

PFSWEB INC
Form 8-K
February 01, 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): FEBRUARY 1, 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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Item 2.01 Completion of Acquisition or Disposition of Assets

On February 1, 2006, PFSweb, Inc. (PFSweb), Red Dog Acquisition Corp., a newly-formed wholly-owned subsidiary of PFSweb (Merger Sub), and eCOST.com, Inc. (eCOST) consummated the transactions contemplated by the Agreement and Plan of Merger dated as of November 29, 2005 (the Merger Agreement), pursuant to which, among other things, effective as of February 1, 2006, Merger Sub was merged (the Merger) with and into eCOST, with eCOST remaining as the surviving corporation and a wholly-owned subsidiary of PFSweb. As of February 1, 2006, each of the 18,858,132 issued and outstanding shares of common stock of eCOST have been converted into the right to receive one share of common stock of PFSweb.

The foregoing description of the Merger and Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement filed as Exhibit 2.1 to the Current Report on Form 8-K filed by PFSweb on November 30, 2005.

On February 1, 2006, PFSweb issued a press release announcing the closing of the Merger.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of business acquired.

The financial statements required by this item will be filed by amendment not later than 71 calendar days after the date that this report on Form 8-K must be filed, in accordance with Item 9.01 (a)(4) of Form 8-K.

(b) Pro forma financial information

The pro forma financial information required by this item will be filed by amendment not later than 71 calendar days after the date that this report on Form 8-K must be filed, in accordance with Item 9.01 (b)(2) of Form 8-K.

(d) Exhibits

99.1 Press Release of PFSweb, Inc., dated February 1, 2006.

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: February 1, 2006

By: /s/ THOMAS J. MADDEN

Thomas J. Madden

Executive Vice President, Chief

Financial and Accounting Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated February 1, 2006.