Thomann R Zach Form 4 April 19, 2019

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Thomann R Zach

1. Name and Address of Reporting Person *

		*	PFSWEB INC [PFSW]				(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/Date of C/O PFSWEB, INC., 505 MILLENNIUM				•				Director 10% Owner Other (specify below) Senior Vice President		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ALLEN, TX 75013					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip) Ta	ble I - Non-E	Derivative S	Securi	ties Acq	uired, Disposed (of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securit on(A) or Di (Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	04/17/2019		M	1,706	A	<u>(1)</u>	10,423	D		
Common Stock (2)	04/17/2019		F	445	D	\$ 4.76	9,978	D		
Common Stock (3)	04/17/2019		M	3,255	A	<u>(3)</u>	13,233	D		
Common Stock (2)	04/17/2019		F	849	D	\$ 4.76	12,384	D		
Common Stock (3)	04/17/2019		M	3,955	A	(3)	16,339	D		

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3235-0287

January 31,

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5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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Common Stock (2)	04/17/2019	F	1,030	D	\$ 4.76	15,309	D
Common Stock (4)	04/17/2019	A	12,338	A	<u>(4)</u>	27,647	D
Common Stock (2)	04/17/2019	F	3,217	D	\$ 4.76	24,430	D

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

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(9-02)required to respond unless the form displays a currently valid OMB control number.

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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Award	<u>(4)</u>	04/17/2019		M	1,706	<u>(4)</u>	<u>(4)</u>	Common Stock	1,706
Restricted Stock Unit	<u>(5)</u>	04/17/2019		M	3,255	<u>(5)</u>	<u>(5)</u>	Common Stock	3,255
Restricted Stock Unit	<u>(5)</u>	04/17/2019		M	3,955	(5)	<u>(5)</u>	Common Stock	3,955
Performance Share Award	<u>(4)</u>	04/17/2019		M	12,338	<u>(4)</u>	<u>(4)</u>	Common Stock	12,338

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
Thomann R Zach C/O PFSWEB, INC.			Senior Vice President				
505 MILLENNIUM ALLEN, TX 75013							

2 Reporting Owners

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Signatures

/s/ Thomas J Madden by Power of Attorney

04/19/2019

**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) 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) Settlement of Performance Share Award issued under the Plan.
- (5) Partial settlement of Restricted Stock Unit Award granted under the Plan whose remaining shares are subject to future vesting based on future service conditions.

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.

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