

PFSWEB INC  
Form 8-K  
August 25, 2006

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): AUGUST 25, 2006  
PFSweb, Inc.  
(Exact name of registrant as specified in its charter)**

Delaware  
(STATE OR OTHER  
JURISDICTION  
OF INCORPORATION)

000-28275  
(COMMISSION FILE NUMBER)

75-2837058  
(IRS EMPLOYER  
IDENTIFICATION NO.)

500 NORTH CENTRAL EXPRESSWAY  
PLANO, TX 75074  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)  
(972) 881-2900

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 3.01. Notice of Delisting of Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

PFSweb, Inc. (the *Company*) has received a Nasdaq Staff Deficiency Letter dated August 25, 2006 indicating that, based on a review of the Company's closing bid price for the previous 30 business days, the Company is not currently in compliance with the minimum \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. The Company has been afforded a 180-day grace period in order to achieve compliance through achieving or exceeding the \$1 minimum bid price requirement for 10 consecutive business days. If necessary to maintain its listing, the Company may effect a reverse stock split.

A copy of the press release issued by the Company with respect to the delisting notice is attached as Exhibit 99.1 hereto.

Exhibit No.	Description
99.1	Press Release Issued August 25, 2006

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PFSweb, Inc.**

Dated: August 25, 2006

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