

PFSWEB INC  
Form 4  
November 25, 2014

**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 \*  
Reese David Brian

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O PFSWEB, 505 MILLENNIUM

3. Date of Earliest Transaction (Month/Day/Year)  
11/21/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

(Street)  
ALLEN, TX 75013

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

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

(City) (State) (Zip)

**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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                              |                                                                                               |                                                          |                                   |
| Common Stock                    | 11/21/2014                           |                                                    | M                              | V 1,870 A \$ 5                                                | 8,721                                                                                         | D                                                        |                                   |
| Common Stock                    | 11/21/2014                           |                                                    | S                              | V 1,870 D \$ 11.002                                           | 6,851                                                                                         | D                                                        |                                   |
| Common Stock                    | 11/24/2014                           |                                                    | M                              | V 7,011 A \$ 5                                                | 13,862                                                                                        | D                                                        |                                   |
| Common Stock                    | 11/24/2014                           |                                                    | S                              | V 7,011 D \$ 11.02                                            | 6,851                                                                                         | D                                                        |                                   |

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

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 control number.

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(9-02)

**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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option to buy <sup>(1)</sup>               | \$ 5                                                   | 11/21/2014                           |                                                    | M V                            | 1,870                                                                          | <sup>(2)</sup> 03/29/2011                                | Common Stock                                                  | 1,870                         |
| Option to buy <sup>(1)</sup>               | \$ 5                                                   | 11/24/2014                           |                                                    | M V                            | 7,011                                                                          | <sup>(2)</sup> 03/29/2011                                | Common Stock                                                  | 7,011                         |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                          |       |
|--------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                  | Other |
| Reese David Brian<br>C/O PFSWEB, 505 MILLENNIUM<br>ALLEN, TX 75013 |               |           | Executive Vice President |       |

## Signatures

/s/ David B  
Reese  
Date: 11/25/2014

\*\*Signature of Reporting Person

## 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) Exercise of employee stock option issued under employee stock option plan
- (2) These shares became exercisable on a cumulative basis from June 30, 2011 to March 30, 2014

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.