a) Amount beneficially owned: 991,606
- (b) Percent of class: 5.9%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 991,606
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 991,606
  - (iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect

CUSIP No. 717098206

**SCHEDULE 13G/A**

Page 7 of 7 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

G2 Investment Partners  
Management LLC

By: Josh Goldberg  
Name: Josh Goldberg  
Title: Managing Member

G2 Investment Partners QP LP  
By: G2 Investment Partners  
Management LLC

By: Josh Goldberg  
Name: Josh Goldberg  
Title: Managing Member