

PFSWEB INC  
Form 8-A12G/A  
May 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

**AMENDMENT NO. 4**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12 (b) OR (g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**PFSweb, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**75-2837058**  
(I.R.S. Employer Identification Number)

**505 Millennium Drive**

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Allen, Texas  
(Address of principal executive offices)

75013  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None	N/A

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(g) of the Act:

**RIGHTS TO PURCHASE SERIES A PREFERRED STOCK**

(Title of class)

PFSweb, Inc. (the Company ), hereby amends and supplements the Company s Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 14, 2000, as amended by Amendment No. 1 thereto filed on May 30, 2008, Amendment No. 2 thereto filed on May 25, 2010 and Amendment No. 3 thereto filed on July 6, 2010 (as amended, the Form 8-A ). Capitalized terms used herein and not otherwise defined have the meanings ascribed to such terms in the Form 8-A.

**Item 1. Description of Registrant s Securities to be Registered.**

Item 1 of the Form 8-A is hereby amended by adding the following after the last paragraph thereof:

On May 15, 2013, the Company and Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), as successor to ChaseMellon Shareholder Services, L.L.C., as rights agent (the Rights Agent ), entered into Amendment No. 4 to Rights Agreement (the Amendment ). The Amendment amends the Rights Agreement, dated as of June 8, 2000, between the Company and the Rights Agent, as amended by Amendment No. 1 thereto dated as of May 30, 2008, Amendment No. 2 thereto dated as of May 24, 2010 ( Amendment No. 2 ) and Amendment No. 3 thereto dated as of July 2, 2010 (as amended, the Rights Agreement ).

The Amendment amends Section 1(a) of the Rights Agreement in order to permit transcosmos inc. and its subsidiaries and affiliates to purchase up to 25% of the outstanding common stock of the Company, subject to compliance with certain standstill provisions.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is filed herewith as Exhibit 4 and is incorporated herein by reference.

**ITEM 2. Exhibits.**

Exhibit

- | No. | Exhibit  |
|-----|--|
| 1.  | Rights Agreement, dated as of June 8, 2000, between the Company and ChaseMellon Shareholder Services, LLC, which includes the Certificate of Designation in respect of the Series A Preferred Stock as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Series A Preferred Stock as Exhibit C. Pursuant to the Rights Agreement, Right Certificates will not be mailed until after the Separation Date (as defined therein).(Incorporated by reference to Exhibit 1 to Registration Statement on Form 8-A filed by the Company on June 14, 2000). |
| 2.  | Amendment No. 1 to Rights Agreement, dated as of May 28, 2008 between the Company and Mellon Investor Services LLC, as successor to ChaseMellon Shareholder Services, L.L.C., as rights agent. (Incorporated by reference to Exhibit 4.1 to Form 8-K filed by the Company on May 28, 2008).  |
| 3.  | Amendment No. 2 to Rights Agreement, dated as of May 24, 2010 between the Company and Mellon Investor Services LLC, as successor to ChaseMellon Shareholder Services, L.L.C., as rights agent. (Incorporated by reference to Exhibit 4.1 to Form 8-K filed by the Company on May 25, 2010).  |

4. Amendment No. 3 to Rights Agreement, dated as of July 2, 2010 between the Company and Mellon Investor Services LLC, as successor to ChaseMellon Shareholder Services, L.L.C., as rights agent. (Incorporated by reference to Exhibit 4.1 to Form 8-K filed by the Company on July 2, 2010).

5. Amendment No. 4 to Rights Agreement, dated as of May 15, 2013 between the Company and Computershare Shareowner Services LLC (formerly known as Mellon Investor Services LLC), as successor to ChaseMellon Shareholder Services, L.L.C., as rights agent. (Incorporated by reference to Exhibit 4.1 to Form 8-K filed by the Company on May 15, 2013).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**PFSWEB, INC.**

By: /s/ Thomas J. Madden  
Thomas J. Madden  
Executive Vice President and Chief Financial Officer

Date: May 15, 2013