

PFSWEB INC
Form SC 13D/A
June 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)¹

PFSweb, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

717098206

(CUSIP Number)

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 25, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 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 disclosures provided in a prior cover page.

The information required on 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

1 NAME OF REPORTING PERSON

ENGINE CAPITAL, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		756,986

OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -

PERSON WITH	9	SOLE DISPOSITIVE POWER
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		756,986
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

756,986

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

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

3.95%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 717098206

1	NAME OF REPORTING PERSON
	ENGINE JET CAPITAL, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
	198,463
OWNED BY	8
EACH REPORTING PERSON WITH	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	198,463
	10
	SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

198,463

12

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

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.04%

14

TYPE OF REPORTING
PERSON

PN

3

CUSIP NO. 717098206

1	NAME OF REPORTING PERSON	
	ENGINE CAPITAL MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		955,449
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		955,449
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

955,449

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

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

4.99%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 717098206

1	NAME OF REPORTING PERSON
	ENGINE INVESTMENTS, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9
	SOLE VOTING POWER
	955,449
	SHARED VOTING POWER
	- 0 -
	SOLE DISPOSITIVE POWER
	955,449
	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

955,449

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

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

4.99%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 717098206

1	NAME OF REPORTING PERSON	
	ARNAUD AJDLER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	BELGIUM	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		955,449
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		955,449
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

955,449

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

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

4.99%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 717098206

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (the "Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Engine Capital and Engine Jet were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the 756,986 Shares beneficially owned by Engine Capital is approximately \$3,411,414, including brokerage commissions. The aggregate purchase price of the 198,463 Shares beneficially owned by Engine Jet is approximately \$470,637, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5 (a)-(c) and (e) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 19,147,369 Shares outstanding, as of May 7, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2018.

A. Engine Capital

(a) As of the close of business on June 27, 2018, Engine Capital directly owned 756,986 Shares.
Percentage: Approximately 3.95%

- (b)
1. Sole power to vote or direct vote: 756,986
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 756,986
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Engine Capital during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

B. Engine Jet

(a) As of the close of business on June 27, 2018, Engine Jet directly owned 198,463 Shares.
Percentage: Approximately 1.04%

- (b)
1. Sole power to vote or direct vote: 198,463
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 198,463
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Engine Jet during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

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C. Engine Management

Engine Management, as the investment manager of each of Engine Capital and Engine Jet, may be deemed to (a) beneficially own the Shares owned directly by Engine Capital and Engine Jet. As of the date hereof, Engine Management may be deemed to beneficially own 955,449 Shares.

Percentage: Approximately 4.99%

- (b)
1. Sole power to vote or direct vote: 955,449
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 955,449
 4. Shared power to dispose or direct the disposition: 0

Engine Management has not entered into any transactions in the Shares during the past (60) sixty days. The (c) transactions in the Shares on behalf of each of Engine Capital and Engine Jet during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

D. Engine Investments

Engine Investments, as the general partner of each of Engine Capital and Engine Jet, may be deemed to (a) beneficially own the Shares owned directly by Engine Capital and Engine Jet. As of the date hereof, Engine Investments may be deemed to beneficially own 955,449 Shares.

Percentage: Approximately 4.99%

- (b)
1. Sole power to vote or direct vote: 955,449
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 955,449
 4. Shared power to dispose or direct the disposition: 0

Engine Investments has not entered into any transactions in the Shares during the past (60) sixty days. The (c) transactions in the Shares on behalf of each of Engine Capital and Engine Jet during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

E. Arnaud Ajdler

(a) Mr. Ajdler, as the managing member of Engine Management and Engine Investments, may be deemed to beneficially own the 955,449 Shares owned beneficially by Engine Management and Engine Investments.

Percentage: Approximately 4.99%

- (b)
1. Sole power to vote or direct vote: 955,449
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 955,449
 4. Shared power to dispose or direct the disposition: 0

Mr. Ajdler has not entered into any transactions in the Shares during the past sixty (60) days. The transactions in (c) the Shares on behalf of each of Engine Capital and Engine Jet during the past sixty (60) days are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(e) As of June 27, 2018, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares of the Issuer.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 27, 2018

Engine Capital, L.P.

By: Engine Investments, LLC,

General Partner

By: /s/ Arnaud Ajdler

Name: Arnaud Ajdler

Title: Managing Member

Engine Jet Capital, L.P.

By: Engine Investments, LLC,

General Partner

By: /s/ Arnaud Ajdler

Name: Arnaud Ajdler

Title: Managing Member

Engine Capital Management,
LLC

By: /s/ Arnaud Ajdler

Name: Arnaud Ajdler

Title: Managing Member

Engine Investments, LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

/s/ Arnaud Ajdler
ARNAUD AJDLER

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SCHEDULE A**Transactions in the Shares During the Past Sixty (60) Days**

<u>Nature of Transaction</u>	<u>Securities</u>	<u>Price Per Date of</u>
	<u>Purchased/(Sold) Share(\$)</u>	<u>Purchase/Sale</u>

Engine Capital, L.P.

Sale of Common Stock	(9,751)	10.3071 05/18/2018
Sale of Common Stock	(6,609)	10.3769 05/21/2018
Sale of Common Stock	(1,671)	10.3000 05/22/2018
Sale of Common Stock	(4,000)	10.2807 05/23/2018
Sale of Common Stock	(1,958)	10.2807 05/23/2018
Sale of Common Stock	(12,994)	10.2500 05/23/2018
Sale of Common Stock	(1,979)	10.6510 05/24/2018
Sale of Common Stock	(6,522)	10.5277 05/29/2018
Sale of Common Stock	(6,487)	10.5664 05/30/2018
Sale of Common Stock	(8,473)	10.7077 05/31/2018
Sale of Common Stock	(7,923)	10.7000 05/31/2018
Sale of Common Stock	(23,455)	10.7505 05/31/2018
Sale of Common Stock	(9,985)	10.9237 06/01/2018
Sale of Common Stock	(7,108)	11.6785 06/04/2018
Sale of Common Stock	(37,707)	11.4582 06/04/2018
Sale of Common Stock	(951)	11.1400 06/05/2018
Sale of Common Stock	(5,528)	11.1034 06/05/2018
Sale of Common Stock	(1,981)	11.2204 06/06/2018
Sale of Common Stock	(19,958)	11.1411 06/06/2018
Sale of Common Stock	(17,985)	11.0030 06/07/2018
Sale of Common Stock	(6,885)	11.0001 06/08/2018
Sale of Common Stock	(6,454)	10.8179 06/12/2018
Sale of Common Stock	(6,969)	10.6995 06/12/2018
Sale of Common Stock	(6,829)	10.8065 06/13/2018
Sale of Common Stock	(7,923)	10.7074 06/14/2018
Sale of Common Stock	(3,187)	10.7069 06/15/2018
Sale of Common Stock	(12,950)	10.6342 06/18/2018
Sale of Common Stock	(11,214)	10.5200 06/19/2018
Sale of Common Stock	(7,923)	10.6503 06/20/2018
Purchase of Common Stock	4,687	9.8918 06/21/2018
Sale of Common Stock	(3,961)	10.2523 06/22/2018
Purchase of Common Stock	7,923	10.2706 06/22/2018
Sale of Common Stock	(48,505)	10.2669 06/25/2018
Sale of Common Stock	(21,788)	10.2636 06/25/2018
Sale of Common Stock	(17,947)	10.2458 06/26/2018

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Sale of Common Stock (25,353) 10.283906/26/2018

Sale of Common Stock (14,514) 9.9220 06/27/2018

Sale of Common Stock (1,426) 9.8242 06/27/2018

Engine JET Capital, L.P.

Sale of Common Stock	(516)	10.280705/23/2018
Sale of Common Stock	(3,428)	10.250005/23/2018
Sale of Common Stock	(522)	10.651005/24/2018
Sale of Common Stock	(1,728)	10.527705/29/2018
Sale of Common Stock	(1,711)	10.566405/30/2018
Sale of Common Stock	(1,750)	10.707705/31/2018
Sale of Common Stock	(2,221)	10.707705/31/2018
Sale of Common Stock	(2,077)	10.700005/31/2018
Sale of Common Stock	(6,149)	10.750505/31/2018
Sale of Common Stock	(2,618)	10.923706/01/2018
Sale of Common Stock	(1,864)	11.678506/04/2018
Sale of Common Stock	(9,886)	11.458206/04/2018
Sale of Common Stock	(249)	11.140006/05/2018
Sale of Common Stock	(1,449)	11.103406/05/2018
Sale of Common Stock	(519)	11.220406/06/2018
Sale of Common Stock	(5,233)	11.141106/06/2018
Sale of Common Stock	(4,715)	11.003006/07/2018
Sale of Common Stock	(1,805)	11.000106/08/2018
Sale of Common Stock	(1,692)	10.817906/12/2018
Sale of Common Stock	(1,827)	10.699506/12/2018
Sale of Common Stock	(1,791)	10.806506/13/2018
Sale of Common Stock	(2,077)	10.707406/14/2018
Sale of Common Stock	(835)	10.706906/15/2018
Sale of Common Stock	(3,395)	10.634206/18/2018
Sale of Common Stock	(2,940)	10.520006/19/2018
Sale of Common Stock	(2,077)	10.650306/20/2018
Purchase of Common Stock	1,229	9.8918 06/21/2018
Sale of Common Stock	(1,039)	10.252306/22/2018
Purchase of Common Stock	2,077	10.270606/22/2018
Sale of Common Stock	(12,717)	10.266906/25/2018
Sale of Common Stock	(5,712)	10.263606/25/2018
Sale of Common Stock	(4,705)	10.245806/26/2018
Sale of Common Stock	(6,647)	10.283906/26/2018
Sale of Common Stock	(3,805)	9.9220 06/27/2018
Sale of Common Stock	(374)	9.8242 06/27/2018