UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 0-25790

PCM, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**95-4518700**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

1940 East Mariposa Avenue, El Segundo, CA 90245
(Address of principal executive offices, including zip code)

(310) 354-5600
(Registrant's telephone number, including area code)

(Former address of principal executive offices, including zip code)

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

Title of Each Class	Name of Exchange on Which Registered
Common Stock, $0.001 par value per share	The NASDAQ Global Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2012, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately $53.3 million, based upon the closing sales price of the registrant's Common Stock on such date, as reported on the Nasdaq Global Market. Shares of Common Stock held by each executive officer, director and each person owning more than 10% of the outstanding Common Stock of the registrant have been excluded in that such persons may be deemed to be affiliates of the registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 12, 2013, the registrant had 11,456,677 shares of common stock outstanding.

Documents Incorporated By Reference Into Part III:

Portions of the definitive Proxy Statement for the Registrant to be filed in connection with its 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

PCM, INC.

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PART I

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such statements include statements regarding our expectations, hopes or intentions regarding the future, including but not limited to, statements regarding our strategy, competition, markets, vendors, expenses, new services and technologies, growth prospects, financing, revenue, margins, operations, litigation and compliance with applicable laws. In particular, the following types of statements are forward-looking:

- our use of management information systems and their need for future support or upgrade;
- our expectations regarding the timing and costs of our ongoing or planned IT systems and communications infrastructure upgrades;
- our ability to execute and benefit from our business strategies; including but not limited to, business strategies related to and strategic investments in our IT systems, our reorganization strategy, our brand strategy and pending initiatives to unify our commercial brands, our efforts to expand our sales of value-added services and solutions offerings, and real estate acquisitions and dispositions;
- our cost reduction strategies and plans, including timing, expected cost savings, the uses of those savings, the timing and amount of payments, the impact on our business, and the amounts of future charges to complete our such plans;
- our expectations regarding key executives and management and our ability to retain such individuals;
- our competitive advantages and growth opportunities;
- our ability to increase profitability and revenues;
- our expectations to continue our efforts to increase the productivity of our sales force and reduce costs;
- our plans to invest in and enhance programs and training to align us with our key vendor partners;
- our ability to generate vendor supported marketing;
- our acquisition strategy and the impact of any past or future acquisitions;
- the impact of acquisitions on our financial condition, liquidity and our future cash flows and earnings;
- our expectation regarding general economic uncertainties and the related potential negative impact on our profit and profit margins, as well as our financial condition, liquidity and future cash flows;
- our expectations regarding our future capital needs and the availability of working capital, liquidity, cash flows from operations and borrowings under our credit facility and other long-term debt;
- the expected results or profitability of any of our individual business units in future periods;
- the impact on accounts receivable from our efforts to focus on sales in our MME, SMB, and Public Sector segments;
- our ability to penetrate the public sector market;
- our beliefs relating to the benefits to be received from our Philippines office and Canadian call center, including tax credits and reduction in labor costs over time;
- our belief regarding our exposure to currency exchange and interest rate risks;
- our ability to attract new customers and stimulate additional purchases from existing customers, including our expectations regarding future advertising levels and the effect on consumer sales;
- our ability to leverage our market position and purchasing power and offer a wide selection of products at competitive prices;
- our expectations regarding the ability of our marketing programs or campaigns to stimulate additional purchases or to maximize product sales;
- our belief that the use and enhancement of extranets has the potential to yield additional sales opportunities and the ability to reach new customer bases;
- our ability to limit risk related to price reductions;
- our belief regarding the effect of seasonal trends and general economic conditions on our business and results of operations across all of our segments;
- our expectations regarding competition and the industry trend toward consolidation;
- our expectations regarding the payment of dividends and our intention to retain any earnings to finance the growth and development of our business;
- our compliance with laws and regulations;
- our beliefs regarding the applicability of tax statutes, regulations and governmental tax regulatory positions;
- our expectations regarding the impact of accounting pronouncements;
- our expectations regarding any future repurchases of our common stock, including the financing of any such repurchases;
- our belief that backlog is not useful for predicting our future sales;
- our belief that our existing distribution facilities are adequate for our current and foreseeable future needs; and

- the likelihood that new laws and regulations will be adopted with respect to the Internet, privacy and data security that may impose additional restrictions or burdens on our business.

Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. Factors that could cause actual results to differ materially from such forward-looking statements include the risks described under the heading “Risk Factors” in Item 1A of this report. All forward-looking statements in this document are made as of the date hereof, based on information available to us as of the date hereof, and, except as otherwise required by law, we assume no obligation to update any forward-looking statement or other information contained herein to reflect new information, events or circumstances after the date hereof.

ITEM 1. BUSINESS

General

PCM, Inc. is a leading multi-vendor provider of technology products, services and solutions offered through our dedicated sales force and field service teams, direct marketing channels and a limited number of retail stores. Since our founding in 1987, we have served our customers by offering products and services from leading brands, such as Apple, Cisco, Dell, HP, Lenovo and Microsoft. We add additional value by incorporating products and services into comprehensive solutions. Our sales and marketing efforts allow our vendor partners to reach multiple customer segments including commercial businesses, state, local and federal governments, educational institutions and individual consumers.

In 2012, we had four operating segments: MME, SMB, Public Sector and MacMall/OnSale. We include corporate related expenses such as legal, accounting, information technology, product management, certain support services and other administrative costs that are not otherwise allocated to our reportable operating segments in Corporate & Other. As a result of the reorganization discussed below, we expect to operate in 2013 under three operating segments, Commercial, Public Sector and MacMall. Additional information regarding our segments can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this report.

We sell primarily to customers in the United States, and maintain offices throughout the United States, as well as in Montreal, Canada and Manila, Philippines. In 2012, we generated approximately 40% of our revenue in our MME segment, 32% of our revenue in our SMB segment, 16% of our revenue in our MacMall/OnSale segment and 12% of our revenue in our Public Sector segment.

Recent Developments

Over the past several years, our company has grown in part through the acquisition and internal cultivation of many different brands. We have historically differentiated our brands primarily based on the identity of the customers. After carefully examining the markets we serve and the trends taking shape in the marketplace, we believe our commercial customers will benefit from a more unified and streamlined brand strategy. Accordingly, we changed our legal corporate name from PC Mall, Inc. to PCM, Inc. effective December 31, 2012 and our NASDAQ ticker symbol from MALL to PCMI effective January 2, 2013. In addition, we combined our primary commercial subsidiaries PC Mall Sales, Inc., Sarcom, Inc. and PC Mall Services, Inc. into a single subsidiary effective December 31, 2012. The combined subsidiary now operates under the unified commercial brand PCM and will generally include our SMB, MME and portions of our Corporate & Other segments. Further, in connection with the rebranding, our PC Mall Gov, Inc. subsidiary changed its name to PCMG, Inc. and now operates under the PCM-G brand. We expect this unification will lead to an improved customer experience, operational synergies and benefits to all of our stakeholders providing a brand that better represents the value-added solutions provider we are today.

In December 2012, we completed the purchase of 7.9 acres of land with the intent to commence construction on a new cloud data center that we currently expect to open in late 2013 or early 2014. The proposed Tier III facility will be strategically located in a data center-centric development in New Albany, Ohio. The new facility will complement our two existing data centers and a 24/7 Integrated Operations Center (IOC) located in Atlanta, Georgia, enhancing our managed service offerings, including cloud services, data center hosting and management, remote monitoring and disaster recovery.

In September 2012, our Board of Directors approved a $10 million increase to our discretionary stock repurchase program, which was originally adopted in October 2008 with an initial authorized maximum of $10 million. At December 31, 2012, we had $7.4 million available in stock repurchases under the program, subject to any limitations that may apply from time to time under our existing credit facility. Under the program, the shares may be repurchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending on market conditions. No limit was placed on the duration of the repurchase program. There is no guarantee as to the exact number of shares that we will repurchase. Subject to applicable securities laws, repurchases may be made at such times and in such amounts as our management deems appropriate. The program can also be discontinued at any time management feels additional purchases are not warranted.

In March 2011, we completed the purchase of real property comprising approximately 184,000 square feet of land, which includes approximately 84,000 square feet of office space located at 1940 East Mariposa Avenue, El Segundo, California, which became our new corporate headquarters in November 2011. We purchased and have improved this building, located strategically adjacent to the Los Angeles International Airport (LAX), because we want it to be a compelling destination for customers who want to experience new and cutting edge IT solutions in person. The new headquarters was designed to drive higher productivity and efficiency for our employees and to provide a state-of-the-art demo center for our customers and vendor partners, as well as increase capacity to support our growth well into the future. In conjunction with the move, we relocated and substantially upgraded our primary data center from Torrance, California to our own hosting facility in Atlanta, Georgia, which incorporates state of the art monitoring and disaster recovery capabilities. As a result of this relocation certain of our subsidiaries now have geographically redundant web and information systems. We are in the process of developing a formal disaster recovery plan for our critical systems.

In February 2011, we acquired certain assets, including approximately $1 million of inventory, of eCOST.com, a subsidiary of PFSweb, Inc., for $2.3 million. eCOST.com is an online marketplace featuring an assortment of product categories, including but not limited to computers, networking, electronics and entertainment, TVs, monitors and projectors, cameras and camcorders, memory and storage. The website also features a proprietary and patented shopping format, Bargain Countdown®, which amongst other features, offers limited time, limited quantity deals, and supports its premium online membership shopping club.

In June 2010, we completed the acquisition of substantially all of the assets of Network Services Plus, Inc. (NSPI), which was a provider of hosted data center and managed IT services primarily in the southeastern United States. NSPI's managed services included hosted and remote managed monitoring of data centers, networks and IT environments, software as a service (SaaS), infrastructure as a service (IaaS), and other project-based offerings.

Strategy

We seek to be a leading multi-vendor provider of technology products, services and solutions with a customer experience so compelling that we will be the provider of choice. In pursuit of this goal, the key elements of our strategy are discussed below.

Increase Sales and Marketing Productivity

Our account executives, together with our pre-sales support personnel and technical specialists, are skilled as a team in solution selling, account management and offering a superior customer experience through a high touch model. They handle a variety of customer needs, including assessment and support for complex technology solutions, operations and procurement processes, ongoing customer service and other value-added services.

In late 2012, we engaged new sales and marketing leadership, including Joe Hayek and Oren Hartman to lead our commercial sales efforts and Adam Shaffer to lead our marketing efforts. Under our new leadership, we intend to place significant strategic emphasis on increasing the productivity and tenure of our existing sales force by enhancing our training and tools, optimizing our technical pre-sales resources and other support functions, and realigning our commercial account executives under a unified brand strategy. Through these efforts we intend to better equip our account executives to evaluate, understand and deliver profitable technology solutions that address our customers' IT needs with a superior customer experience in a changing IT environment.

Develop and Provide Leading Edge, Value Added Services and Solutions Offerings

Historically, our growth has been driven by our hardware and software sales. Increasingly, however, our commercial customers are consuming IT in different and evolving ways. As a result, they are utilizing more elaborate services and solutions, and it is a key part of our strategy to tailor our offerings to leverage these market dynamics. We believe we have significant opportunities for growth and increased profitability by continuing to invest in, and enhance, our services and solutions capabilities and portfolio. In 2012, we enhanced our tools and billing systems with the implementation of new help desk software, and we recently announced that we are building a SSAE 16 certified cloud data center for customer use, which will be located near Columbus, Ohio. Our services and solutions employees carry thousands of technical certifications. These professionals add value to our clients through their expertise, knowledge and ability to craft customized solutions, and we expect to continue to add to our service and solutions capabilities. With our experienced engineers, technicians and project managers, combined with a national network of third party service providers, we intend to efficiently provide pre-sales assessments for the complex services and solutions necessary to meet the evolving technology marketplace for our customers in the SMB, mid-market/enterprise and public sector markets and to profitably deliver the resulting required post-sales services and solutions.

We are also continuing to focus our strategy of working with our customers to identify areas where they can gain efficiencies by outsourcing to us traditional IT functions, including help desk support, deployment, project management, hosting, and related IT functions. Our strategy is to continue to enhance our value proposition in the areas where we believe companies are increasingly investing. Specifically, we are focused on solutions around the data center (which includes storage and security solutions), cloud computing, collaboration, virtualization, secure mobility, borderless networks and enterprise software solutions. Our services are available to our commercial and public sector customers and span the entire IT life cycle. These services include:

- Assessment & Planning Services
- Data Center Hosting Services
- Software Hosting Services
- Remote Systems Monitoring & Management

- IMAC & Deployment Services
- End-User Desktop Services
- Managed Print Services
- Recycling & Disposal Services
- Change Management Consulting Services
- Training
- Project Management
- Design and consulting

Leverage our Strong Partnerships With Key Vendors

We believe it is important to leverage our strong relationships with key OEM and publisher vendor partners such as Apple, Cisco, Dell, HP, Lenovo and Microsoft and other key partners on a company-wide basis. We believe our long-standing relationships with our key vendor partners give us increased visibility and legitimacy in the minds of our customers and provide us key insights related to new and existing technology products, services and solutions, roadmaps for such offerings and other critical industry dynamics. These insights help to ensure that our sales and marketing organizations are knowledgeable and well positioned to profitably understand, market, sell and deliver these technologies to our customers, allowing us to meet our customers' evolving and increasingly complex technology needs.

We intend to continue to invest in sales and technical competencies to drive solutions-centric sales to commercial customers. We have added a number of specializations with certain of our top partners such as Apple, Cisco, HP, and Microsoft in an effort to better align us with each of these key partner's respective growth strategies. We also intend to continue to invest in and enhance our training programs, our compensation plans and our marketing activities related to each of our key vendor partners. These investments and enhancements are central to our strategic efforts intended to add additional value to these partners.by maintaining and enhancing our ability to efficiently and effectively market, sell, deliver and incorporate their products and services into our comprehensive solutions with a high degree of customization.

Identify and Drive Further Operational Efficiencies

We utilize a centralized infrastructure for our back-office capabilities. In order to free our sales and marketing organizations to increase their focus on our existing and prospective customers, we maintain centralized IT, finance, human resources, and other support functions. We believe that leveraging a centralized model for these critical back-office functions drives a more efficient overall cost structure and allows us to more cost effectively introduce new tools to our sales and marketing organizations. As an additional part of our strategy to drive cost advantages and operational efficiencies, we also have located significant personnel related to these functions in the Philippines and intend to continue with this strategy.

In December 2012 we completed an internal reorganization of our commercial businesses and a rebranding of our multiple commercial brands as part of our strategy to streamline various aspects of our operations and our branding. These changes were critical to our intended ongoing strategic efforts to drive operational efficiencies and we intend to continue to implement these changes as we go forward. While we historically organized our marketing and sales efforts around multiple brands that were differentiated based on the different markets we serve, going forward we believe our commercial and government customers can benefit from a more unified and streamlined brand strategy. Through our reorganized operational structures and unified brand efforts, we intend to pursue substantial cost synergies. For example, we expect to achieve efficiencies by building brand equity in a single combined commercial business, which will allow us to invest and develop recognition in a single name. We expect our advertising and marketing campaigns will be simplified and will become more impactful as we expect this strategy will allow us to more effectively communicate and deliver our capabilities and organize our sales and marketing resources accordingly.

As an additional key part of our strategy to identify and drive operational efficiencies, we are currently upgrading many of our IT systems. We have purchased licenses for workflow software, web development tools and Microsoft Dynamics AX (Axapta) to upgrade our ERP systems. We are currently working on the implementation of the ERP modules and the upgrade of the ERP systems, including additional enhancements and features. We completed the initial phase of the implementation in January 2010, and we expect to be complete with all major phases of the implementation of the ERP systems by 2014. We believe the implementation and upgrade should help us to gain further efficiencies across our organization. Additionally, we initiated the implementation and upgrade of our eCommerce systems and recently launched a new generation of our public websites at pcm.com, macmall.com and onsale.com.

Selectively Pursue Strategic Acquisitions

One element of our business strategy involves the potential expansion through opportunistic acquisitions of businesses, assets, personnel or technologies that allow us to complement our existing operations and expand our market coverage or add new business capabilities. The technology reseller industry has undergone significant consolidation over the past 15-20 years and while we believe that the fragmented nature of the industry, and industry consolidation trends, may continue to present acquisition opportunities for us, these trends may also make acquisitions more competitive.

We continually evaluate and explore strategic opportunities as they arise, including business combination transactions, strategic partnerships and the purchase or sale of assets. We may choose to pursue acquisitions for several reasons. For instance, we may pursue acquisitions that will broaden our capabilities in IT services and solutions. We may also choose to pursue acquisitions that will enable us to further penetrate or enter geographies we deem attractive. We evaluate acquisition opportunities based on our assessment of several factors, including the perceived value of the opportunity, our available financing sources, potential synergies of the acquisition target with our business and the opportunity costs of any such investment. The implementation of our acquisition strategy depends on the availability of suitable acquisition candidates at reasonable prices and our ability to resolve challenges associated with integrating acquired businesses into our existing business. Our ability to complete acquisitions in the future will depend on our ability to fund such acquisitions with our internally available cash, cash generated from operations, amounts available under our existing credit facilities, additional borrowings or from the issuance of additional securities.

Sales and Marketing

Sales Activities. Our account executives handle a variety of customer needs, including, assessment and support for complex technology solutions, operations and procurement processes, ongoing customer service and other value-added services in our SMB, MME and Public Sector segments. They are responsible for assisting customers in purchasing decisions, answering product pricing and availability questions and processing product orders, but more importantly, for proactively reaching out to existing and prospective clients to assess opportunities to sell them value-added technology services and solutions. Our account executives profile accounts, identify and build relationships with key decision makers and influencers within their account base and are responsible for growing the depth of product and service categories we sell to our customers. Account executives have the authority to vary prices within specified parameters in order to be competitive. Our account executives also utilize a support team which is focused on non-selling administrative support activities, leaving our account executives incremental time to sell and prospect. We further support our account executives with systems used for order entry, customer tracking and relationship management, product availability and fulfillment schedules and which support their ability to sell across multiple product categories.

We believe that the success our account executives is substantially dependent on the quality of our screening and training programs. Upon hiring, our account executives undergo an initial sales training program focusing on the use of our systems, product, service and solutions offerings, sales techniques and customer service. To ensure that they are able to effectively sell all products, services and solutions, account executives attend regular training sessions to stay up-to-date on new technology offerings. Account executives are also supported by “product champions” who assist them with product questions and solutions support and other product specific issues. We also require the account executives to acquire certain sales technical certifications for key technologies to ensure they are credible and competent in selling complex services and solutions.

We frequently enhance our tools that are used to support our sales activities. Generally, these tools enable our account executives and sales managers to utilize a number of metrics and analytics from which incremental opportunities can be identified within specific customer accounts or an account executive’s entire book of business. These capabilities provide a solid foundation from which our account executives can expand their customer account penetration and drive incremental revenue and profitability.

We address the needs of our MacMall customers through inbound account executives, who are trained to support the product needs and the order management requirements of the customer. The account executives are managed to efficiently handle inquiries, to process orders rapidly and to address customer service issues. The inbound sales force has access to phone-based technical and customer service resources to ensure a 24/7 ability to handle customer needs. MacMall also has an outbound sales force to address Mac-based customer relationships with creative professional customers, very small businesses and high end consumers. We believe that MacMall’s specialized capabilities make for a strong value proposition in acquiring and servicing these customers, particularly as Apple’s market share grows.

Marketing Activities. We design our marketing programs to attract new customers and to stimulate additional purchases by existing customers. Our marketing programs are tailored for the specific needs of our various customer segments. We utilize sophisticated analytic tools designed to manage marketing campaigns using different media channels and to optimize campaigns through advanced data mining techniques. The analytic tools combine optimization techniques with multiple models to more effectively match offers to individuals and businesses in an effort to provide the most profitable results.

Vendor Supported Marketing. We provide vendor supported custom marketing campaigns that may include; outbound call campaigns, webinars for end users, lead campaigns, seminars for end users, promotional offers, the sale of advertising space in our catalogs and on our websites and trade-in and trade-up programs. We also work collaboratively with our vendor partners and use vendor funding to help offset portions of the costs of marketing promotions, direct mail offers, customer trainings and events and e-marketing or sales incentives. These marketing activities are based on market opportunity and vendors' strategies. We also develop marketing campaigns designed to maximize product sales and we receive additional funds from our vendors in the form of volume incentive rebates and other programs.

Online Marketing. eCommerce marketing programs and capabilities, such as affiliate marketing, search engine optimization, email and search engine marketing, are essential components of our customer acquisition and retention strategy. We operate several websites, including pcm.com, pcmg.com, macmall.com, abreon.com, onsale.com and ecost.com. Our websites offer features such as online ordering, access to inventory availability and a large product selection with detailed product information. We also maintain and operate commercial, customized extranets to provide businesses and their employees with an online purchasing channel with custom catalogs, pricing, security, asset management and workflow configurable to our customers' needs. These extranet sites are designed to enhance sales productivity by allowing customers to perform routine tasks online, freeing our associated account executive's time for other tasks. We have recently launched a significant enhancement to our corporate extranet for PCM, which we believe will increase online adoption of our extranet by these customers.

Other Direct Marketing. We selectively mail catalogs to existing and prospective customers, utilize online advertising methodologies and, to a limited extent, advertise in certain major magazines, radio and local television programs. We also send direct marketing mailers to selected target audiences to drive sales to new and existing customers. We create our marketing materials in-house with our own design team and production artists. We believe the in-house preparation of catalogs, advertisements, and promotional materials streamlines the production process, provides greater flexibility and creativity in catalog production and results in significant cost savings over outside production.

Products and Merchandising

We offer technology products and solutions, as well as consumer electronics equipment and other consumer products. We screen and select new products and manufacturers based on the market opportunity and technology adoption trends within our targeted customer markets. We also consider product attributes like features, quality, sales trends, price, margins, market development funds and warranties. We offer our customers other value-added services, such as custom configured systems, software licensing asset management, image management, product asset tagging and asset disposal services.

Through frequent emails, website updates and catalog mailings, we believe we are able to quickly introduce new products and replace slower selling products. We also use various marketing materials, web training and local events to educate our customers on solutions and more complex technologies and to provide other content to describe technology applications and how they will benefit the customer. Through these materials and activities, we showcase the full breadth of the products and solutions we sell in an effort to provide our customers with a single source for all their technology needs.

The following table sets forth our net billed sales by major categories as a percentage of total net billed sales for the periods presented, determined based upon our internal product code classifications.

	Years Ended December 31,		
	2012	2011	2010
Software (1)	17.6%	16.6%	16.6%
Notebooks	15.5	15.1	15.3
Desktops	9.6	10.1	10.0
Delivered services	8.5	7.3	6.6
Tablets	7.0	6.6	4.3
Networking	7.0	6.9	7.6
Displays	5.0	4.8	4.4
Storage	4.9	4.5	5.8
Manufacturer service and warranty	4.6	3.4	3.7
Accessories	3.4	3.0	2.6
Input devices	3.1	2.2	1.9
Servers	2.9	3.6	3.6
Other (2)	10.9	15.9	17.6
Total	100.0%	100.0%	100.0%

(1) Software includes gross sales billed to customers including software licenses, maintenance and enterprise agreements at their full billed value.
(2) All other includes power, printers, supplies, consumer electronics, memory, iPod/MP3 and miscellaneous other items.

Service Offerings for Commercial and Public Sector Markets

Our sales of services were in excess of $120 million in 2012 and represented approximately 8% of our overall revenues. As we discussed in our Strategy, we recently enhanced our tools and billing systems with the implementation of new help desk software and we announced that we are building a SSAE 16 certified cloud data center for customer use, which will be located near Columbus, Ohio. We are focused on working with our customers to identify areas where they can gain efficiencies by outsourcing to us traditional IT functions, including help desk support, deployment, project management, hosting, and related IT functions. We also continue to enhance our value proposition in the areas where we believe companies are increasingly investing. Specifically, we are focused on solutions around the data center (which includes storage and security solutions), cloud computing, collaboration, virtualization, secure mobility, borderless networks and enterprise software solutions. Our services are available to our commercial and public sector customers and span the entire IT life cycle.

To better support our customers and as a reflection of our focus on customer satisfaction, we have grown to over 800 certified engineers, technicians and project managers providing on-site support to our clients. These professionals, who collectively hold thousands of technical certifications, support a wide variety of technology services and solutions and, along with our strong industry relationships with Apple, Cisco, Dell, HP, Lenovo, Microsoft and others, are augmented by a nationwide network of service providers, which act as our subcontractors to increase our reach into all of our geographical markets and allow us to deliver the most appropriate solutions for our customers. Our IT services, whether they are delivered by us or through our partners, complement our offerings and allow us to develop complete solutions to meet our customers' needs.

Purchasing and Inventory

Effective purchasing is a key element of our strategy to provide technology products and solutions at competitive prices. We believe that our high volume of sales results in increased purchasing power with our primary suppliers, resulting in volume discounts, favorable product return and price protection policies and certain other vendor consideration. Products manufactured by HP accounted for 20%, 21% and 20% of our net sales in 2012, 2011 and 2010 and products manufactured by Apple represented approximately 18%, 21% and 21% of our net sales in 2012, 2011 and 2010. We are also linked electronically with 22 distributors and manufacturers, which allows our account executives to view applicable product availability online and drop-ship those products directly to customers. The benefits of this program include reduced inventory carrying costs, higher order fill rates and improved inventory turns.

Many of our vendor partners provide us with market development funds to assist in the active marketing and sales of their products. Such funds help offset portions of the costs incurred to market their products. Termination or interruption of our relationships with our vendors, or modification of the terms of or discontinuance of our agreements with our vendors, could adversely affect our operating results. Our success is dependent in part upon the ability of our vendors to develop and market products that meet the changing requirements of the marketplace. As is customary in our industry, we have no long-term supply contracts with any of our vendors. Substantially all of our contracts with our vendors are terminable upon 30 days' notice or less.

We attempt to manage our inventory to optimize order fill rate and customer satisfaction, while limiting inventory risk. Inventory levels may vary from period to period, due in part to increases or decreases in sales levels, our practice of making large-volume purchases when we deem the terms of such purchases to be attractive and the addition of new manufacturers and products. We have negotiated agreements with many of our vendors that contain price protection provisions intended to reduce our risk of loss due to manufacturer price reductions. We currently have such rights with respect to certain products that we purchase from Apple, HP and certain other vendors; however, rights vary by product line, have conditions and limitations and generally can be terminated or changed at any time.

The market for information technology products, solutions and services is characterized by rapid technological change and growing diversity. We believe that our success depends in large part on our ability to identify and obtain the right to market products, solutions and services that meet the changing requirements of the marketplace and to obtain sufficient quantities to meet changing demands. There can be no assurance that we will be able to identify and offer products, solutions and services necessary to remain competitive or avoid losses related to excess or obsolete inventory.

Backlog

Our backlog generally represents open, cancelable orders and may vary significantly from period to period. We do not believe that backlog is useful for predicting our future sales.

Distribution

We operate a full-service 212,000 square foot distribution center in Memphis, Tennessee, an 84,640 square foot warehouse facility in Columbus, Ohio and a 20,254 square foot warehouse facility in Irvine, California. The Memphis warehouse is our primary distribution center and is strategically located near the FedEx main hub in Memphis, which allows most orders of in-stock products accepted by 10:00 p.m. Eastern Time to be shipped for delivery by 10:30 a.m. the following day via FedEx priority, if requested by the customer. Upon request, orders may also be shipped at a lower cost using other modes of transportation such as FedEx standard, FedEx overnight, FedEx ground, United Parcel Service ground delivery or the United States Postal Service. The Columbus and Irvine warehouses primarily function as custom configuration and distribution centers for our corporate customers. We believe that our existing distribution facilities are adequate for our current and foreseeable future needs.

When an order is entered into our systems, a credit check or credit card verification is performed, and if approved, and the product is in stock, the order is electronically transmitted to the warehouse for order fulfillment. Inventory items are bar coded and located in computer-designated areas which are easily identified on the packing slip. Orders are checked with bar code scanners prior to final packing to ensure that each order is packed correctly.

We also have electronic purchasing and drop shipping systems for products that are not in stock at our distribution centers. Seventeen distributors and manufacturers are linked to us electronically to provide inventory availability and pricing information. We transmit orders electronically for immediate shipment via an electronic interchange to the selected distributor after considering inventory availability, service level, price and location. This capability has historically allowed us to ship a high percentage of orders on the same day that they are received.

Management Information and Communication Systems

We have committed significant resources to the development of sophisticated computer systems that are used to manage our business. Our computer systems support phone and web-based sales, marketing, purchasing, accounting, customer service, warehousing and distribution, and facilitate the preparation of daily operating control reports which are designed to provide concise and timely information regarding key aspects of our business. The systems allow us to, among other things, monitor sales trends, make informed purchasing decisions, and provide product availability and order status information. In addition to the main computer systems, we have systems of networked computers across all of our locations. We also use our management information systems to manage our inventory. We believe that in order to remain competitive, we will need to upgrade our management information systems on a regular basis, which could require significant capital expenditures.

We are currently upgrading many of our IT systems. We have purchased licenses for Microsoft Dynamics AX (Axapta) and other related tools, such as workflow software, web development tools and other related items, to upgrade our ERP and eCommerce systems. We are currently working on the implementation of the ERP modules and the upgrade of the ERP systems, including additional enhancements and features. We believe the implementation and upgrade should help us to gain further efficiencies across our organization. Additionally, we initiated the implementation and upgrade of our eCommerce systems and have completed and recently launched a new generation of our public websites at pcm.com, macmall.com, ecost.com, onsale.com and our extranet. We are currently engaged in an assessment of the status of the ERP project in an effort to confirm the cost and timeframe for completion of the major phases of the project and to identify any modifications which may be necessary. While it is difficult to estimate costs and timeframes for completion, based on the complexity of the systems design, customization and implementation and our current estimates, which are subject to change, we currently expect to incur a cost of approximately $19 million for the major phases of these IT system upgrades and to be complete with all major phases of the implementation by the end of 2014. To date, we have incurred approximately $13.6 million of such costs. In addition to the above expenditures, we expect to make periodic upgrades to our IT systems on an ongoing basis. In addition to the upgrades to our IT systems, we recently implemented various Cisco solutions to upgrade our communications infrastructure to provide a unified platform for our entire company and to provide a robust and efficient contact center.

Our success is dependent on the accuracy and proper utilization of our management information systems and our communications systems. In addition to the costs associated with system upgrades, the transition to and implementation of new or upgraded solutions can result in system delays or failures. We currently operate one of our management information systems using an HP3000 Enterprise System, which was supported by HP until December 2010. We currently contract with a third party service provider specializing in maintenance and support of this system to provide us adequate support until we finalize the upgrade of this system to Microsoft Dynamics AX. Any interruption, corruption, degradation or failure of our management information systems or communications systems could adversely impact our ability to receive and process customer orders on a timely basis.

We relocated our company headquarters and main data center from Torrance to El Segundo, California in late 2011. As a result of this relocation, we upgraded our infrastructure and provided geographical redundancy for critical systems that were operating from Torrance. The geographical redundancy is provided through our newly upgraded data center in El Segundo and our own hosting facility in Atlanta. The two data centers now provide geographically redundancy for certain critical systems. We will have more streamlined primary/secondary in the future as we migrate from legacy to new ERP.

Retail Stores

We currently operate four retail stores, located in Huntington Beach, Santa Monica and Torrance, California and Chicago, Illinois, whose target customers are consumers and small businesses residing or located in the local areas. We opened the new retail store in Huntington Beach in November 2011 and the new retail store in Chicago in March 2012. The retail stores operate under the MacMall brand, and we believe they are able to extend the reach of the Apple brand into markets where Apple does not currently have a retail location.

Competition

The business of selling information technology products, solutions and services is highly competitive. We compete with a variety of companies that can be divided into several broad categories:

- other technology solution providers and direct marketers, including CDW, Insight Enterprises and PC Connection;
- large value added resellers such as CompuCom Systems, Pomeroy IT Solutions and World Wide Technology;
- government resellers such as GTSI, CDWG and GovConnection;
- computer retail stores and resellers, including superstores such as Best Buy and Staples;
- hardware and software vendors such as Apple and Dell Computer that sell or are increasing sales directly to end users;
- online resellers, such as Amazon.com, Newegg.com and TigerDirect.com;
- software focused resellers such as Soft Choice and Software House International; and
- other direct marketers and value added resellers of information technology products, solutions and services.

Barriers to entry are relatively low in the direct marketing industry, and the risk of new competitors entering the market is high. The markets in which our retail stores operate are also highly competitive.

Competition in our market is based on various factors, including but not limited to, price, product selection, quality and availability, ease of doing business, customer service, and brand recognition.

The manner in which the products, solutions and services we sell are distributed and sold is continually changing, and new methods of sales and distribution have emerged. Information technology resellers are consolidating operations and acquiring or merging with other resellers to achieve economies of scale and increased efficiency. Our largest manufacturers have sold, and continue to sell, their products directly to customers. To the extent additional manufacturers adopt this selling format or this trend becomes more prevalent, it could adversely affect our sales and profitability. In addition, traditional retailers have entered and may increase their penetration into direct marketing and the SMB market. The current industry reconfiguration and the trend toward consolidation could cause the industry to become even more competitive, further increase pricing pressures and make it more difficult for us to maintain our operating margins or to increase or maintain the same level of net sales or gross profit.

Although many of our competitors have greater financial resources than we do, we believe that our ability to offer SMB, mid-market/enterprise, public sector and consumer customers a wide selection of products, solutions and services, at competitive prices, with prompt delivery and a high level of customer satisfaction, together with good relationships with our vendors and suppliers, allows us to compete effectively. We compete not only for customers, but also for favorable product allocations and cooperative advertising support from product manufacturers. Some of our competitors could enter into exclusive distribution arrangements with our vendors and deny us access to their products and solutions, devote greater resources to marketing and promotional campaigns and devote substantially more resources to their websites and systems development than we can. New technologies and the continued enhancement of existing technologies also may increase competitive pressures on us. Some of our competitors have reduced their prices in an attempt to stimulate sales. If competition or technological changes cause the prices of our products, solutions and services to decrease, we must increase the quantity of the products, solutions and services we sell to achieve the same level of net sales and gross profit. If prices decrease and we are unable to attract new customers and sell increased quantities, our sales and profitability could be adversely affected. There can be no assurance that we can continue to compete effectively against existing or new competitors that may enter the market. We believe that competition may increase in the future, which could require us to adopt competitive pricing strategies, which could include reduced prices or a decision not to raise prices to offset any cost increases; increase advertising expenditures; or take other competitive actions that may have an adverse effect on our operating results.

Intellectual Property

We rely on a combination of laws and contractual restrictions with our employees, customers, suppliers, affiliates and others to establish and protect our proprietary rights. Despite these precautions, it is possible that third parties may copy or otherwise obtain and use our intellectual property, including using our trademarks or domain names, without authorization. Although we regularly assert our intellectual property rights when we learn that they are being infringed, these claims can be time-consuming and may require litigation and administrative proceedings to be successful. We have numerous trademarks and service marks that we consider to be material to the successful operation of our business. The most important are PCM, MacMall, OnSale, eCost and Abreon. We have registrations related to PCM, PCMG, MacMall, OnSale and eCost in the United States and in numerous foreign jurisdictions.

Third parties have asserted, and may in the future assert, that our business methods or the technologies we use infringe their intellectual property rights. We may be subject to intellectual property claims and legal proceedings in the ordinary course of our business. If we are forced to defend against any third-party infringement claims, we could face expensive and time-consuming litigation and be required to pay monetary damages, which could include treble damages and attorneys' fees for any infringement that is found to be willful, and either be enjoined or required to pay ongoing royalties with respect to any business methods or technologies that are found to be infringing. Further, as a result of infringement claims either against us or against those who license technology to us, we may be required, or deem it advisable, to develop non-infringing business methods or technology, which could be costly and time-consuming, or enter into costly royalty or licensing agreements.

Third parties have in the past, and may in the future, hire employees who have had access to our proprietary technologies, processes and operations. This exposes us to the risk that former employees will misappropriate our intellectual property.

Litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Any litigation, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, which could materially harm our business.

Segment Reporting Data

Operating segment and principal geographic area data for 2012, 2011 and 2010 are summarized in Note 14 of the Notes to the Consolidated Financial Statements in Part II, Item 8 of this report, which is incorporated herein by reference.

In addition, as a result of the reorganization previously discussed, beginning in January 2013, we are operating under three operating segments - Commercial, Public Sector and MacMall. Our segments are primarily aligned based upon their respective customer base. We include corporate related expenses such as legal, accounting, information technology, product management and certain pre-sales, value-added support services and other administrative costs that are not otherwise included in our operating segments in Corporate & Other. See "New Operating Segments" in Part II, Item 7 of this report for more information.

Employees

At December 31, 2012, we had 2,827 full-time and 65 part-time employees, consisting of 1,947 in the United States, 349 in Canada and 596 in the Philippines. We emphasize recruiting and training high-quality personnel and, to the extent practical, promote people to positions of increased responsibility from within the company. Many employees initially receive training appropriate for their position, followed by varying levels of training in computer technology, communication and leadership. New account executives participate in an intensive sales training program, during which time they are introduced to our business ethics and philosophy, available resources, products and services, as well as basic and advanced sales skills. Training for specific product lines and continuing education programs are conducted on a regular basis, supplemented by vendor-sponsored training programs for account executives and technical support personnel.

We consider our employee relations to be good. None of our employees is represented by a labor union, and we have experienced no work stoppages.

Regulatory and Legal Matters

Our businesses are subject to various regulatory and legal requirements, such as the Mail or Telephone Order Merchandise Rule and other related regulations promulgated by the Federal Trade Commission and other laws and regulations applicable to commerce on the Internet and laws and regulations of the federal government related to our procurement of products and services and our sales to the government. These laws and regulations may cover taxation of eCommerce, user privacy, marketing and promotional practices (including electronic communications with our customers and potential customers), database protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, product safety, the provision of online payment services, copyrights, patents and other intellectual property rights, data security, unauthorized access (including the Computer Fraud and Abuse Act), and the characteristics and quality of products and services.

While we believe we are currently in compliance with such laws and regulations and have sought to implement processes, programs and systems in an effort to achieve compliance with existing laws and regulations applicable to our businesses, many of these laws and regulations are unclear and have yet to be interpreted by courts, or may be subject to conflicting interpretations by courts. No assurances can be given that new laws or regulations will not be enacted or adopted, or that our processes, programs and systems will be sufficient to comply with present or future laws or regulations, which might adversely affect our operations. Moreover, changing technologies and the growth and evolution of Internet commerce has and may continue to prompt calls for more stringent consumer protection, privacy and data protection laws that, if enacted, could impose additional restrictions or burdens on us and other companies.

Based upon current law, certain of our subsidiaries currently collect and remit sales and use tax only on sales of products or services to residents of the states in which the respective subsidiaries have a physical presence or have voluntarily registered. Various state taxing authorities have sought to impose on direct marketers with no physical presence in the taxing state the burden of collecting state sales and use taxes on the sale of products or services shipped or sold to those states' residents, and it is possible that such a requirement could be imposed in the future. In addition, a number of bills may be introduced or are pending before federal and state legislatures that would potentially expand our tax collection or reporting responsibility. Until these legislative efforts have run their course and the courts have considered and resolved some cases involving these tax collection and reporting issues, there can be no assurance that future laws or interpretations of existing laws imposing taxes or other regulations on direct marketing or Internet commerce would not substantially impair our growth or otherwise have a material adverse effect on our business, results of operations and financial condition.

In addition, we and our subsidiaries may be subject to state or local taxes on income or (in states such as Kentucky, Michigan, Ohio, Texas, Washington or the District of Columbia) on gross receipts or a similar measure earned in a state even though we and our subsidiaries may have no physical presence in the state. State and local governments may seek to impose such taxes in cases where they believe the taxpayer may have a significant economic presence by reason of significant sales to customers located in the states. The responsibility to pay income and gross receipts taxes has also been the subject of court actions and various legislative efforts. There can be no assurance that these taxes will not be imposed upon us and our subsidiaries.

Available Information

Our corporate website address is www.pcm.com. We are subject to the informational requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and file or furnish reports, proxy statements, and other information with the Securities and Exchange Commission ("SEC"). We make our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and all amendments to these reports, if any, available free of charge on our corporate website as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. We have also adopted a code of conduct and ethics that applies to our directors, officers and employees which is available on our website. The information contained on our website is not part of this report or incorporated by reference herein.

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ITEM 1A. RISK FACTORS

This report and other documents we file with the Securities and Exchange Commission contain forward looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our business, our beliefs and our management's assumptions. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict. You should carefully consider the risks and uncertainties facing our business which are set forth below. The risks described below are not the only ones facing us. Our business is also subject to risks that affect many other companies, such as employment relations, general economic conditions, geopolitical events and international operations. Further, additional risks not currently known to us or that we currently believe are immaterial also may impair our business, operations, liquidity and stock price materially and adversely.

Our success is in part dependent on the accuracy and proper utilization of our management information and communications systems.

We have committed significant resources to the development of sophisticated systems that are used to manage our business. Our systems support phone and web-based sales, marketing, purchasing, accounting, customer service, warehousing and distribution, and facilitate the preparation of daily operating control reports which are designed to provide concise and timely information regarding key aspects of our business. The systems allow us to, among other things, monitor sales trends, make informed purchasing decisions, and provide product availability and order status information. In addition to the main computer systems, we have systems of networked computers across all of our locations. We also use our management information systems to manage our inventory. We believe that in order to remain competitive, we will need to upgrade our management information and communications systems on a regular basis, which could require significant capital expenditures.

We are currently upgrading many of our systems. We have purchased licenses for Microsoft Dynamics AX (Axapta) and other related tools, such as workflow software, web development tools and other related items, to upgrade our ERP and eCommerce systems. We recently launched a new generation of our public websites at pcm.com, macmall.com, onsale.com, ecost.com and our corporate extranet. We are currently working on the implementation of the ERP modules and the upgrade of the ERP systems, including additional enhancements and features, and we expect to be complete with all major phases of the implementation of the ERP systems by 2014. In addition to these upgrades, we recently implemented various Cisco solutions to upgrade our communications infrastructure to provide a unified platform for our entire company and to provide a robust and efficient contact center.

Our success is dependent on the accuracy and proper utilization of our management information systems and our communications systems. In addition to the costs associated with system upgrades, the transition to and implementation of new or upgraded solutions can result in system delays or failures. We currently operate one of our management information systems using an HP3000 Enterprise System, which was supported by HP until December 2010. We currently contract with a third party service provider specializing in maintenance and support of this system to provide us adequate support until we finalize the upgrade of this system to Microsoft Dynamics AX. Any interruption, corruption, degradation or failure of our management information systems or communications systems could adversely impact our ability to receive and process customer orders on a timely basis.

In addition to the specifically discussed systems upgrades discussed above, we also regularly upgrade our systems in an effort to better meet the information requirements of our users, and believe that to remain competitive, it will be necessary for us to upgrade these systems on a regular basis in the future. The implementation of any upgrades is complex, in part, because of the wide range of processes and the multiple systems that may need to be integrated across our business.

In connection with any system upgrades, we generally create a project plan to provide a reasonable allocation of resources to the project; however, execution of any such plan, or a divergence from it, may result in cost overruns, project delays or business interruptions. Furthermore, any divergence from any such project plan could affect the timing or the extent of benefits we may expect to achieve from the system or any process efficiencies. Any such project delays, business interruptions or loss of expected benefits could have a material adverse effect on our business, financial condition or results of operations.

Any disruptions, delays or deficiencies in the design, operation or implementation of our various systems, or in the performance of our systems, particularly any disruptions, delays or deficiencies that impact our operations, could adversely affect our ability to effectively run and manage our business, including our ability to receive, process, ship and bill for orders in a timely manner or our ability to properly manage our inventory or accurately present our inventory availability or pricing. We do not currently have a redundant or back-up telephone system, nor do we have complete redundancy for our management information systems. Any interruption, corruption, deficiency or delay in our management information systems, including those caused by natural disasters, could have a material adverse effect on our business, financial condition or results of operations.

Changes and uncertainties in the economic climate could negatively affect the rate of information technology spending by our customers, which would likely have an impact on our business.

As a result of the ongoing economic uncertainties, the direction and relative strength of the U.S. economy remains a considerable risk to our business, operating results and financial condition. This economic uncertainty could also increase the risk of uncollectible accounts receivable from our customers. During the recent economic downturns in the U.S. and elsewhere, customers generally reduced, often substantially, their rate of information technology spending. Additionally, economic conditions and the level of consumer confidence has limited technology spending. Future changes and uncertainties in the economic climate in the U.S. and elsewhere could have a similar negative impact on the rate of information technology spending of our current and potential customers, which would likely have a negative impact on our business, operating results and financial condition, and could significantly hinder our growth and prevent us from achieving our financial performance goals.

Our earnings and growth rate could be adversely affected by negative changes in economic or **geopolitical conditions**.

We are subject to risks arising from adverse changes in domestic and global economic conditions and unstable geopolitical conditions. If economic growth in the United States and other countries' economies slows or declines, consumer and business spending rates could be significantly reduced. This could result in reductions in sales of our products, longer sales and payment cycles, slower adoption of new technologies and increased price competition, any of which could materially and adversely affect our business, results of operations and financial condition. Weak general economic conditions or uncertainties in geopolitical conditions could adversely impact our revenue, expenses and growth rate. In addition, our revenue, gross margins and earnings could deteriorate in the future as a result of unfavorable economic or geopolitical conditions.

Our revenue is dependent on sales of products from a small number of key manufacturers, and a decline in sales of products from these manufacturers could materially harm our business.

Our revenue is dependent on sales of products from a small number of key manufacturers and software publishers, including Apple, Cisco, Dell, HP, Lenovo and Microsoft. For example, products manufactured by HP accounted for approximately 20%, 21% and 20% of our total net sales for 2012, 2011 and 2010 and products manufactured by Apple accounted for approximately 18%, 21% and 21% of our total net sales for 2012, 2011 and 2010. A decline in sales of any of our key manufacturers' products, whether due to decreases in supply of or demand for their products, termination of any of our agreements with them, or otherwise, could have a material adverse impact on our sales and operating results.

Certain of our vendors provide us with incentives and other assistance that reduce our operating costs, and any decline in these incentives and other assistance could materially harm our operating results.

Certain of our vendors, including Apple, Cisco, Dell, HP, Ingram Micro, Lenovo, Microsoft and Tech Data, provide us with trade credit or substantial incentives in the form of discounts, credits and cooperative advertising. We have agreements with many of our vendors under which they provide us, or they have otherwise consistently provided us, with market development funds to finance portions of our catalog publication and distribution costs based upon the amount of coverage we give to their respective products in our catalogs or other advertising mediums. Any termination or interruption of our relationships with one or more of these vendors, particularly Apple or HP, or modification of the terms or discontinuance of our agreements and market development fund programs and arrangements with these vendors, could adversely affect our operating income and cash flow. For example, the amount of vendor consideration we receive from a particular vendor may be impacted by a number of events outside of our control, including acquisitions, divestitures, management changes or economic pressures affecting such vendor, any of which could materially affect the amount of vendor consideration we receive from such vendor.

We do not have long-term supply agreements or guaranteed price or delivery arrangements with our vendors.

In most cases we have no guaranteed price or delivery arrangements with our vendors. As a result, we have experienced and may in the future experience inventory shortages on certain products. Furthermore, our industry occasionally experiences significant product supply shortages and customer order backlogs due to the inability of certain manufacturers to supply certain products as needed. We cannot assure you that suppliers will maintain an adequate supply of products to fulfill our orders on a timely basis, or at all, or that we will be able to obtain particular products on favorable terms or at all. Additionally, we cannot assure you that product lines currently offered by suppliers will continue to be available to us. A decline in the supply or continued availability of the products of our vendors, or a significant increase in the price of those products, could reduce our sales and negatively affect our operating results.

Substantially all of our agreements with vendors are terminable within 30 days.

Substantially all of our agreements with vendors are terminable upon 30 days' notice or less. For example, while we are an authorized dealer for HP and Apple products, they can terminate our dealer agreements upon 30 days' notice. Vendors that currently sell their products through us could decide to sell, or increase their sales of, their products directly or through other resellers or channels. Any termination, interruption or adverse modification of our relationship with a key vendor or a significant number of other vendors would likely adversely affect our operating income, cash flow and future prospects.

Our success is dependent in part upon the ability of our vendors to develop and market products that meet changes in marketplace demand, as well as our ability to sell popular products from new vendors.

The products we sell are generally subject to rapid technological change and related changes in marketplace demand. Our success is dependent in part upon the ability of our vendors to develop and market products that meet these changes in marketplace demand. Our success is also dependent on our ability to develop relationships with and sell products from new vendors that address these changes in marketplace demand. To the extent products that address changes in marketplace demand are not available to us, or are not available to us in sufficient quantities or on acceptable terms, we could encounter increased price and other competition, which would likely adversely affect our business, financial condition and results of operations.

We may not be able to maintain existing or build new vendor relationships, which may affect our ability to offer a broad selection of products at competitive prices and negatively impact our results of operations.

We purchase products for resale both directly from manufacturers and indirectly through distributors and other sources, all of whom we consider our vendors. We also maintain certain qualifications and preferred provider status with several of our vendors, which provides us with preferred pricing, vendor training and support, preferred access to products, and other significant benefits. While these vendor relationships are an important element of our business, we do not have long-term agreements with any of these vendors. Any agreements with vendors governing our purchase of products are generally terminable by either party upon 30 days' notice or less. In general, we agree to offer products on our websites and through our catalogs and the vendors agree to provide us with information about their products and honor our customer service policies. If we do not maintain our existing relationships or build new relationships with vendors on acceptable terms, including favorable product pricing and vendor consideration, we may not be able to offer a broad selection of products or continue to offer products at competitive prices. In addition, some vendors may decide not to offer particular products for sale on the Internet, and others may avoid offering their new products to retailers offering a mix of close-out and refurbished products in addition to new products. From time to time, vendors may be acquired by other companies, terminate our right to sell some or all of their products, modify or terminate our preferred provider or qualification status, change the applicable terms and conditions of sale or reduce or discontinue the incentives or vendor consideration that they offer us. Any such termination or the implementation of such changes, or our failure to build new vendor relationships, could have a negative impact on our operating results. Additionally, some products are subject to manufacturer or distributor allocation, which limits the number of units of those products that are available to us and may adversely affect our operating results.

Narrow gross margins magnify the impact of variations in operating costs and of adverse or unforeseen events on operating results.

We are subject to intense price competition with respect to the products, services and solutions we sell. As a result, our gross margins have historically been narrow, and we expect them to continue to be narrow. We have recently experienced increasing price competition, which has a negative impact on our gross margins. Narrow gross margins magnify the impact of variations in operating costs and of adverse or unforeseen events on operating results. Future increases in costs such as the cost of merchandise, wage levels, shipping rates, freight costs and fuel costs may negatively impact our margins and profitability. We are not always able to raise the sales price to offset cost increases. If we are unable to maintain our gross margins in the future, it could have a material adverse effect on our business, financial condition or results of operations. In addition, because price is an important competitive factor in our industry, we cannot assure you that we will not be subject to increased price competition in the future. If we become subject to increased price competition in the future, we cannot assure you that we will not lose market share, that we will not be forced to reduce our prices and further reduce our gross margins, or that we will be able to compete effectively.

We experience variability in our net sales and net income on a quarterly basis as a result of many factors.

We experience variability in our net sales and net income on a quarterly basis as a result of many factors. These factors include:

- the relative mix of products, services and solutions sold during the period;
- the general economic environment and competitive conditions, such as pricing;
- the timing of procurement cycles by our business, government and educational institution customers;
- seasonality in consumer spending;
- variability in vendor programs;
- the introduction of new products, services or solutions by us or our competitors;
- changes in prices from our suppliers;
- promotions;
- the loss or consolidation of significant suppliers or customers;
- our ability to control costs;
- the timing of our capital expenditures;
- the condition of our industry in general;
- seasonal shifts in demand for products, services or solutions we offer;
- consumer acceptance of new purchasing models;
- industry announcements and market acceptance of new offerings or upgrades;
- deferral of customer orders in anticipation of new offerings;
- product or solution enhancements or operating system changes;
- any inability on our part to obtain adequate quantities of products, services or solutions;
- delays in the release by suppliers of new products or solutions and inventory adjustments;
- our expenditures on new business ventures and acquisitions;

- performance of acquired businesses;
- adverse weather conditions that affect supply or customer response;
- distribution or shipping to our customers; and
- geopolitical events.

Our planned operating expenditures each quarter are based on sales forecasts for the quarter. If our sales do not meet expectations in any given quarter, our operating results for the quarter may be materially adversely affected. Our narrow gross margins may magnify the impact of these factors on our operating results. We believe that period-to-period comparisons of our operating results are not necessarily a good indication of our future performance. In addition, our results in any quarterly period are not necessarily indicative of results to be expected for a full fiscal year. In future quarters, our operating results may be below the expectations of public market analysts or investors and as a result the market price of our common stock could be materially adversely affected.

Our focus on commercial and public sector sales presents numerous risks and challenges, and may not improve our profitability or result in expanded market share.

An important element of our business strategy is to focus on commercial and public sector sales and related market share growth. In competing in these markets, we face numerous risks and challenges, including competition from a wider range of sources and the need to continually develop and enhance strategic relationships. We cannot assure you that our focus on commercial and public sector sales will result in expanded market share or increased profitability. Furthermore, revenue from our public sector business is derived from sales to federal, state and local governmental departments and agencies, as well as to educational institutions, through various contracts and open market sales. Government contracting is a highly regulated area, and noncompliance with government procurement regulations or contract provisions could result in civil, criminal, and administrative liability, including substantial monetary fines or damages, termination of government contracts, and suspension, debarment or ineligibility from doing business with the government. The effect of any of these possible actions by any governmental department or agency with which we contract could adversely affect our business or results of operations. Moreover, contracting with governmental departments and agencies involves additional risks, such as longer payment terms, limited recourse against the government agency in the event of a business dispute, requirements that we provide representations, warranties and indemnities related to the products, services and solutions we sell, the potential lack of a limitation of our liability for damages from our product sales or our provision of services to the department or agency, and the potential for changes in statutory or regulatory provisions that negatively affect the profitability of such contracts. Similarly, many large commercial businesses also require us to regularly enter into complex contractual relationships involving various risks and uncertainties such as requirements that we provide representations, warranties and indemnities to our customers and potential lack of limitation of our liability for damages under some of such contracts.

Our strategy and investments in increasing the productivity of our account executives, and our focus on sales and delivery of technology services and solutions may not improve our profitability or result in expanded market share.

We have made and are currently making efforts to increase our market share by investing in training and retention of our outbound phone-based sales force. We have also incurred, and expect to continue to incur, significant expenses resulting from infrastructure investments related to our outbound phone-based sales force. Our customers are increasingly consuming IT in different and evolving ways and utilizing more elaborate services and solutions. In response, we are investing in our services and solutions capabilities and portfolio and are working with our customers to identify areas where they can gain efficiencies by outsourcing to us traditional IT functions. Specifically, we are focused on and investing in solutions around the data center (which includes storage and security solutions), cloud computing, collaboration, virtualization, secure mobility, borderless networks and enterprise software solutions. We cannot assure you that any of our investments in our outbound phone-based sales force or our focus on our services and solutions capabilities and portfolio will result in expanded market share or increased profitability in the near or long term.

Our financial performance could be adversely affected if we are not able to retain and increase the experience of our sales force or if we are not able to maintain or increase their productivity.

Our sales and operating results may be adversely affected if we are unable to increase the average tenure of our account executives or if the sales volumes and profitability achieved by our account executives do not increase with their increased experience.

Existing or future government and tax laws and regulations and related risks could expose us to liabilities or costly changes in our business operations, and could reduce demand for our products and services.

Based upon current interpretations of existing law, certain of our subsidiaries currently collect and remit sales or use tax only on sales of products or services to residents of the states in which the respective subsidiaries have a physical presence or have voluntarily registered for sales tax collection. The U.S. Supreme Court has ruled that states, absent Congressional legislation, may not impose tax collection obligations on an out-of-state direct marketer whose only contacts with the taxing state are distribution of catalogs and other advertisement materials through the mail, and whose subsequent delivery of purchased goods is by mail or interstate common carriers. However, we cannot predict the level of contact with any state which would give rise to future or past tax collection obligations. Additionally, it is possible that federal legislation could be enacted that would permit states to impose sales or use tax collection obligations on out-of-state direct marketers. Furthermore, court cases have upheld tax collection obligations on companies, including mail order companies, whose contacts with the taxing state were quite limited (e.g., visiting the state several times a year to aid customers or to inspect stores stocking their goods or to provide training or other support to customers in the state). States have also successfully imposed sales and use tax collection responsibility upon in-state manufacturers that agree to act as a drop shipper for the out-of-state marketer, giving rise to the risk that such taxes may be imposed indirectly on the out-of-state seller. We believe our operations in states in which we have no physical presence are different from the operations of the companies in those cases and are thus not subject to the tax collection obligations imposed by those decisions. Various state laws, regulations and taxing authorities have sought to impose on direct marketers with no physical presence in the taxing state the burden of collecting or reporting information related to state sales and use taxes on the sale of products shipped or services sold to those states' residents, and it is possible that such a requirement could be imposed in the future. For example, New York recently adopted an affiliate marketing statute and related regulations that impose sales and use tax collection obligations on out-of-state sellers that use certain web-based affiliate marketing relationships with web-based affiliates deemed to be located in New York. Other states have proposed similar legislation. There can be no assurance that existing or future laws that impose taxes or other regulations on direct marketing or Internet commerce would not substantially impair our growth or otherwise have a material adverse effect on our business, results or operations and financial condition.

In addition, we and our subsidiaries may be subject to state or local taxes on income or (in states such as Kentucky, Michigan, Ohio, Texas, Washington or the District of Columbia) on gross receipts or a similar measure earned in a state even though we and our subsidiaries may have no physical presence in the state. State and local governments may seek to impose such taxes in cases where they believe the taxpayer may have a significant economic presence by reason of significant sales to customers located in the states. The responsibility to pay income and gross receipts taxes has also been the subject of court actions and various legislative efforts. There can be no assurance that these taxes will not be imposed upon us and our subsidiaries.

We also are subject to general business laws and regulations, as well as laws and regulations specifically governing companies that do business over the Internet. These laws and regulations may cover taxation of eCommerce, user privacy, marketing and promotional practices (including electronic communications with our customers and potential customers), database protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, product safety, the provision of online payment services, copyrights, patents and other intellectual property rights, data security, unauthorized access (including the Computer Fraud and Abuse Act), and the characteristics and quality of products and services. Additionally, some of our subsidiaries which are government contractors or subcontractors are subject to laws and regulations related to companies that sell to the government, including but not limited to regulations of the Department of Labor and laws and regulations related to our procurement of products and services and our sales to the government.

While we have sought to implement processes, programs and systems in an effort to achieve compliance with existing laws and regulations applicable to our business, many of these laws and regulations are unclear and have yet to be interpreted by courts, or may be subject to conflicting interpretations by courts. Further, no assurances can be given that new laws or regulations will not be enacted or adopted, or that our processes, programs and systems will be sufficient to comply with present or future laws or regulations, which might adversely affect our business, financial condition or results of operations.

Such existing and future laws and regulations may also impede our business. Additionally, it is not always clear how existing laws and regulations governing issues such as property ownership, sales and other taxes, libel, trespass, data mining and collection, data security and personal privacy, among other laws, apply to our businesses. Unfavorable resolution of these issues may expose us to liability and costly changes in our business operations, and could reduce customer demand for our products, services and solutions.

The growth and demand for online commerce has and may continue to result in more stringent consumer protection laws that impose additional compliance burdens on online companies. These consumer protection laws could result in substantial compliance costs and could decrease our profitability. Further, additional regulation of the Internet may lead to a decrease in Internet usage, which could adversely affect our business. Growing public concern about privacy and the collection, distribution and use of information about individuals may subject us to increased regulatory scrutiny or litigation. In the past, the FTC has investigated companies that have used personally identifiable information without permission or in violation of a stated privacy policy. If we are accused of violating the stated terms of our privacy policy or of data breach violations, we may face a loss of customers or damage to our reputation and may be forced to expend significant amounts of financial and managerial resources to defend against these accusations, face potential liability and be subject to extended regulatory oversight in the form of a long-term consent order.

Data security laws are also becoming more widespread and burdensome in the United States, and increasingly require notification of affected individuals and, in some instances, regulators. Moreover, third parties are engaging in increased cyber-attacks and other data theft efforts, and individuals are increasingly subjected to theft of identity, medical or credit card or other financial account information. In addition to risks we face from cyber attacks or data theft efforts directly targeted at our systems, we offer our products, services and solutions to companies, such as healthcare or financial institutions, under contracts which may expose us to significant liabilities for data breaches or losses which could arise out of or result from products, services or solutions we may sell to these institutions. There is a risk that we may fail to prevent such data theft or data breaches and that our customers or others may assert claims against us as a result. In addition, the FTC and state consumer protection authorities have brought a number of enforcement actions against U.S. companies for alleged deficiencies in those companies' data security practices, and they may continue to bring such actions. Enforcement actions, which may or may not be based upon actual cyber attacks or other breaches in data security, present an ongoing risk to us, could result in a loss of customers, damage to our reputation and monetary damages.

Additionally, although historically only a small percentage of our total sales in any given quarter or year are made to customers outside of the continental United States, there is a possibility that a foreign jurisdiction may take the position that our business is subject to its laws and regulations, which could impose restrictions or burdens on us and expose us to tax and other potential liabilities and could also require costly changes to our business operations with respect to those jurisdictions. In some cases, our sales related to foreign jurisdictions could also be subject to export control laws and foreign corrupt practice laws and there is a risk that we could face allegations from U.S. or foreign governmental authorities alleging our failure to comply with the requirements of such laws subjecting us to costly litigation and potential significant governmental penalties or fines.

Part of our business strategy includes the opportunistic acquisition of other companies, and we may have difficulties integrating acquired companies into our operations in a cost-effective manner, if at all.

One element of our business strategy involves the potential expansion through opportunistic acquisitions of businesses, assets, personnel or technologies that allow us to complement our existing operations, expand our market coverage, or add new business capabilities. We continually evaluate and explore strategic opportunities as they arise, including business combination transactions, strategic partnerships, and the purchase or sale of assets. Our acquisition strategy depends on the availability of suitable acquisition candidates at reasonable prices and our ability to resolve challenges associated with integrating acquired businesses into our existing business. No assurance can be given that the benefits or synergies we may expect from the acquisition of companies or businesses will be realized to the extent or in the time frame we anticipate. We may lose key employees, customers, distributors, vendors and other business partners of the companies we acquire following and continuing after announcement of acquisition plans. In addition, acquisitions may involve a number of risks and difficulties, including expansion into new geographic markets and business areas, the diversion of management's attention to the operations and personnel of the acquired company, the integration of the acquired company's personnel, operations and management information (ERP) systems, changing relationships with customers, suppliers and strategic partners, and potential short-term adverse effects on our operating results. These challenges can be magnified as the size of the acquisition increases. Any delays or unexpected costs incurred in connection with the integration of acquired companies or otherwise related to the acquisitions could have a material adverse effect on our business, financial condition and results of operations.

Acquisitions may require large one-time charges and can result in increased debt or other contingent liabilities, adverse tax consequences, deferred compensation charges, the recording and later amortization of amounts related to deferred compensation and certain purchased intangible assets, and the refinement or revision of fair value acquisition estimates following the completion of acquisitions, any of which items could negatively impact our business, financial condition and results of operations. In addition, we may record goodwill in connection with an acquisition and incur goodwill impairment charges in the future. Any of these charges could cause the price of our common stock to decline.

An acquisition could absorb substantial cash resources, require us to incur or assume debt obligations, or involve our issuance of additional equity securities. If we issue equity securities in connection with an acquisition, we may dilute our common stock with securities that have an equal or a senior interest in our company. If we incur additional debt to pay for an acquisition, it may significantly reduce amounts that would otherwise be available under our credit facility, increase our interest expense, leverage and debt service requirements and could negatively impact our ability to comply with applicable financial covenants in our credit facility or limit our ability to obtain credit from our vendors. Acquired entities also may be highly leveraged or dilutive to our earnings per share, or may have unknown liabilities. In addition, the combined entity may have lower revenues or higher expenses and therefore may not achieve the anticipated results. Any of these factors relating to acquisitions could have a material adverse impact on our business, financial condition and results of operations.

We cannot assure you that we will be able to identify suitable acquisition opportunities, consummate any pending or future acquisitions or that we will realize any anticipated benefits from any such acquisitions. Even if we do find suitable acquisition opportunities, we may not be able to consummate the acquisitions on commercially acceptable terms, and any decline in the price of our common stock may make it significantly more difficult and expensive to initiate or consummate additional acquisitions. We cannot assure you that we will be able to implement or sustain our acquisition strategy or that our strategy will ultimately prove profitable.

If goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings.

The purchase price allocation for our historical acquisitions resulted in a material amount allocated to goodwill and intangible assets. In accordance with GAAP, we review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. We review the fair values of our goodwill and intangible assets with indefinite useful lives and test them for impairment annually or whenever events or changes in circumstances indicate an impairment may have occurred. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or intangible assets may not be recoverable include a decline in stock price and market capitalization, reduced future cash flow estimates, and slower growth rates in our industry. We may be required to record a significant non-cash charge to earnings in our consolidated financial statements during the period in which any impairment of our goodwill or intangible assets is determined, which could have a material adverse effect on our results of operations.

If significant negative industry or economic trends, including decreases in our market capitalization, slower growth rates or lack of growth in our business occurs in the future it may indicate that impairment charges are required. If we are required to record any impairment charges, this could have a material adverse effect on our consolidated financial statements. In addition, the testing of goodwill for impairment requires us to make significant estimates about the future performance and cash flows of our company, as well as other assumptions. These estimates can be affected by numerous factors, including changes in economic, industry or market conditions, changes in underlying business operations, future reporting unit operating performance, existing or new product market acceptance, changes in competition, or changes in technologies. Any changes in key assumptions, or actual performance compared with those assumptions, about our business and future prospects or other assumptions could affect the fair value of one or more reporting units, resulting in an impairment charge.

We may not be able to maintain profitability on a quarterly or annual basis.

Our ability to maintain profitability on a quarterly or annual basis given our planned business strategy depends upon a number of factors, including but not limited to our ability to achieve and maintain vendor relationships, procure merchandise and fulfill orders in an efficient manner, leverage our fixed cost structure, maintain adequate levels of vendor consideration and price protection, maintain a well-balanced product and customer mix, maintain customer acquisition costs and shipping costs at acceptable levels, and our ability to effectively compete in the marketplace with our competitors. Our ability to maintain profitability on a quarterly or annual basis will also depend on our ability to manage and control operating expenses and to generate and sustain adequate levels of revenue. Many of our expenses are fixed in the short term, and we may not be able to quickly reduce spending if our revenue is lower than what we project. In addition, we may find that our business plan costs more to execute than what we currently anticipate. Some of the factors that affect our ability to maintain profitability on a quarterly or annual basis are beyond our control, including general economic trends and uncertainties.

The effect of accounting rules for stock-based compensation may materially adversely affect our consolidated operating results, our stock price and our ability to hire, retain and motivate employees.

We use employee stock options and other stock-based compensation to hire, retain and motivate certain of our employees. Current accounting rules require us to measure compensation costs for all stock-based compensation (including stock options) at fair value as of the date of grant and to recognize these costs as expenses in our consolidated statements of operations. The recognition of non-cash stock-based compensation expenses in our consolidated statements of operations has had and will likely continue to have a negative effect on our consolidated operating results, including our net income and earnings per share, which could negatively impact our stock price. Additionally, if we reduce or alter our use of stock-based compensation to reduce these expenses and their impact, our ability to hire, motivate and retain certain employees could be adversely affected and we may need to increase the cash compensation we pay to these employees.

Our operating results are difficult to predict and may adversely affect our stock price.

Our operating results have fluctuated in the past and are likely to vary significantly in the future based upon a number of factors, many of which we cannot control. We operate in a highly dynamic industry and future results could be subject to significant fluctuations. These fluctuations could cause us to fail to meet or exceed financial expectations of investors or analysts, which could cause our stock price to decline rapidly and significantly. Revenue and expenses in future periods may be greater or less than revenue and expenses in the immediately preceding period or in the comparable period of the prior year. Therefore, period-to-period comparisons of our operating results are not necessarily a good indication of our future performance. Some of the factors that could cause our operating results to fluctuate include:

- changes in the mix of products, services or solutions that we sell;
- the amount and timing of operating costs and capital expenditures relating to any expansion of our business operations and infrastructure;
- price competition that results in lower sales volumes, lower profit margins, or net losses;

- the availability of vendor programs, authorizations or certifications;
- our ability to attract and retain key personnel and the related costs,
- fluctuations in the demand for our products, services or solutions or overstocking or under-stocking of our products;
- economic conditions;
- changes in the amounts of information technology spending by our customers;
- the amount and timing of advertising and marketing costs;
- fluctuations in levels of inventory theft, damage or obsolescence that we incur;
- our ability to successfully integrate operations and technologies from any past or future acquisitions or other business combinations;
- revisions or refinements of fair value estimates relating to acquisitions or other business combinations;
- changes in the number of visitors to our websites or our inability to convert those visitors into customers;
- technical difficulties, including system or Internet failures;
- introduction of new or enhanced products, services or solutions by us or our competitors;
- fluctuations in our shipping costs; and
- foreign currency exchange rates.

If we fail to accurately predict our inventory risk, our gross margins may decline as a result of required inventory write downs due to lower prices obtained from older or obsolete products.

We derive a significant amount of our gross sales from products sold out of inventory at our distribution facilities. We assume the inventory damage, theft and obsolescence risks, as well as price erosion risks for products that are sold out of inventory stocked at our distribution facilities. These risks are especially significant because many of the products we sell are characterized by rapid technological change, obsolescence and price erosion, and because our distribution facilities sometimes stock large quantities of particular types of inventory. There can be no assurance that we will be able to identify and offer products necessary to remain competitive, maintain our gross margins, or avoid or minimize losses related to excess and obsolete inventory. We currently have limited return rights with respect to products we purchase from Apple, HP and certain other vendors, but these rights vary by product line, are subject to specified conditions and limitations, and can be terminated or changed at any time.

We may need additional financing and may not be able to raise additional financing on favorable terms or at all, which could increase our costs, limit our ability to grow and dilute the ownership interests of existing stockholders.

We require substantial working capital to fund our business. We believe that our current working capital, including our existing cash balance, together with our expected future cash flows from operations and available borrowing capacity under our existing credit facility, which functions as a working capital line of credit, will be adequate to support our current operating plans for at least the next twelve months. However, if we need additional financing, such as for acquisitions or expansion of our business or the businesses of our subsidiaries or to finance our operations during a significant downturn in sales or an increase in operating expenses, there are no assurances that adequate financing will be available on acceptable terms, if at all. We may in the future seek additional financing from public or private debt or equity financings to fund additional expansion, or take advantage of strategic opportunities or favorable market conditions. There can be no assurance such financings will be available on terms favorable to us or at all. To the extent any such financings involve the issuance of equity securities, existing stockholders could suffer dilution. If we raise additional financing through the issuance of equity, equity-related or debt securities, those securities may have rights, preferences or privileges senior to those of the rights of our common stock and our stockholders will experience dilution of their ownership interests. If additional financing is required but not available, we would have to implement further measures to conserve cash and reduce costs. However, there is no assurance that such measures would be successful. Our failure to raise required additional financing could adversely affect our ability to maintain, develop or enhance our product offerings, take advantage of future strategic opportunities, respond to competitive pressures or continue operations.

Economic volatility and geopolitical uncertainty could result in disruptions of the capital and credit markets. Problems in these areas could have a negative impact on our ability to obtain future financing if we need additional funds, such as for acquisitions or expansion, to fund changes in our sales or an increase in our operating expenses, or to take advantage of strategic opportunities or favorable market conditions. We may seek additional financing from public or private debt or equity issuances; however, there can be no assurance that such financing will be available at acceptable terms, if at all. Also, there can be no assurance that the cost or availability of future borrowings, if any, under our credit facility or in the debt markets will not be impacted by disruptions in the capital and credit markets.

Rising interest rates could negatively impact our results of operations and financial condition.

A significant portion of our working capital requirements and our real estate acquisitions have historically been funded through borrowings under our working capital credit facility or through long term notes. These facilities bear interest at variable rates tied to the LIBOR or prime rate, and the long term notes generally have initial terms of between five and seven years. If the variable interest rates on our borrowings increase, we could incur greater interest expense than we have in the past. Rising interest rates, and our increased interest expense that would result from them, could negatively impact our results of operations and financial condition.

We may be subject to claims regarding our intellectual property, including our business processes, or the products, services or solutions we sell, any of which could result in expensive litigation, distract our management or force us to enter into costly royalty or licensing agreements.

Third parties have asserted, and may in the future assert, that our business or the technologies we use or sell infringe on their intellectual property rights. As a result, we may be subject to intellectual property legal proceedings and claims in the ordinary course of our business. We cannot predict whether third parties will assert additional claims of infringement against us in the future or whether any future claims will prevent us from offering popular products or operating our business as planned. If we are forced to defend against any third-party infringement claims, whether they are with or without merit or are determined in our favor, we could face expensive and time-consuming litigation, which could result in the imposition of a preliminary injunction preventing us from continuing to operate our business as currently conducted throughout the duration of the litigation or distract our technical and management personnel. If we are found to infringe, we may be required to pay monetary damages, which could include treble damages and attorneys' fees for any infringement that is found to be willful, and either be enjoined or required to pay ongoing royalties with respect to any technologies found to infringe. Further, as a result of infringement claims either against us or against those who license technology to us, we may be required, or deem it advisable, to develop non-infringing technology, which could be costly and time consuming, or enter into costly royalty or licensing agreements. Such royalty or licensing agreements, if required, may be unavailable on terms that are acceptable to us, or at all. If a third party successfully asserts an infringement claim against us and we are enjoined or required to pay monetary damages or royalties or we are unable to develop suitable non-infringing alternatives or license the infringed or similar technology on reasonable terms on a timely basis, our business, results of operations and financial condition could be materially harmed. Similarly, we may be required incur substantial monetary and diverted resource costs in order to protect our intellectual property rights against infringement by others.

Furthermore, we sell products and solutions manufactured and distributed by third parties, some of which may be defective. If any product or solution that we sell were to cause physical injury or damage to property, the injured party or parties could bring claims against us as the retailer of the product or solution. Our insurance coverage may not be adequate to cover every claim that could be asserted. If a successful claim were brought against us in excess of our insurance coverage, it could expose us to significant liability. Even unsuccessful claims could result in the expenditure of funds and management time and could decrease our profitability.

Costs and other factors associated with pending or future litigation could materially harm our business, results of operations and financial condition.

From time to time we receive claims and become subject to litigation, including consumer protection, employment, intellectual property and other litigation related to the conduct of our business. Additionally, we may from time to time institute legal proceedings against third parties to protect our interests. Any litigation that we become a party to could be costly and time consuming and could divert our management and key personnel from our business operations. In connection with any such litigation, we may be subject to significant damages or equitable remedies relating to the operation of our business and could incur significant costs in asserting, defending, or settling any such litigation. We cannot determine with any certainty the costs or outcome of pending or future litigation. Any such litigation may materially harm our business, results of operations or financial condition.

We may fail to expand our product, services and solutions categories and offerings or our websites or our processing systems in a cost-effective and timely manner as may be required to efficiently operate our business.

We may be required to expand or change our product, services and solutions categories or offerings, our websites or our processing systems in order to compete in our highly competitive and rapidly changing industry or to efficiently operate our business. Any failure on our part to expand or change the way we do business in a cost-effective and timely manner in response to any such requirements would likely adversely affect our operating results, financial condition or future prospects. Additionally, we cannot assure you that we will be successful in implementing any such changes when and if they are required.

We have generated substantial portions of our revenue in the past from the sale of computer hardware, software and accessories and consumer electronics products. Expansion into new product, service and solutions categories, including for example our efforts to grow our value-added services and solutions, may require us to incur significant marketing expenses, develop relationships with new vendors and comply with new regulations. We may lack the necessary expertise in a new category to realize the expected benefits of that new category. These requirements could strain our managerial, financial and operational resources. Additional challenges that may affect our ability to expand into new product, service or solutions categories include our ability to:

- establish or increase awareness of our new brands and product, service and solutions categories;
- acquire, attract and retain customers at a reasonable cost;

- achieve and maintain a critical mass of customers and orders across all of our product categories;
- attract a sufficient number of new customers to whom any new categories and offerings are targeted;
- successfully market our new categories or offerings to existing customers;
- maintain or improve our gross margins and fulfillment costs;
- attract and retain vendors to provide expanded lines of products, services or solutions to our customers on terms that are acceptable to us; and
- manage our inventory in new product categories.

We cannot be certain that we will be able to successfully address any or all of these challenges in a manner that will enable us to expand our business into new categories in a cost-effective or timely manner. If our new categories are not received favorably, or if our suppliers fail to meet our customers' expectations, our results of operations would suffer and our reputation and the value of the applicable new brand and our other brands could be damaged. The lack of market acceptance of our new categories or our inability to generate satisfactory revenue from any such expanded offerings to offset their cost could harm our business, financial condition or results of operations.

We may not be able to attract and retain key personnel such as senior management, sales, services and solutions personnel or information technology specialists.

Our future performance will depend to a significant extent upon the efforts and abilities of certain key management and other personnel, including Frank F. Khulusi, our Chairman of the Board and Chief Executive Officer, as well as other executive officers and senior management. The loss of service of one or more of our key management members could have a material adverse effect on our business. Our success and plans for future growth will also depend in part on our management's continuing ability to hire, train and retain skilled personnel in all areas of our business such as sales, service and solutions personnel and IT personnel. For example, our management information systems and processes require the services of employees with extensive knowledge of these systems and processes and the business environment in which we operate, and in order to successfully implement and operate our systems and processes we must be able to attract and retain a significant number of information technology specialists. We may not be able to attract, train and retain the skilled personnel required to, among other things, implement, maintain, and operate our information systems and processes, and any failure to do so would likely have a material adverse effect on our operations.

If we fail to achieve and maintain adequate internal controls, we may not be able to produce reliable financial reports in a timely manner or prevent financial fraud.

We monitor and periodically test our internal control procedures. We may from time to time identify deficiencies which we may not be able to remediate in a timely or cost-effective manner. In addition, if we fail to achieve and maintain the adequacy of our internal controls, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting. Effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important in helping prevent financial fraud. If we cannot provide reliable financial reports on a timely basis or prevent financial fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly.

Any inability to effectively manage our growth may prevent us from successfully expanding our business.

The growth of our business has required us to make significant additions in personnel and has significantly increased our working capital requirements. Although we have experienced significant sales growth in the past, such growth should not be considered indicative of future sales growth. Such growth has resulted in new and increased responsibilities for our management personnel and has placed and continues to place significant strain upon our management, operating and financial systems, and other resources. Any future growth, whether organic or through acquisition, may result in increased strain. There can be no assurance that current or future strain will not have a material adverse effect on our business, financial condition, and results of operations, nor can there be any assurance that we will be able to attract or retain sufficient personnel to continue the expansion of our operations. Also crucial to our success in managing our growth will be our ability to achieve additional economies of scale. We cannot assure you that we will be able to achieve such economies of scale, and the failure to do so could have a material adverse effect upon our business, financial condition or results of operations.

Our advertising and marketing efforts may be costly and may not achieve desired results.

We incur substantial expense in connection with our advertising and marketing efforts. Although we target our advertising and marketing efforts on current and potential customers who we believe are likely to be in the market for the products we sell, we cannot assure you that our advertising and marketing efforts will achieve our desired results. In December 2012, we unified many of our commercial brands. While we believe this unification will lead to an improved customer experience, operational synergies and benefits to all of our stakeholders, we are unable to quantify all of the synergies or potential future costs related to our rebranding strategy. In addition, we periodically adjust our advertising expenditures in an effort to optimize the return on such expenditures. Any decrease in the level of our advertising expenditures which may be made to optimize such return could adversely affect our sales.

We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets, which could negatively impact our business, operating results and financial condition.

Business customers who qualify are provided credit terms and while we monitor individual customer payment capability and maintain reserves we believe are adequate to cover exposure for doubtful accounts, we have exposure to credit risk in the event that customers fail to meet their payment obligations. Additionally, to the degree that there may be tightness in the credit markets that makes it more difficult for some customers to obtain financing, those customers' ability to meet their payment obligations to us could be adversely impacted, which in turn could have a material adverse impact on our business, operating results, and financial condition.

Increased product returns or a failure to accurately predict product returns could decrease our revenue and impact profitability.

We make allowances for product returns in our consolidated financial statements based on historical return rates. We are responsible for returns of certain products shipped from our distribution center, as well as products that are shipped to our customers directly from our vendors. If our actual product returns significantly exceed our allowances for returns, our revenue and profitability could decrease. In addition, because our allowances are based on historical return rates, the introduction of new merchandise categories, new products, changes in our product mix, or other factors may cause actual returns to exceed return allowances, perhaps significantly. In addition, any policies that we adopt that are intended to reduce the number of product returns may result in customer dissatisfaction and fewer repeat customers.

Our business may be harmed by fraudulent activities on our websites.

We have received in the past, and anticipate that we will receive in the future, communications from customers due to purported fraudulent activities on our websites, including fraudulent credit card transactions. Negative publicity generated as a result of fraudulent conduct by third parties could damage our reputation and diminish the value of our brand name. Fraudulent activities on our websites could also subject us to losses and could lead to scrutiny from lawmakers and regulators regarding the operation of our websites. We expect to continue to receive requests from customers for reimbursement due to purportedly fraudulent activities or threats of legal action against us if no reimbursement is made.

We may be liable for misappropriation of our customers' personal information.

If third parties or our employees are able to penetrate our network security or otherwise misappropriate our customers' personal information or credit card information, or such information for which our customers may be responsible and for which we agree to be responsible in connection with service contracts we may enter, or if we give third parties or our employees improper access to any such personal information or credit card information, we could be subject to liability. This liability could include claims for unauthorized purchases with credit card information, identity theft or other similar fraud-related claims. This liability could also include claims for other misuses of personal information, including for unauthorized marketing purposes. Other liability could include claims alleging misrepresentation or our privacy and data security practices. Any such liability for misappropriation of this information could decrease our profitability. In addition, the Federal Trade Commission and state agencies have been investigating various Internet companies regarding whether they misused or inadequately secured personal information regarding consumers. We could incur additional expenses if new laws or regulations regarding the use of personal information are introduced or if government agencies investigate our privacy practices.

We seek to rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to effect secure online transmission of confidential information such as customer credit card numbers. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the algorithms that we use to protect sensitive customer transaction data. A party who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches. Our security measures are designed to protect against security breaches, but our failure to prevent such security breaches could cause us to incur significant expense to investigate and respond to a security breach and correct any problems caused by any breach, subject us to liability, damage our reputation and diminish the value of our brand-name.

Laws or regulations relating to privacy and data protection may adversely affect the growth of our Internet business or our marketing efforts.

We mail catalogs and send electronic messages to names in our proprietary customer database and to potential customers whose names we obtain from rented or exchanged mailing lists. Worldwide public concern regarding personal privacy has subjected the rental and use of customer mailing lists and other customer information to increased scrutiny and regulation. As a result, we are subject to increasing regulation relating to privacy and the use of personal information. For example, we are subject to various telemarketing and anti-spam laws that regulate the manner in which we may solicit future suppliers and customers. Such regulations, along with increased governmental or private enforcement, may increase the cost of operating and growing our business. In addition, several states have proposed legislation that would limit the uses of personal information gathered online or require online services to establish privacy policies. The Federal Trade Commission has adopted regulations regarding the collection and use of personal identifying information obtained from children under 13 years of age. Bills proposed in Congress would expand online privacy protections already provided to adults. Moreover, both in the United States and elsewhere, laws and regulations are becoming increasingly protective of consumer privacy, with a trend toward requiring companies to establish procedures to notify users of privacy and security policies, to obtain consent from users for collection and use of personal information, and to provide users with the ability to access, correct and delete personal information stored by companies. Such privacy and data protection laws and regulations, and efforts to enforce such laws and regulations, may restrict our ability to collect, use or transfer demographic and personal information from users, which could be costly or harm our marketing efforts. Further, any violation of domestic or foreign privacy or data protection laws and regulations, including the national do-not-call list, may subject us to fines, penalties and damages, which could decrease our revenue and profitability.

The security risks of eCommerce may discourage customers from purchasing products, services or solutions from us.

In order for the eCommerce market to be successful, we and other market participants must be able to transmit confidential information securely over public networks. Third parties may have the technology or know-how to breach the security of customer transaction data. Any breach could cause customers to lose confidence in the security of our websites and choose not to purchase from our websites. If someone is able to circumvent our security measures, he or she could destroy or steal valuable information or disrupt our operations. Concerns about the security and privacy of transactions over the Internet could inhibit the growth of Internet usage and eCommerce. Our security measures may not effectively prohibit others from obtaining improper access to our information. Any security breach could expose us to risks of loss, litigation and liability and could seriously damage our reputation, disrupt our operations and require the devotion of significant management, financial and other resources to remedy the breach and comply with applicable notice and other legal requirements in connection therewith.

Credit card fraud could decrease our revenue and profitability.

We do not carry insurance against the risk of credit card fraud, so the failure to adequately control fraudulent credit card transactions could reduce our revenues or increase our operating costs. We may in the future suffer losses as a result of orders placed with fraudulent credit card data even though the associated financial institution approved payment of the orders. Under current credit card practices, we may be liable for fraudulent credit card transactions. If we are unable to detect or control credit card fraud, or if credit card companies require more burdensome terms or refuse to accept credit card charges from us, our revenue and profitability could decrease.

Our facilities and systems are vulnerable to natural disasters or other catastrophic events.

Our headquarters, customer service center and a part of our infrastructure, including computer servers, are located near Los Angeles, California and in other areas that are susceptible to earthquakes, floods, severe weather and other natural disasters. Our distribution facilities, which are located in Memphis, Tennessee, Irvine, California and Lewis Center, Ohio, house the product inventory from which a substantial majority of our orders are shipped, and are also in areas that are susceptible to natural disasters and extreme weather conditions such as earthquakes, fire, floods and major storms. Our operations in the Philippines are also in an area that is periodically subject to extreme weather. A natural disaster or other catastrophic event, such as an earthquake, fire, flood, severe storm, break-in, terrorist attack or other comparable events in the areas in which we operate could cause interruptions or delays in our business and loss of data or render us unable to accept and fulfill customer orders in a timely manner, or at all. Our systems, including our management information systems, websites and communications systems, are not fully redundant, and we do not have redundant geographic locations or earthquake insurance. Further, power outages in any locations where our systems are located could disrupt our operations. We currently are in process of developing a formal disaster recovery plan and certain of our subsidiaries have geographical redundancies for web and critical information systems. Our business interruption insurance may not adequately compensate us for losses that may occur.

We rely on independent shipping companies to deliver the products we sell.

We rely upon third party carriers, especially FedEx and UPS, for timely delivery of our product shipments. As a result, we are subject to carrier disruptions and increased costs due to factors that are beyond our control, including employee strikes, inclement weather and increased fuel costs. Any failure to deliver products to our customers in a timely and accurate manner may damage our reputation and brand and could cause us to lose customers. We do not have a written long-term agreement with any of these third party carriers, and we cannot be sure that these relationships will continue on terms favorable to us, if at all. If our relationship with any of these third party carriers is terminated or impaired, or if any of these third parties are unable to deliver products for us, we would be required to use alternative carriers for the shipment of products to our customers. We may be unable to engage alternative carriers on a timely basis or on terms favorable to us, if at all. Potential adverse consequences include:

- reduced visibility of order status and package tracking;
- delays in order processing and product delivery;
- increased cost of delivery, resulting in reduced margins; and
- reduced shipment quality, which may result in damaged products and customer dissatisfaction.

Furthermore, shipping costs represent a significant operational expense for us. Any future increases in shipping rates could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to compete successfully against existing or future competitors, which include some of our largest vendors.

The business of direct marketing of the products, services and solutions we sell is highly competitive and driven in large part by price, product, service and solutions availability, speed and accuracy of delivery and performance, effectiveness of sales and marketing programs, credit availability, ability to tailor specific solutions to customer needs, quality and breadth of product lines and services, availability of talented sales and service personnel and the availability of technical information. We compete with other direct marketers, including CDW, Insight Enterprises and PC Connection. In addition, we compete with large value added resellers such as CompuCom Systems and World Wide Technology, and computer retail stores and resellers, including superstores such as Best Buy and Staples, certain hardware and software vendors such as Apple and Dell Computer that sell or are increasing sales directly to end users, online resellers such as Amazon.com, Newegg.com and TigerDirect.com, government resellers such as GTSI, CDWG and GovConnection, software focused resellers such as Soft Choice and Software House International and other direct marketers and value added resellers of hardware, software and computer-related and electronic products. In the direct marketing and Internet retail industries, barriers to entry are relatively low and the risk of new competitors entering the market is high. Certain of our existing competitors have substantially greater financial resources than we have. There can be no assurance that we will be able to continue to compete effectively against existing competitors, consolidations of competitors or new competitors that may enter the market.

Furthermore, the manner in which our products, services and solutions are distributed and sold is changing, and new methods of sale and distribution have emerged and serve an increasingly large portion of the market. Computer hardware and software OEM vendors have sold, and may intensify their efforts to sell, their products directly to end users. From time to time, certain OEM vendors, including Apple and HP, have instituted programs for the direct sale of large quantities of hardware and software to certain large business accounts. These types of programs may continue to be developed and used by various OEM vendors. Software publishers also may attempt to increase the volume of software products distributed electronically directly to end users' personal computers. Any of these competitive programs, if successful, could have a material adverse effect on our business, financial condition or results of operations.

Our success is tied to the continued use of the Internet and the adequacy of the Internet infrastructure.

The level of sales generated from our websites, both in absolute terms and as a percentage of our net sales, continues to be material to our operating results. Our Internet sales are dependent upon customers continuing to use the Internet in addition to traditional means of commerce to purchase products and services. Widespread use of the Internet could decline as a result of disruptions, computer viruses, data security threats, privacy issues or other damage to Internet servers or users' computers. If consumer use of the Internet to purchase products, services or solutions declines in any significant way, our business, financial condition and results of operations could be adversely affected.

The success of our Canadian call center is dependent, in part, on our receipt of government labor credits.

We maintain a Canadian call center serving the U.S. market, which receives benefit of labor credits under the Investment Quebec Refundable Tax Credit for Major Employment Generating Projects (GPCE) program. In addition to other eligibility requirements under the program, which extends through fiscal year 2016, we are required to maintain a minimum of 317 eligible employees employed by our subsidiary, PCM Sales Canada, Inc., in the province of Quebec. The success of our Canadian call center is dependent, in part, on our receipt of the government labor credits we expect to receive. If we do not receive these expected labor credits, or a sufficient portion of them, the costs of operating our Canadian call center may exceed the benefits it provides us and our operating results would likely suffer.

We are exposed to the risks of business and other conditions in the Asia Pacific region.

All or portions of certain of the products we sell are produced, or have major components produced, in the Asia Pacific region. We engage in U.S. dollar denominated transactions with U.S. divisions and subsidiaries of companies located in that region as well. As a result, we may be indirectly affected by risks associated with international events, including economic and labor conditions, political instability, tariffs and taxes, availability of products, natural disasters and currency fluctuations in the U.S. dollar versus the regional currencies. In the past, countries in the Asia Pacific region have experienced volatility in their currency, banking and equity markets. Future volatility could adversely affect the supply and price of the products we sell and their components and ultimately, our results of operations.

We maintain an office in the Philippines and we may increase these and other offshore operations in the future. Establishing offshore operations may entail considerable expense before we realize cost savings, if any, from these initiatives. The risks associated with doing business overseas and international events could prevent us from realizing the expected benefits from our Philippines operations or any other offshore operations that we establish.

The increasing significance of our foreign operations exposes us to risks that are beyond our control and could affect our ability to operate successfully.

In order to enhance the cost-effectiveness of our operations, we have increasingly sought to shift portions of our operations to jurisdictions with lower cost structures than that available in the United States. The transition of even a portion of our business operations to new facilities in a foreign country involves a number of logistical and technical challenges that could result in operational interruptions, which could reduce our revenues and adversely affect our business. We may encounter complications associated with the set-up, migration and operation of business systems and equipment in a new facility. This could result in disruptions that could damage our reputation and otherwise adversely affect our business and results of operations.

To the extent that we shift any operations or labor offshore to jurisdictions with lower cost structures, we may experience challenges in effectively managing those operations as a result of several factors, including time zone differences and regulatory, legal, cultural and logistical issues. Additionally, the relocation of labor resources may have a negative impact on our existing employees, which could negatively impact our operations. If we are unable to effectively manage our offshore personnel and any other offshore operations, our business and results of operations could be adversely affected.

We cannot be certain that any shifts in our operations to offshore jurisdictions will ultimately produce the expected cost savings. We cannot predict the extent of government support, availability of qualified workers, future labor rates, or monetary and economic conditions in any offshore locations where we may operate. Although some of these factors may influence our decision to establish or increase our offshore operations, there are inherent risks beyond our control, including:

- political unrest or uncertainties;
- wage inflation;
- exposure to foreign currency fluctuations;
- tariffs and other trade barriers; and
- foreign regulatory restrictions and unexpected changes in regulatory environments.

We will likely be faced with competition in these offshore markets for qualified personnel, and we expect this competition to increase as other companies expand their operations offshore. If the supply of such qualified personnel becomes limited due to increased competition or otherwise, it could increase our costs and employee turnover rates. One or more of these factors or other factors relating to foreign operations could result in increased operating expenses and make it more difficult for us to manage our costs and operations, which could cause our operating results to decline and result in reduced revenues.

International operations expose us to currency exchange risk and we cannot predict the effect of future exchange rate fluctuations on our business and operating results.

We have operation centers in Canada and the Philippines that provide back-office administrative support and customer service support. Our international operations are sensitive to currency exchange risks. We have currency exposure arising from both sales and purchases denominated in foreign currencies, as well as intercompany transactions. Significant changes in exchange rates between foreign currencies in which we transact business and the U.S. dollar may adversely affect our results of operations and financial condition. Historically, we have not entered into any hedging activities, and, to the extent that we continue not to do so in the future, we may be vulnerable to the effects of currency exchange-rate fluctuations.

In addition, our international operations also expose us to currency fluctuations as we translate the financial statements of our foreign operations to the U.S. dollar. Although the effect of currency fluctuations on our financial statements has not generally been material in the past, there can be no guarantee that the effect of currency fluctuations will not be material in the future.

We are subject to risks associated with consolidation within our industry.

Many technology resellers are consolidating operations and acquiring or merging with other resellers, direct marketers and providers of information technology solutions to achieve economies of scale, expanded product and service offerings, and increased efficiency. The current industry reconfiguration and the trend towards consolidation could cause the industry to become even more competitive, further increase pricing pressures and make it more difficult for us to maintain our operating margins or to increase or maintain the same level of net sales or gross profit. Declining prices, resulting in part from technological changes, may require us to sell a greater number of products, services or solutions to achieve the same level of net sales and gross profit. Such a trend could make it more difficult for us to continue to increase our net sales and earnings growth. In addition, growth in the information technology market has slowed. If the growth rate of the information technology market were to further decrease, our business, financial condition and operating results could be materially adversely affected.

If we are unable to provide satisfactory customer service, we could lose customers or fail to attract new customers.

Our ability to provide satisfactory levels of customer service depends, to a large degree, on the efficient and uninterrupted operation of our customer service operations. Any material disruption or slowdown in our order processing systems resulting from labor disputes, telephone or Internet failures, upgrading our management information systems, power or service outages, natural disasters or other events could make it difficult or impossible to provide adequate customer service and support. Furthermore, we may be unable to attract and retain adequate numbers of competent customer service representatives and relationship managers for our business customers, each of which is essential in creating a favorable interactive customer experience. If we are unable to continually provide adequate staffing and training for our customer service operations, our reputation could be seriously harmed and we could lose customers or fail to attract new customers. In addition, if our e-mail and telephone call volumes exceed our present system capacities, we could experience delays in placing orders, responding to customer inquiries and addressing customer concerns. Because our success depends largely on keeping our customers satisfied, any failure to provide high levels of customer service would likely impair our reputation and decrease our revenues.

Our stock price may be volatile.

We believe that certain factors, such as sales of our common stock into the market by existing stockholders, fluctuations in our quarterly operating results, changes in market conditions affecting stocks of computer hardware and software manufacturers and resellers generally and companies in the Internet and eCommerce industries in particular, could cause the market price of our common stock to fluctuate substantially. Other factors that could affect our stock price include, but are not limited to, the following:

- failure to meet investors’ expectations regarding our operating performance;
- changes in securities analysts’ recommendations or estimates of our financial performance;
- publication of research reports by analysts;
- changes in market valuations of similar companies;
- announcements by us or our competitors of significant contracts, acquisitions, commercial relationships, joint ventures or capital commitments;
- actual or anticipated fluctuations in our operating results;
- litigation developments; and
- general economic and market conditions or other economic factors unrelated to our performance, including disruptions in the capital and credit markets.

The stock market in general, and the stocks of computer and software resellers, and companies in the Internet and electronic commerce industries in particular, and other technology or related stocks, have in the past experienced extreme price and volume fluctuations which have been unrelated to corporate operating performance. Such market volatility may adversely affect the market price of our common stock. In the past, following periods of volatility in the market price of a public company’s securities, securities class action litigation has often been instituted against that company. Such litigation, if asserted against us, could result in substantial costs to us and cause a likely diversion of our management’s attention from the operations of our company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal facilities at December 31, 2012 were as follows:

Description	Sq. Ft.	Location
Main Distribution Center	212,000	Memphis, TN
Midwest Regional Headquarters, Sales Office and Warehouse/Distribution Center	144,000	Lewis Center, OH
Corporate Headquarters and Sales Office	83,864	El Segundo, CA
Irvine Sales Office and Warehouse/Distribution Center	60,072	Irvine, CA
Canadian Office	45,128	Montreal, Quebec
Chicago Office	28,074	Chicago, IL
Philippines Office	25,134	Mandaluyong City, Philippines
Retail Store — Torrance	10,018	Torrance, CA
Retail Store — Santa Monica	9,750	Santa Monica, CA
Retail Store — Huntington Beach	6,000	Huntington Beach, CA
Retail Store — Chicago	6,211	Chicago, IL
Wisconsin Sales Office	4,887	Menomonee Falls, WI

We lease each of our principal facilities, except for our Corporate Headquarters and Sales Office and the Santa Monica, California retail store, both of which we own. Our distribution centers include shipping, receiving, warehousing and administrative spaces. All of our segments, except our MacMall/OnSale segment, use all the properties described above. Our MacMall/OnSale segment uses each of the properties described above except for the Lewis Center, Ohio office, the Irvine, California office and the Menomonee Falls, Wisconsin office. In addition to the properties listed above, we lease sales offices in various cities in the U.S.

In December 2012, we completed the purchase of 7.9 acres of land with the intent to commence construction on a new cloud data center that we currently expect to open in late 2013 or early 2014. The proposed Tier III facility will be strategically located in a data center-centric development in New Albany, Ohio. The new facility will complement our two existing data centers and a 24/7 Integrated Operations Center (IOC) located in Atlanta, enhancing our managed service offerings, including cloud services, data center hosting and management, remote monitoring and disaster recovery.

ITEM 3. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings, other than ordinary routine litigation incidental to the business. From time to time, we receive claims of and become subject to consumer protection, employment, intellectual property and other litigation related to the conduct of our business. Any such litigation, including the litigation discussed above, could be costly and time consuming and could divert our management and key personnel from our business operations. In connection with any such litigation, we may be subject to significant damages or equitable remedies relating to the operation of our business. Any such litigation may materially harm our business, results of operations and financial condition.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock has been publicly traded on the Nasdaq Global Market (formerly known as Nasdaq National Market) under the symbol "MALL" since our initial public offering on April 4, 1995. Effective January 2, 2013, in conjunction with our corporate name change from PC Mall, Inc. to PCM, Inc., we changed our ticker symbol to PCMI.

The following table sets forth the range of high and low sales price per share for our common stock for the periods indicated, as reported on the Nasdaq Global Market:

	Price Range of Common Stock	
	High	Low
Year Ended December 31, 2012		
First Quarter	$ 6.54	$ 5.28
Second Quarter	6.52	5.25
Third Quarter	6.30	5.27
Fourth Quarter	6.70	5.06
Year Ended December 31, 2011		
First Quarter	$ 10.98	$ 6.50
Second Quarter	10.50	7.06
Third Quarter	8.35	4.80
Fourth Quarter	6.32	4.86

As of the close of business on March 12, 2013, there were approximately 24 holders of record of our common stock.

We have never paid cash dividends on our capital stock and our credit facility prohibits us from paying any cash dividends on our capital stock. Therefore, we do not currently anticipate paying dividends; we intend to retain any earnings to finance the growth and development of our business.

Information regarding compensation plans under which our equity securities may be issued is included in Item 12 of Part III of this report through incorporation by reference to our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders.

Issuer Purchases of Equity Securities

A summary of the repurchase activity for the three months ended December 31, 2012 is as follows (dollars in thousands, except per share amounts):

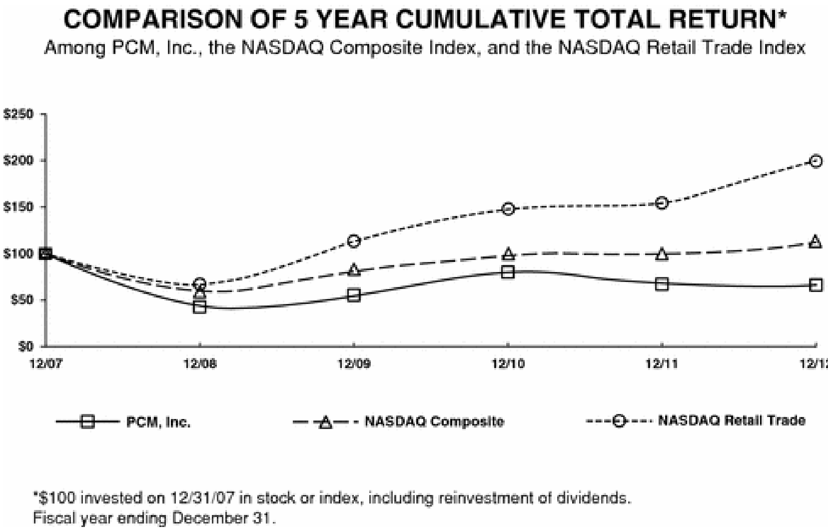
	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs
October 1, 2012 to October 31, 2012	64,254	$ 6.27	64,254	$ 10,457
November 1, 2012 to November 30, 2012	86,585	5.70	86,585	9,962
December 1, 2012 to December 31, 2012	432,819	5.96	432,819	7,372
Total	583,658	5.95	583,658	

During the year ended December 31, 2012, we repurchased a total of 653,762 shares of our common stock under our stock repurchase program for a cost of $3.9 million. From the inception of the program in October 2008 through December 31, 2012, we have repurchased an aggregate total of 2,610,268 shares of our common stock for a total cost of $12.6 million. The repurchased shares are held as treasury stock. At December 31, 2012, we had $7.4 million available in stock repurchases under the program, subject to any limitations that may apply from time to time under our existing credit facility.

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings, including this Annual Report on Form 10-K, in whole or in part, the Stock Performance Graph which follows shall not be deemed to be incorporated by reference into any such filings except to the extent that we specifically incorporate any such information into any such future filings.

Stock Performance Graph

The performance graph below compares the cumulative total stockholder return of our company with the cumulative total return of the Nasdaq Stock Market—the Nasdaq Composite Index and the Nasdaq Retail Trade Index. The graph assumes $100 invested at the per-share closing price of our common stock and each of the indices on December 31, 2007. The stock price performance shown in this graph is neither necessarily indicative of nor intended to suggest future stock price performance.



	Measurement Period (fiscal years covered)					
	12/07	12/08	12/09	12/10	12/11	12/12
PCM, Inc.	$ 100.00	$ 43.07	$ 56.07	$ 81.31	$ 67.45	$ 66.70
NASDAQ Composite	100.00	59.03	82.25	97.32	98.63	110.78
NASDAQ Retail Trade	100.00	69.51	113.04	148.55	155.42	201.14

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ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data are qualified by reference to, and should be read in conjunction with, our consolidated financial statements and the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained elsewhere herein.

The selected consolidated statements of operations data for the years ended December 31, 2012, 2011 and 2010 and the selected consolidated balance sheet data as of December 31, 2012 and 2011 presented below were derived from our audited consolidated financial statements, which are included elsewhere herein. The net sales and cost of goods sold amounts have been revised for any applicable periods as discussed further in Note 2 of the Notes to the Consolidated Financial Statements of this report. The selected consolidated statements of operations data for the years ended December 31, 2009 and 2008 along with the consolidated balance sheet data as of December 31, 2010, 2009 and 2008 presented below were derived from our audited consolidated financial statements which are not included elsewhere herein.

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(in thousands, except per share data)				
Consolidated Statements of Operations Data:					
Net sales	$ 1,420,859	$ 1,421,385	$ 1,358,749	$ 1,138,061	$ 1,327,974
Cost of goods sold	1,226,671	1,230,897	1,187,454	985,045	1,148,593
Gross profit	194,188	190,488	171,295	153,016	179,381
Selling, general and administrative expenses	181,211	181,461	156,827	145,274	155,494
Other items (1)(2)(3)	393	(429)	—	—	4,893
Operating profit	12,584	9,456	14,468	7,742	18,994
Interest expense, net	3,790	3,284	2,019	1,567	3,667
Income before income taxes	8,794	6,172	12,449	6,175	15,327
Income tax expense	3,700	3,040	4,876	2,818	5,724
Net income	$ 5,094	$ 3,132	$ 7,573	$ 3,357	$ 9,603
Basic and Diluted Earnings Per Common Share:					
Basic	$ 0.42	$ 0.26	$ 0.62	$ 0.27	$ 0.72
Diluted	0.42	0.25	0.61	0.26	0.69

(1) 2012 includes a $0.5 million charge related to a customer's demand for credit for software maintenance for which we have paid the vendor and do not currently expect to be reimbursed and a $0.1 million decrease in the estimated fair value of the contingent consideration liability related to the NSPI acquisition.
(2) 2011 includes a $1.2 million decrease in the estimated fair value of the contingent consideration liability related to the NSPI acquisition and a $0.8 million write-down of indefinite-lived SARCOM trademark based on reassessment of its remaining useful life in 2011.
(3) 2008 includes a $4.1 million goodwill and intangible asset impairment charge and a $0.8 million lawsuit settlement charge.

	At December 31,				
	2012	2011	2010	2009	2008
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 6,535	$ 9,484	$ 10,711	$ 9,215	$ 6,748
Working capital	55,392	45,277	52,638	54,034	50,847
Total assets	377,956	393,272	334,091	301,176	282,385
Short-term debt	812	1,015	783	1,038	1,038
Line of credit	87,630	91,852	50,301	53,127	29,010
Long-term debt, excluding current portion	10,960	8,984	2,666	3,333	4,337
Total stockholders' equity	116,111	110,826	107,293	97,755	93,551

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following Management's Discussion and Analysis of Financial Condition and Results of Operations together with the consolidated financial statements and related notes thereto included elsewhere in this report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those described under "Risk Factors" in Item 1A and elsewhere in this report.

BUSINESS OVERVIEW

PCM, Inc. is a leading multi-vendor provider of technology products, services and solutions offered through our dedicated sales force and field service teams, direct marketing channels and a limited number of retail stores. Since our founding in 1987, we have served our customers by offering products and services from leading brands, such as Apple, Cisco, Dell, HP, Lenovo and Microsoft. We add additional value by incorporating products and services into comprehensive solutions with a high degree of customization. Our sales and marketing efforts allow our vendor partners to reach multiple customer segments including commercial businesses, state, local and federal governments, educational institutions and individual consumers.

In 2012, we had four operating segments: MME, SMB, Public Sector and MacMall/OnSale. We include corporate related expenses such as legal, accounting, information technology, product management, certain support services and other administrative costs that are not otherwise allocated to our reportable operating segments in Corporate & Other. As a result of the reorganization discussed below, we expect to operate the business in 2013 based on three operating segments - Commercial, Public Sector and MacMall. See "New Operating Segments" in Part II, Item 7 of this report for more information.

We sell primarily to customers in the United States, and maintain offices throughout the United States, as well as in Montreal, Canada and Manila, Philippines. In 2012, we generated approximately 40% of our revenue in our MME segment, 32% of our revenue in our SMB segment, 12% of our revenue in our Public Sector segment and 16% of our revenue in our MacMall/OnSale segment.

Our MME segment consists of sales made primarily to mid-market and enterprise-sized businesses, generally with more than 1,000 employees, under the SARCOM, NSPI and Abreon brands. The MME segment sells complex products, services and solutions, utilizing a field relationship-based selling model, an outbound phone based sales force, a field service organization and an online extranet.

Our SMB segment consists of sales made primarily to small and medium sized businesses, generally with less than 1,000 employees. The SMB segment utilizes an outbound phone based sales force and, where applicable, a field-based sales force, together with an online extranet customized for individual customers that enables them to manage their IT procurement process.

Our Public Sector segment consists of sales made primarily to federal, state and local governments, as well as educational institutions. The Public Sector segment utilizes an outbound phone and field relationship-based selling model, as well as contract and bid business development teams and an online extranet.

Our MacMall/OnSale segment consists of sales made under our MacMall brand name via telephone, the Internet and four retail stores to consumers, small businesses and creative professionals, and sales made under our OnSale and eCost brand names via the Internet and inbound phone-based sales forces.

We experience variability in our net sales and operating results on a quarterly basis as a result of many factors. We experience some seasonal trends in our sales of technology products, services and solutions to businesses, government and educational institutions and individual customers. For example, the timing of capital budget authorizations for our commercial customers can affect when these companies can procure IT products and services. The fiscal year-ends of Public Sector customers vary for those in the federal government space and those in the state and local government and educational institution ("SLED") space. We generally see an increase in our second quarter sales related to customers in the SLED sector and in our third quarter sales related to customers in the federal government space as these customers close out their budgets for their fiscal year. Also, consumer holiday spending contributes to variances in our quarterly results. As such, the results of interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the full year.

A substantial portion of our business is dependent on sales of Apple, HP, and products purchased from other vendors including Cisco, Dell, Ingram Micro, Lenovo, Microsoft and Tech Data. Products manufactured by HP represented approximately 20%, 21% and 20% of our net sales in 2012, 2011 and 2010 and products manufactured by Apple represented approximately 18%, 21% and 21% of our net sales in 2012, 2011 and 2010.

Our planned operating expenditures each quarter are based in large part on sales forecasts for the quarter. If our sales do not meet expectations in any given quarter, our operating results for the quarter may be materially adversely affected. Our narrow gross margins may magnify the impact of these factors on our operating results. Management regularly reviews our operating performance using a variety of financial and non-financial metrics including sales, shipments, gross margin, vendor consideration, advertising expense, personnel costs, account executive productivity, accounts receivable aging, inventory turnover, liquidity and cash resources. Our management monitors the various metrics against goals and budgets, and makes necessary adjustments intended to enhance our performance.

General economic conditions have an effect on our business and results of operations across all of our segments. If economic growth in the U.S. and other countries' economies slows or declines, government, consumer and business spending rates could be significantly reduced. These developments could also increase the risk of uncollectible accounts receivable from our customers. The economic climate in the U.S. and elsewhere could have an impact on the rate of information technology spending of our current and potential customers, which would impact our business and results of operations. These factors affect sales of our products, sales cycles, adoption rates of new technologies and level of price competition. We continue to focus our efforts on cost controls, competitive pricing strategies, and driving higher margin service and solution sales. We also continue to make selective investments in our sales force personnel, service and solutions capabilities and IT infrastructure and tools in an effort to position us for enhanced productivity and future growth.

STRATEGIC DEVELOPMENTS

Rebranding Strategy

Over the past several years, our company has grown in part through the acquisition and internal cultivation of many different brands. We have historically differentiated our brands primarily based on the identity of the customers. After carefully examining the markets we serve and the trends taking shape in the marketplace, we believe our commercial customers will benefit from a more unified and streamlined brand strategy. Accordingly, we changed our legal corporate name from PC Mall, Inc. to PCM, Inc. effective December 31, 2012 and our NASDAQ ticker symbol from MALL to PCMI effective January 2, 2013. In addition, we combined our primary commercial subsidiaries PC Mall Sales, Inc., Sarcom, Inc. and PC Mall Services, Inc. into a single subsidiary effective December 31, 2012. The combined subsidiary now operates under the unified commercial brand PCM and will generally include our SMB, MME and portions of our Corporate & Other segments. Further, in connection with the rebranding, our PC Mall Gov, Inc. subsidiary changed its name to PCMG, Inc. and now operates under the PCM-G brand. We expect this unification will lead to an improved customer experience, operational synergies and benefits to all of our stakeholders providing a brand that better represents the value-added solutions provider we are today.

ERP and Web Infrastructure Upgrades

We are currently upgrading many of our IT systems. We have purchased licenses for Microsoft Dynamics AX (Axapta) and other related tools, such as workflow software, web development tools and other related items, to upgrade our ERP and eCommerce systems. We are currently working on the implementation of the ERP modules and the upgrade of the ERP systems, including additional enhancements and features. We believe the implementation and upgrade should help us to gain further efficiencies across our organization. Additionally, we initiated the implementation and upgrade of our eCommerce systems and have completed and recently launched a new generation of our public websites at pcm.com, macmall.com, ecost.com, onsale.com and our extranet. We are currently engaged in an assessment of the status of the ERP project in an effort to confirm the cost and timeframe for completion of the major phases of the project and to identify any modifications which may be necessary. While it is difficult to estimate costs and timeframes for completion, based on the complexity of the systems design, customization and implementation and our current estimates, which are subject to change, we currently expect to incur a cost of approximately $19 million for the major phases of these IT system upgrades and to be complete with all major phases of the implementation by the end of 2014. To date, we have incurred approximately $13.6 million of such costs. In addition to the above expenditures, we expect to make periodic upgrades to our IT systems on an ongoing basis. In addition to the upgrades to our IT systems, we recently implemented various Cisco solutions to upgrade our communications infrastructure to provide a unified platform for our entire company and to provide a robust and efficient contact center.

Real Estate Transactions

In December 2012, we completed the purchase of 7.9 acres of land with the intent to commence construction on a new cloud data center that we currently expect to open in late 2013 or early 2014. The proposed Tier III facility will be strategically located in a data center-centric development in New Albany, Ohio. The new facility will complement our two existing data centers and a 24/7 Integrated Operations Center (IOC) located in Atlanta, Georgia, enhancing our managed service offerings, including cloud services, data center hosting and management, remote monitoring and disaster recovery.

In March 2011, we completed the purchase of real property comprising approximately 184,000 square feet of land, which includes approximately 84,000 square feet of office space located at 1940 East Mariposa Avenue, El Segundo, California, which became our new corporate headquarters effective November 14, 2011. We purchased and have improved this building, located strategically adjacent to the Los Angeles International Airport (LAX), because we want it to be a compelling destination for customers who want to experience new and cutting edge IT solutions in person. The new headquarters was designed to drive higher productivity and efficiency for our employees and to provide a state-of-the-art demo center for our customers and vendor partners, as well as increase capacity to support our growth well into the future. In conjunction with the move, we relocated and substantially upgraded our primary data center from Torrance to our own hosting facility in Atlanta, which incorporates state of the art monitoring and disaster recovery capabilities. As a result of this relocation certain of our subsidiaries now have geographically redundant web and information systems. We are in the process of developing a formal disaster recovery plan for our critical systems.

eCOST.com Acquisition

In February 2011, we acquired certain assets, including approximately $1 million of inventory, of eCOST.com, a subsidiary of PFSweb, Inc., for $2.3 million. eCOST.com is an online marketplace featuring an assortment of product categories, including but not limited to computers, networking, electronics and entertainment, TVs, monitors and projectors, cameras and camcorders, memory and storage. The website also features a proprietary and patented shopping format, Bargain Countdown®, which amongst other features, offers limited time, limited quantity deals, and supports its premium online membership shopping club.

NSPI Acquisition

In June 2010, we completed the acquisition of substantially all of the assets of Network Services Plus, Inc. ("NSPI"), which was a provider of hosted data center and managed IT services primarily in the southeastern United States. NSPI's managed services included hosted and remote managed monitoring of data centers, networks and IT environments, software as a service (SaaS), infrastructure as a service (IaaS), and other project-based offerings. The terms of the transaction included an initial purchase price of $7.8 million, less a customary hold-back to settle possible indemnity claims. In addition, we extinguished substantially all of NSPI's indebtedness that existed immediately prior to the closing date of our acquisition. We have recorded identifiable intangible assets of $2.6 million related to customer relationships, $0.5 million related to trademarks and $0.3 million related to a non-compete agreement, with estimated useful lives of 10, 10 and 4 years, respectively. In addition, pursuant to the terms of the asset purchase agreement, NSPI's shareholders could earn additional consideration based on the performance of the NSPI business over two years following the acquisition, up to a total of approximately $5.2 million. In accordance with ASC 805, "Purchase Price Allocations," based on a valuation of the fair value of the contingent consideration, we initially recorded additional goodwill and a corresponding liability of $3.2 million for future earnout payments. Such valuation was based upon management's initial forecasts of expected profitability of NSPI during the earnout period. In 2012 and 2011, we recorded an adjustment to reduce the earnout liability by $0.1 million and $1.2 million, respectively, to reflect the decrease in estimated fair value of the earnout liability, and such adjustment is reflected as "Revaluation of earnout liability" on our Consolidated Statements of Operations for the years ended December 31, 2012 and 2011. All required consideration has been paid as of December 31, 2012.

Common Stock Repurchase Program

In September 2012, our Board of Directors approved a $10 million increase to our discretionary stock repurchase program, which was originally adopted in October 2008 with an initial authorized maximum of $10 million. At December 31, 2012, we had $7.4 million available in stock repurchases under the program, subject to any limitations that may apply from time to time under our existing credit facility. Under the program, the shares may be repurchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending on market conditions. No limit was placed on the duration of the repurchase program. There is no guarantee as to the exact number of shares that we will repurchase. Subject to applicable securities laws, repurchases may be made at such times and in such amounts as our management deems appropriate. The program can also be discontinued at any time management feels additional purchases are not warranted.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses, as well as the disclosure of contingent assets and liabilities. Management bases its estimates, judgments and assumptions on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Due to the inherent uncertainty involved in making estimates, actual results reported for future periods may be affected by changes in those estimates, and revisions to estimates are included in our results for the period in which the actual amounts become known.

Management considers an accounting estimate to be critical if:

- it requires assumptions to be made that were uncertain at the time the estimate was made; and
- changes in the estimate or different estimates that could have been selected could have a material impact on our consolidated results of operations or financial position.

Management has discussed the development and selection of these critical accounting policies and estimates with the audit committee of our board of directors. We believe the critical accounting policies described below affect the more significant judgments and estimates used in the preparation of our consolidated financial statements. For a summary of our significant accounting policies, including those discussed below, see Note 2 of the Notes to the Consolidated Financial Statements in Item 8, Part II, of this Annual Report on Form 10-K.

Revenue Recognition. We adhere to the revised guidelines and principles of sales recognition described in ASC 605 (formerly Staff Accounting Bulletin No. 104, "Revenue Recognition," issued by the staff of the SEC as a revision to Staff Accounting Bulletin No. 101, "Revenue Recognition"). Under ASC 605, product sales are recognized when the title and risk of loss are passed to the customer, there is persuasive evidence of an arrangement for sale, delivery has occurred and/or services have been rendered, the sales price is fixed or determinable and collectability is reasonably assured. Under these guidelines, the majority of our sales, including revenue from product sales and gross outbound shipping and handling charges, are recognized upon receipt of the product by the customer. In accordance with our revenue recognition policy, we perform an analysis to estimate the number of days products we have shipped are in transit to our customers using data from our third party carriers and other factors. We record an adjustment to reverse the impact of sale transactions based on the estimated value of products that have shipped, but have not yet been received by our customers, and we recognize such amounts in the subsequent period when delivery has occurred. Changes in delivery patterns or unforeseen shipping delays beyond our control could have a material impact on our revenue recognition for the current period.

For all product sales shipped directly from suppliers to customers, we take title to the products sold upon shipment, bear credit risk, and bear inventory risk for returned products that are not successfully returned to suppliers; therefore, these revenues are recognized at gross sales amounts.

We also sell certain products for which we act as an agent in accordance with ASC 605-45. Products in this category include the sale of third-party services, warranties, software assurance ("SA") or subscriptions. SA is an "insurance" or "maintenance" product that allows customers to upgrade, at no additional cost, to the latest technology if new applications are introduced during the period that the SA is in effect. These sales do not meet the criteria for gross sales recognition, and thus are recognized on a net basis at the time of sale. Under net sales recognition, the cost paid to the vendor or third-party service provider is recorded as a reduction to sales, resulting in net sales being equal to the gross profit on the transaction.

In 2012, we revised our previously reported revenue and cost of goods sold to correct the accounting for certain SA transactions that were previously recorded on a gross basis, to record such transactions on a net sales basis with no corresponding cost of goods sold. We have revised revenues and cost of sales in all reported prior periods to reflect this immaterial change, which had no impact on our consolidated gross profit, operating profit or earnings per share. The impact of this revision reduced net sales and cost of goods sold for 2011 and 2010 by $33.8 million and $9.6 million, respectively.

Some of our larger customers are offered the opportunity by certain of our vendors to purchase software licenses and SA under enterprise agreements ("EAs"). Under EAs, customers are considered to be compliant with applicable license requirements for the ensuing year, regardless of changes to their employee base. Customers are charged an annual true-up fee for changes in the number of users over the year. With most EAs, our vendors will transfer the license and invoice the customer directly, paying us an agency fee or commission on these sales. We record these fees as a component of net sales as earned and there is no corresponding cost of sales amount. In certain instances, we invoice the customer directly under an EA and accounts for the individual items sold based on the nature of the item. Our vendors typically dictate how the EA will be sold to the customer.

When a customer order contains multiple deliverables such as hardware, software and services which are delivered at varying times, we determine whether the delivered items can be considered separate units of accounting as prescribed under ASC 605-25, *Revenue Recognition, Multiple-Element Arrangement*. For arrangements with multiple units of accounting, arrangement consideration is allocated among the units of accounting, where separable, based on their relative selling price. Relative selling price is determined based on vendor-specific objective evidence, if it exists. Otherwise, third-party evidence of selling price is used, when it is available, and in circumstances when neither vendor-specific objective evidence nor third-party evidence of selling price is available, management's best estimate of selling price is used.

Revenue from professional services is either recognized as incurred for services billed at an hourly rate or recognized using the proportional performance method for services provided at a fixed fee. Revenue for data center services, including internet connectivity, web hosting, server co-location and managed services, is recognized over the period the service is performed.

Sales are reported net of estimated returns and allowances, discounts, mail-in rebate redemptions and credit card chargebacks. If the actual sales returns, allowances, discounts, mail-in rebate redemptions or credit card chargebacks are greater than estimated by management, additional expense may be incurred.

Allowance for Doubtful Accounts Receivable. We maintain an allowance for doubtful accounts receivable based upon estimates of future collection. We extend credit to our customers based upon an evaluation of each customer's financial condition and credit history, and generally do not require collateral. We regularly evaluate our customers' financial condition and credit history in determining the adequacy of our allowance for doubtful accounts. We also maintain an allowance for uncollectible vendor receivables, which arise from vendor rebate programs, price protections and other promotions. We determine the sufficiency of the vendor receivable allowance based upon various factors, including payment history. Amounts received from vendors may vary from amounts recorded because of potential non-compliance with certain elements of vendor programs. If the estimated allowance for uncollectible accounts or vendor receivables subsequently proves to be insufficient, additional allowance may be required.

Reserve for Inventory Obsolescence. We maintain an allowance for the valuation of our inventory by estimating obsolete or unmarketable inventory based on the difference between inventory cost and market value, which is determined by general market conditions, nature, age and type of each product and assumptions about future demand. We regularly evaluate the adequacy of our inventory reserve. If our inventory reserve subsequently proves to be insufficient, additional allowance may be required.

Vendor Consideration. We receive vendor consideration from our vendors in the form of cooperative marketing allowances, volume incentive rebates and other programs to support our marketing of their products. Most of our vendor consideration is accrued, when performance required for recognition is completed, as an offset to cost of sales in accordance with ASC 605-50 (formerly EITF 02-16, "Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor") since such funds are not a reimbursement of specific, incremental, identifiable costs incurred by us in selling the vendors' products. At the end of any given period, unbilled receivables related to our vendor consideration are included in our "Accounts receivable, net of allowances."

Stock-Based Compensation. We account for stock-based compensation in accordance with ASC 718 (formerly financial Accounting Standards Board Statement No. 123 (revised 2004), "Share-Based Payment"), using the modified prospective application transition method. ASC 718 addresses the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. ASC 718 generally requires that such transactions be accounted for using a fair value based method and recognized as expenses in our Consolidated Statements of Operations.

Pursuant to ASC 718, we estimate the grant date fair value of each stock option grant awarded pursuant to ASC 718 using the Black-Scholes option pricing model and management assumptions made regarding various factors, including expected volatility of our common stock, expected life of options granted and estimated forfeiture rates, which require use of accounting judgment and financial estimates. In estimating our assumption regarding expected term for options we granted during the years ended December 31, 2011, 2010 and 2009, we computed the expected term based upon an analysis of historical exercises of stock options by our employees. We compute our expected volatility using historical prices of our common stock for a period equal to the expected term of the options. The risk free interest rate is determined using the implied yield on U.S. Treasury issues with a remaining term within the contractual life of the award. We estimate an annual forfeiture rate based on our historical forfeiture data, which rate will be revised, if necessary, in future periods if actual forfeitures differ from those estimates. Any material change in the estimates used in calculating the stock-based compensation expense could result in a material impact on our results of operations.

Goodwill and Intangible Assets. Goodwill and indefinite-lived intangible assets are carried at historical cost, subject to write-down, as needed, based upon an impairment analysis that we perform annually, or sooner if an event occurs or circumstances change that would more likely than not result in an impairment loss. Historically, we performed our annual impairment test for goodwill and indefinite-lived intangible assets as of December 31 of each year. In 2012, we determined that it is preferable to perform our annual impairment test for goodwill and indefinite-lived intangible assets as of October 1 of each year, and performed our 2012 annual impairment test as of October 1, 2012. We believe that an October 1 testing date for our annual goodwill impairment test is preferable because it aligns and ensures the completion of the annual goodwill impairment test prior to the end of our annual financial reporting period. Accordingly, our management considers this accounting change preferable. This change in testing date does not accelerate, delay, avoid, or cause an impairment charge, nor does this change result in adjustments to any of our previously issued financial statements.

Under ASC 350 (formerly SFAS No. 142, “Goodwill and Other Intangible Assets”), goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. Events that may create an impairment include, but are not limited to, significant and sustained decline in our stock price or market capitalization, significant underperformance of operating units and significant changes in market conditions. Changes in estimates of future cash flows or changes in market values could result in a write-down of our goodwill in a future period. If an impairment loss results from any impairment analysis as described above, such loss will be recorded as a pre-tax charge to our operating income. Goodwill is allocated to various reporting units, which are generally an operating segment or one level below the operating segment. Our MME operating segment consists of the following reporting units: Sarcom, Abreon, and NSPI.

Goodwill impairment testing is a two-step process. Step one involves comparing the fair value of our reporting units to their carrying amount. If the fair value of the reporting unit is greater than its carrying amount, there is no impairment and no further testing is required. If the reporting unit’s carrying amount is greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss is recognized equal to the difference.

We performed our annual impairment analysis of goodwill and indefinite-lived intangible assets for possible impairment as of October 1, 2012. Our management, with the assistance of an independent third-party valuation firm, determined the fair values of our reporting units and their underlying assets, and compared them to their respective carrying values. Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. The carrying value of goodwill was allocated to our reporting units pursuant to ASC 350. As a result of our annual impairment analysis as of October 1, 2012, we have determined that no impairment of goodwill and other indefinite-lived intangible assets existed.

Fair value was determined by using a weighted combination of a market-based approach and an income approach, as this combination was deemed to be the most indicative of fair value in an orderly transaction between market participants. Under the market-based approach, we utilized information regarding our company and publicly available comparable company and industry information to determine cash flow multiples and revenue multiples that are used to value our reporting units. Under the income approach, we determined fair value based on estimated future cash flows of each reporting unit, discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn.

In addition, fair value of our indefinite-lived trademark was determined using the relief from royalty method under the income approach to value. This method applies a market based royalty rate to projected revenues that are associated with the trademarks. Applying the royalty rate to projected revenues resulted in an indication of the pre-tax royalty savings associated with ownership of the trademarks. Projected after-tax royalty savings were discounted to present value at the reporting unit’s weighted average cost of capital, and a tax amortization benefit (calculated based on a 15 year life for tax purposes) was added.

In conjunction with our annual assessment of goodwill, our valuation techniques did not indicate any impairment as of October 1, 2012. In performing the step one analysis of fair value, we concluded that the estimated fair values of each of the Sarcom and NSPI reporting units were approximately 11% greater than their individual carrying values. There is $12.1 million and $6.2 million of goodwill residing in our Sarcom and NSPI reporting units, respectively. Our Abreon reporting unit had an estimated fair value that was substantially higher than its carrying value. However, in applying the market and income approaches to determining fair value of our reporting units, we rely on a number of significant assumptions and estimates including revenue growth rates and operating margins, discount rates and future market conditions, among others. Our estimates are based upon assumptions we believe to be reasonable, but which by nature are uncertain and unpredictable. Changes in one or more of these significant estimates or assumptions could affect the results of these impairment reviews. For example, a change of 1.5-3% in our weighted-average cost of capital assumptions or a 10 basis point reduction in growth of our estimated EBITDA margin would have resulted in a fair value at, or slightly below, our current carrying value of our Sarcom or NSPI reporting units.

As part of our annual review for impairment, we assessed the total fair values of the reporting units and compared total fair value to our market capitalization at October 1, 2012, including the implied control premium, to determine if the fair values are reasonable compared to external market indicators. When comparing our market capitalization to the discounted cash flow models for each reporting unit summed together, the implied control premium was approximately 25% as of October 1, 2012. We believe several factors are contributing to our low market capitalization, including the lack of trading volume in our stock and the recent significant investments made in various parts of our business and their effects on analyst earnings models.

For the year ended December 31, 2011, as a result of our annual impairment analysis performed for that period, we had determined that a SARCOM trademark was impaired as a result of a reassessment of its remaining useful life and recorded a non-cash impairment charge of $0.8 million as "Impairment of indefinite-lived trademark" in our Consolidated Financial Statements for the year ended December 31, 2011. We determined that no other impairment of goodwill and other indefinite-lived intangible assets existed as of December 31, 2011.

Given continuing economic uncertainties and related risks to our business, there can be no assurance that our estimates and assumptions made for purposes of our goodwill and indefinite-lived intangible assets impairment testing as of October 1, 2012 will prove to be accurate predictions of the future. We may be required to record additional goodwill impairment charges in future periods, whether in connection with our next annual impairment testing as of October 1, 2013 or prior to that, if any change constitutes a triggering event outside of the quarter from when the annual goodwill and indefinite-lived intangible assets impairment test is performed. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

We amortize other intangible assets with definite lives generally on a straight-line basis over their estimated useful lives.

RESULTS OF OPERATIONS

Consolidated Statements of Operations Data

The following table sets forth, for the years indicated, our Consolidated Statements of Operations (in thousands) and information derived from our Consolidated Statements of Operations expressed as a percentage of net sales. There can be no assurance that trends in net sales, gross profit or operating results will continue in the future.

	Years Ended December 31,		
	2012	2011	2010
Net sales	$ 1,420,859	$ 1,421,385	$ 1,358,749
Cost of goods sold	1,226,671	1,230,897	1,187,454
Gross profit	194,188	190,488	171,295
Selling, general and administrative expenses	181,211	181,461	156,827
Revaluation of earnout liability	(107)	(1,229)	—
Impairment of indefinite-lived trademark	—	800	—
Other charge	500	—	—
Operating profit	12,584	9,456	14,468
Interest expense, net	3,790	3,284	2,019
Income before income taxes	8,794	6,172	12,449
Income tax expense	3,700	3,040	4,876
Net income	$ 5,094	$ 3,132	$ 7,573

	As a Percentage of Net Sales For Years Ended December 31,		
	2012	2011	2010
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	86.3	86.6	87.4
Gross profit	13.7	13.4	12.6
Selling, general and administrative expenses	12.8	12.8	11.5
Revaluation of earnout liability	—	(0.1)	—
Impairment of indefinite-lived trademark	—	0.1	
Other charge	—	—	—
Operating profit	0.9	0.6	1.1
Interest expense, net	0.3	0.2	0.1
Income before income taxes	0.6	0.4	1.0
Income tax expense	0.2	0.2	0.4
Net income	0.4%	0.2%	0.6%

Year Ended December 31, 2012 Compared to the Year Ended December 31, 2011

Net Sales. The following table presents our net sales, by segment, for the periods presented (in thousands):

	Years Ended December 31, 2012	Years Ended December 31, 2011	Change $	Change %
MME	$ 568,287	$ 526,858	$ 41,429	7.9%
SMB	457,906	491,338	(33,432)	(6.8)
Public Sector	165,828	171,630	(5,802)	(3.4)
MacMall/OnSale	228,851	233,544	(4,693)	(2.0)
Corporate and Other	(13)	(1,985)	1,972	NMF(1)
Consolidated net sales	$ 1,420,859	$ 1,421,385	$ (526)	0.0%

(1) Not meaningful.

Our consolidated net sales for 2012 were $1,420.9 million, a $0.5 million decrease from consolidated net sales of $1,421.4 million in 2011.

Our MME segment net sales increased by $41.4 million, or 8%, to $568.3 million in 2012 from $526.9 million in 2011. This increase was primarily due to a 15% increase in sales of services in 2012 compared to 2011 as well as a 6% increase in net sales of products. Sales of services represented 20% of MME net sales in 2012 compared to 19% of MME net sales in 2011.

Our SMB segment net sales decreased by $33.4 million, or 7%, to $457.9 million in 2012 from $491.3 million in 2011. This decrease was primarily due to a $45.3 million decline in sales to promotional companies as a result of a program change by a large vendor in late 2011, partially offset by an $11.9 million increase in sales to customers outside that program.

Our Public Sector segment net sales decreased by $5.8 million, or 3%, to $165.8 million in 2012 from $171.6 million in 2011. This decrease in Public Sector net sales was due to a decrease of $8.5 million, or 9%, in our federal government business, which was partially offset by an increase of $2.8 million, or 4%, in sales to SLED customers resulting primarily from increased account executive headcount focused on our SLED business.

Our MacMall/OnSale segment net sales decreased by $4.6 million, or 2%, to $228.9 million in 2012 compared to $233.5 million in 2011. The decrease in MacMall/OnSale net sales was primarily due to a $3.1 million decrease in MacMall net sales due to the vendor program change discussed above. In addition, the decrease in MacMall/OnSale net sales was affected by soft demand resulting from market anticipation of major product releases which did not occur until the fourth quarter of 2012, as compared to new product releases in the prior year which occurred in the third quarter of 2011. These reductions were partially offset by a $6.1 million, or 20%, increase in retail sales driven by our two new retail stores.

Gross Profit and Gross Profit Margin. The following table presents our gross profit and gross profit margin, by segment, for the periods presented (in thousands):

	Years Ended December 31, 2012 Gross Profit	2012 Gross Profit Margin	2011 Gross Profit	2011 Gross Profit Margin	Change $	Change Margin
MME	$ 84,835	14.9%	$ 81,483	15.5%	$ 3,352	(0.6)%
SMB	66,878	14.6	67,205	13.7	(327)	0.9
Public Sector	16,514	10.0	16,908	9.9	(394)	0.1
MacMall/OnSale	25,564	11.2	25,144	10.8	420	0.4
Corporate and Other	397	NMF(1)	(252)	NMF(1)	649	NMF(1)
Consolidated gross profit and gross profit margin	$ 194,188	13.7%	$ 190,488	13.4%	$ 3,700	0.3%

(1) Not meaningful.

Consolidated gross profit for 2012 was $194.2 million compared to $190.5 million in 2011, a $3.7 million or 2% increase. Consolidated gross profit margin was 13.7% in 2012 compared to 13.4% in 2011.

Gross profit for our MME segment increased by $3.3 million, or 4%, to $84.8 million in 2012 compared to $81.5 million 2011. MME gross profit margin decreased by 60 basis points to 14.9% in 2012 compared to 15.5% in 2011. The increase in MME gross profit was primarily due to the increased MME net sales discussed above, partially offset by a decrease in product margins and a $0.6 million decrease in vendor consideration. The decrease in MME gross profit margin was primarily due to a 29 basis point decrease in vendor consideration as a percentage of net sales and a competitive pricing environment for product sales.

Gross profit for our SMB segment was $66.9 million in 2012 compared to $67.2 million in 2011, a decrease of $0.3 million. SMB gross profit margin increased by 90 basis points to 14.6% in 2012 compared to 13.7% in 2011. The decrease in SMB gross profit was primarily due to the decrease in SMB net sales discussed above, partially offset by a $0.3 million increase in vendor consideration. The increase in SMB gross profit margin was primarily due to 31 basis point increase in vendor consideration as a percentage of net sales as well as a decrease in sales to promotional companies at lower margins.

Gross profit for our Public Sector segment decreased by $0.4 million, or 2%, to $16.5 million in 2012 compared to $16.9 million in 2011. Public Sector gross profit margin increased by 10 basis points to 10.0% in 2012 compared to 9.9% in 2011. The decrease in our Public Sector gross profit was primarily due to the decrease in Public Sector net sales discussed above as well as a $0.3 million decrease in vendor consideration.

Gross profit for our MacMall/OnSale segment was $25.6 million for 2012 compared to $25.1 million in 2011, an increase of $0.5 million or 2%. MacMall/OnSale gross profit margin increased by 40 basis points to 11.2% in 2012 compared to 10.8% in 2011. The increase in MacMall/OnSale gross profit and gross profit margin was primarily due to an improvement in product sales mix and increased higher margin retail sales, which were aided by our two new retail stores.

Operating Profit (Loss) and Operating Profit Margin. The following table presents our operating profit (loss) and operating profit margin, by segment, for the periods presented (in thousands):

	Years Ended December 31,					
	2012		2011		Change	
	Operating Profit (Loss)	Operating Profit Margin (1)	Operating Profit (Loss)	Operating Profit Margin (1)	$	Margin
MME	$ 29,809	5.2%	$ 27,583	5.2%	$ 2,226	—
SMB	37,484	8.2	36,899	7.5	585	0.7
Public Sector	2,554	1.5	1,748	1.0	806	0.5
MacMall/OnSale	3,014	1.3	279	0.1	2,735	1.2
Corporate and Other	(60,277)	(4.2)	(57,053)	(4.0)	(3,224)	(0.2)
Consolidated operating profit and operating profit margin	$ 12,584	0.9%	$ 9,456	0.7%	$ 3,128	0.2%

(1) Operating profit margin for Corporate and Other is computed based on consolidated net sales. Operating profit margin for each of the other segments is computed based on the respective segment's net sales.

Consolidated operating profit for 2012 increased by $3.1 million, or 33%, to $12.6 million compared to $9.5 million in 2011. Consolidated operating profit margin for 2012 was 0.9% compared to 0.7% in 2011, an increase of 20 basis points.

Our MME segment operating profit increased by $2.2 million, or 8%, to $29.8 million in 2012 compared to $27.6 million in 2011. The increase in MME operating profit was primarily due to the increase in MME gross profit discussed above, a $0.8 million impairment charge recorded in 2011 related to a writedown of an indefinite-lived SARCOM trademark based on a reassessment of its remaining estimated useful life, and a $0.6 million decrease in personnel costs. The increase in MME operating profit in 2012 was offset by a $0.5 million charge related to a customer's demand for credit for software maintenance for which we have paid the vendor and do not currently expect to reimbursed and a $1.1 million difference in the 2012 reduction, compared to the 2011 reduction, of the estimated fair value of contingent consideration liability related to our NSPI acquisition. The liability reduction, which reduced SG&A, was $0.1 million in 2012 compared to $1.2 million in 2011.

Operating profit for our SMB segment increased by $0.6 million, or 2%, to $37.5 million in 2012 compared to $36.9 million in 2011. The increase in SMB operating profit was primarily due to a $0.4 million decrease in bad debt expense, a $0.3 million decrease in advertising expenditures and a $0.2 million decrease in variable fulfillment costs, partially offset by a $0.8 million increase in personnel costs primarily due to increased variable compensation expenses related to higher selling margin for SMB's core business.

Operating profit for our Public Sector segment was $2.6 million in 2012 compared to $1.7 million in 2011, an increase of $0.9 million, or 46%. The increase in Public Sector operating profit was primarily due to a $0.8 million decrease in personnel costs.

Operating profit for our MacMall/OnSale segment increased by $2.7 million, to $3.0 million in 2012 compared to $0.3 million in 2011. The increase in MacMall/OnSale segment operating profit was primarily due to a $1.0 million decrease in MacMall/OnSale personnel cost, $0.5 million decrease in legal costs, a $0.5 million decrease in outside services and the increase in MacMall/OnSale gross profit discussed above, partially offset by a $0.5 million increase in advertising expenditures.

Corporate and Other operating expenses includes corporate related expenses such as legal, accounting, information technology, product management and certain pre-sales, value-added support services and other administrative costs that are not otherwise included in our reportable operating segments. Corporate and Other expenses increased by $3.2 million, or 6%, to $60.3 million in 2012 from $57.1 million in 2011. This increase was primarily due to a $2.7 million increase in net personnel costs, which includes an increase of $0.8 million of severance and restructuring related costs, a $1.4 million increase in depreciation expense associated with the completed portions of our on-going systems upgrades, a $0.5 million increase in professional consulting fees, and a $0.4 million increase in outside services, partially offset by a $1.5 million decrease in litigation costs primarily related to defending in the prior year what we believe was a meritless lawsuit which was settled in January 2012 without liability to us.

Net Interest Expense. Total net interest expense in 2012 increased to $3.8 million compared with $3.3 million in 2011. The increase in interest expense of $0.5 million resulted primarily from the increase in our outstanding borrowings primarily related to the financing of our new El Segundo headquarters office building, the capital leases for various furniture and equipment at our El Segundo headquarters, our data center in Atlanta and our Midwest headquarters, partially offset by a decrease in our average effective borrowing rate.

Income Tax Expense. We recorded an income tax expense of $3.7 million in 2012 compared to an income tax expense of $3.0 million in 2011. Our effective tax rates for 2012 and 2011 were 42% and 49%. The increase in income tax expense is primarily attributable to the increase in pre-tax book income in 2012 as compared to 2011. The decrease in our effective tax rate in 2012 compared to 2011 was primarily due to the significant impact on the rate in the prior year due to the recording of valuation allowances associated with certain state net operating loss carryforwards.

Year Ended December 31, 2011 Compared to the Year Ended December 31, 2010

Net Sales. The following table presents our net sales, by segment, for the periods presented (in thousands):

	Years Ended December 31,		Change	
	2011	2010	$	%
MME	$ 526,858	$ 490,967	$ 35,891	7.3%
SMB	491,338	481,068	10,270	2.1
Public Sector	171,630	187,329	(15,699)	(8.4)
MacMall/OnSale	233,544	199,533	34,011	17.0
Corporate and Other	(1,985)	(148)	(1,837)	NMF(1)
Consolidated net sales	$ 1,421,385	$ 1,358,749	$ 62,636	4.6%

(1) Not meaningful.

Our consolidated net sales for 2011 were $1,421.4 million, a $62.7 million, or 5%, increase from consolidated net sales of $1,358.7 million in 2010.

Our MME segment net sales increased by $35.9 million, or 7%, to $526.9 million in 2011 from $491.0 million in 2010. This increase was primarily due to a 17% increase in sales of services in 2011 compared to 2010 as well as a 5% increase in net sales of products. Sales of services represented 19% of MME net sales in 2011 compared to 17% of MME net sales in 2010.

Our SMB segment net sales increased by $10.2 million, or 2%, to $491.3 million in 2011 from $481.1 million in 2010. This increase was primarily due to incremental productivity by our tenured account executives, partially offset by a $9 million decrease in sales to promotional companies as a result of a program change by a large vendor in late 2011. Going forward, we expect the results of the program change to have an impact on year over year comparisons. Sales under the program in 2011 were approximately $64.7 million compared to sales under the program in 2010 of $73.6 million.

Our Public Sector segment net sales decreased by $15.7 million, or 8%, in 2011 to $171.6 million from $187.3 million in 2010. This decrease was primarily due to a 19% decrease in our federal government business due to ongoing federal budgetary constraints, partially offset by a 25% increase in sales to SLED resulting primarily from increased account executive headcount focused on SLED business and new SLED contracts in 2011.

Our MacMall/OnSale segment net sales increased by $34.0 million, or 17%, to $233.5 million in 2011 compared to $199.5 million in 2010. This increase was primarily due to net sales made through our eCost brand, which was acquired in February 2011, and a $15.3 million increase in sales through our OnSale brand. The increase also reflects our ongoing efforts to focus on higher profit customer segments such as small businesses, creative professionals and high-end consumers, but was offset by a decrease of $3.0 million due to the aforementioned vendor program change. Sales under this vendor program were approximately $8.2 million in 2011 compared to $11.2 million in 2010.

Gross Profit and Gross Profit Margin. The following table presents our gross profit and gross profit margin, by segment, for the periods presented (in thousands):

	Years Ended December 31,					
	2011		2010		Change	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	$	Margin
MME	$ 81,483	15.5%	$ 75,301	15.3%	$ 6,182	0.2%
SMB	67,205	13.7	60,324	12.5	6,881	1.2
Public Sector	16,908	9.9	14,189	7.6	2,719	2.3
MacMall/OnSale	25,144	10.8	21,404	10.7	3,740	0.1
Corporate and Other	(252)	NMF(1)	77	NMF(1)	(329)	NMF(1)
Consolidated gross profit and gross profit margin	$ 190,488	13.4%	$ 171,295	12.6%	$ 19,193	0.8%

(1) Not meaningful.

Consolidated gross profit for 2011 was $190.5 million compared to $171.3 million in 2010, a $19.2 million or 11% increase. Consolidated gross profit margin was 13.4% in 2011 compared to 12.6% in 2010.

Gross profit for our MME segment increased by $6.2 million, or 8%, to $81.5 million in 2011 compared to $75.3 million 2010, and gross profit margin increased to 15.5% in 2011 compared with 15.3% in 2010. The increase in MME gross profit was primarily due to the increased MME net sales discussed above and a $0.8 million increase in vendor consideration.

Gross profit for our SMB segment was $67.2 million in 2011 compared to $60.3 million in 2010, an increase of $6.9 million or 11%. SMB gross profit margin increased by 120 basis points to 13.7% in 2011 compared to 12.5% in 2010. The increase in SMB gross profit was primarily due to the increase in SMB net sales discussed above and a $1.7 million increase in vendor consideration. The increase in SMB gross profit margin was primarily due to a change in product mix weighted more to service solutions, a decrease in the sales to promotional companies at lower margins and a 20 basis point increase in vendor consideration as a percentage of net sales.

Gross profit for our Public Sector segment increased by $2.7 million, or 19%, to $16.9 million in 2011 compared to $14.2 million in 2010. Public Sector gross profit margin increased by 230 basis points to 9.9% in 2011 compared to 7.6% in 2010. The increase in our Public Sector gross profit and gross profit margin was primarily due to an improved mix of sales of products, services and solutions made at higher margins, which includes an increase of $1.3 million, or 77 basis points, in vendor consideration.

Gross profit for our MacMall/OnSale segment increased by $3.7 million, or 17%, to $25.1 million in 2011 compared to $21.4 million in 2010. MacMall/OnSale gross profit margin increased to 10.8% in 2011 compared to 10.7% in 2010. The increase in MacMall/OnSale gross profit was primarily due to the increase in MacMall/OnSale segment net sales discussed above and a $1.0 million increase in vendor consideration.

Operating Profit (Loss) and Operating Profit Margin. The following table presents our operating profit (loss) and operating profit margin, by segment, for the periods presented (in thousands):

	Years Ended December 31,					
	2011		2010			
	Operating Profit (Loss)	Operating Profit Margin (1)	Operating Profit (Loss)	Operating Profit Margin (1)	Change $	Change Margin
MME	$ 27,583	5.2%	$ 23,190	4.7%	$ 4,393	0.5%
SMB	36,899	7.5	31,359	6.5	5,540	1.0
Public Sector	1,748	1.0	737	0.4	1,011	0.6
MacMall/OnSale	279	0.1	5,332	2.7	(5,053)	(2.6)
Corporate and Other	(57,053)	(4.0)	(46,150)	(3.4)	(10,903)	(0.6)
Consolidated operating profit and operating profit margin	$ 9,456	0.7%	$ 14,468	1.1%	$ (5,012)	(0.4)%

(1) Operating profit margin for Corporate and Other is computed based on consolidated net sales. Operating profit margin for each of the other segments is computed based on the respective segment's net sales.

Consolidated operating profit for 2011 decreased by $5.0 million, or 35%, to $9.5 million compared to $14.5 million in 2010. Consolidated operating profit margin for 2011 was 0.7% compared to 1.1% in 2010, a decrease of 40 basis points.

Our MME segment operating profit increased by $4.4 million, or 19%, to $27.6 million in 2011 compared to $23.2 million in 2010. The increase in MME operating profit was primarily due to the increase in MME gross profit discussed above, a $1.2 million decrease in earnout liability related to NSPI and a $0.4 million decrease in bad debt expense, partially offset by a $1.4 million increase in variable fulfillment costs, a $0.8 million increase in lease related costs, a $0.8 million impairment charge related to a writedown of an indefinite-lived SARCOM trademark based on a reassessment of its remaining estimated useful life, and a $0.5 million increase in depreciation and amortization expenses primarily relating to the acquisition of NSPI.

Operating profit for our SMB segment increased by $5.5 million, or 18%, to $36.9 million in 2011 compared to $31.4 million in 2010. The increase in SMB operating profit was primarily due to the increase in SMB gross profit discussed above, partially offset by a $1.2 million increase in SMB personnel costs. This increase in SMB personnel costs was primarily due to an increase in variable compensation expenses due to the increased SMB gross profit discussed above.

Operating profit for our Public Sector segment was $1.7 million in 2011 compared to $0.7 million in 2010, an increase of $1.0 million, or 137%. The increase in Public Sector operating profit was primarily due to the increase in Public Sector gross profit discussed above, partially offset by a $1.1 million increase in Public Sector personnel costs related to our investment in incremental resources in our SLED and Health Dynamix divisions.

Operating profit for our MacMall/OnSale segment decreased by $5.0 million, or 95%, to $0.3 million in 2011 compared to $5.3 million in 2010. The decrease in MacMall segment operating profit was primarily due a $3.5 million increase in personnel costs which was related to the expansion of the OnSale business model in 2011, a $2.0 million increase in advertising expenditures, a $0.6 million increase in legal costs, $0.5 million increase in credit card related fees, a $0.5 million increase in outside service fees, a $0.5 million increase in variable fulfilment costs and a $0.4 million increase in depreciation and amortization expenses, partially offset by the increase in MacMall/OnSale gross profit discussed above.

Corporate and Other expenses increased by $10.9 million, or 24%, to $57.1 million in 2011 from $46.2 million in 2010. This increase was primarily due to a $6.7 million increase in net personnel costs, a $1.2 million increase in legal costs which includes costs incurred defending a lawsuit that was settled in January 2012 without liability to the company, $1.0 million of increased depreciation expense, a $0.7 million increase in telecommunications costs, and a $0.5 million writedown of inventory related to the introduction of the iPad 2 in 2011.

Net Interest Expense. Total net interest expense in 2011 increased to $3.3 million compared with $2.0 million in 2010. The increase in interest expense of $1.3 million resulted primarily from an increase in our average total outstanding borrowings in 2011, an increase in our average effective borrowing rate in 2011 compared to 2010, as well as an increase in amortization of deferred financing costs.

Income Tax Expense. We recorded an income tax expense of $3.0 million in 2011 compared to an income tax expense of $4.9 million in 2010. Our effective tax rates for 2011 and 2010 were 49% and 39%. The decrease in income tax expense is primarily attributable to the decrease in pre-tax book income in 2011 as compared to 2010. The increase in our effective tax rate in 2011 compared to 2010 was primarily due to the recording of a valuation allowance against certain of our state net operating loss carryforwards.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital. Our primary capital needs have and we expect will continue to be the funding of our existing working capital requirements, capital expenditures for which we expect to include substantial investments in our planned Columbus data center, our new ERP system, eCommerce platform and other upgrades of our current IT infrastructure over the next several years, which are discussed further below in “Other Planned Capital Projects,” possible sales growth, possible acquisitions and new business ventures, including the execution of our rebranding strategy and possible repurchases of our common stock under a discretionary repurchase program, which is also further discussed below. Our primary sources of financing have historically come from borrowings from financial institutions, public and private issuances of our common stock and cash flows from operations. Our continuing efforts to drive revenue growth from commercial customers could result in an increase in our accounts receivable as these customers are generally provided longer payment terms than consumers. We historically have increased our inventory levels from time to time to take advantage of strategic manufacturer promotions. We believe that our current working capital, including our existing cash balance, together with our expected future cash flows from operations and available borrowing capacity under our line of credit, will be adequate to support our current operating plans for at least the next 12 months. However, the current uncertainty in the macroeconomic environment may limit our cash resources that could otherwise be available to fund capital investments, future strategic opportunities or growth beyond our current operating plans. We are also unable to quantify any expected future synergies or costs related to our ongoing rebranding and restructuring efforts.

There has been ongoing uncertainty in the global economic environment, which could cause disruptions in the capital and credit markets. While our revolving credit facility does not mature until March 2015, we believe problems in these areas could have a negative impact on our ability to obtain future financing if we need additional funds, such as for acquisitions or expansion, to fund a significant downturn in our sales or an increase in our operating expenses, or to take advantage of opportunities or favorable market conditions in the future. We may seek additional financing from public or private debt or equity issuances; however, there can be no assurance that such financing will be available at acceptable terms, if at all. Also, there can be no assurance that the cost or availability of future borrowings, if any, under our credit facility or in the debt markets will not be impacted by disruptions in the capital and credit markets.

We had cash and cash equivalents of $6.5 million at December 31, 2012 and $9.5 million at December 31, 2011. Our working capital increased by $10.1 million to $55.4 million at December 31, 2012 from working capital of $45.3 million at December 31, 2011.

In September 2012, our Board of Directors approved a $10 million increase to our discretionary stock repurchase program, which was originally adopted in October 2008 with an initial authorized maximum of $10 million. Under the program, the shares may be repurchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending on market conditions. We expect that the repurchase of our common stock under the program will be financed with existing working capital and amounts available under our existing credit facility. No limit was placed on the duration of the repurchase program. There is no guarantee as to the exact number of shares that we will repurchase. Subject to applicable securities laws, repurchases may be made at such times and in such amounts as our management deems appropriate. The program can also be discontinued at any time management feels additional purchases are not warranted. During the year ended December 31, 2012, we repurchased a total of 653,762 shares of our common stock under this program for a cost of $3.9 million. From the inception of the program in October 2008 through December 31, 2012, we have repurchased an aggregate total of 2,610,268 shares of our common stock for a total cost of $12.6 million. The repurchased shares are held as treasury stock. At December 31, 2012, we had $7.4 million available in stock repurchases under the program, subject to any limitations that may apply from time to time under our existing credit facility.

We maintain a Canadian call center serving the U.S. market, which receives benefit of labor credits under the Investment Quebec Refundable Tax Credit for Major Employment Generating Projects (GPCE) program. In addition to other eligibility requirements under the program, which extends through fiscal year 2016, we are required to maintain a minimum of 317 eligible employees employed by our subsidiary PCM Sales Canada, Inc. in the province of Quebec at all times to remain eligible to apply annually for these labor credits. As a result of this certification, we are eligible to make annual labor credit claims for eligible employees equal to 25% of eligible salaries, but not to exceed $15,000 (Canadian) per eligible employee per year, beginning in fiscal year 2008 and continuing through fiscal year 2016. As of December 31, 2012, we had an accrued receivable of $10.9 million related to the 2010, 2011 and 2012 calendar years. We filed our 2011 claim in 2012 and we expect to receive full payment under our remaining accrued labor credits receivable.

Cash Flows from Operating Activities. Net cash provided by operating activities was $13.6 million in 2012, compared to net cash used in operating activities of $22.1 million in 2011 and net cash provided by operating activities of $28.3 million in 2010.

The $13.6 million of net cash provided by operating activities in 2012 was primarily related to net income before non-cash adjustments and a $10.5 million decrease in inventory mostly reflecting a sell-through of seasonal purchases made in late 2011, partially offset by a $17.6 million reduction in accounts payable due to the timing of payments to our largest vendors.

Net cash used in operating activities of $22.1 million in 2011 was primarily due to a $23.2 million increase in accounts receivable and a $14.9 million increase in inventory, partially offset by net income and non-cash adjustments to net income such as $10.0 million in depreciation and amortization. The increase in accounts receivable in 2011 reflects our increased focus on sales to commercial companies and also was impacted by large sales near the end of 2011 that did not occur at the end of 2010. The increase in inventory in 2011 was due to a strategic purchase made near the end of 2011 of a large supply of inventory from a single vendor.

The $28.3 million of net cash provided by operating activities in 2010 was primarily due to net income before non-cash adjustments, as well as $19.3 million from a decrease in accounts payable due to better management of the timing of payments of our trade payables, a reduction in inventory of $5.0 million primarily due to the sell through of our Public Sector backlog that existed at the end of 2009, partially offset by a $21.5 million increase in accounts receivable reflecting our strategic focus on driving revenue growth from commercial customers.

Cash Flows from Investing Activities. Net cash used in investing activities during the years ended December 31, 2012, 2011 and 2010 was $9.4 million, $30.3 million and $16.8 million, respectively.

The $9.4 million of net cash used in investing activities in 2012 was primarily related to capital expenditure relating to investments in our IT infrastructure and the creation of enhanced electronic tools for our account executives and sales support staff as well as the purchase of 7.9 acres of land in New Albany, Ohio on which we intend to commence construction on a new cloud data center that we expect to open in late 2013 or early 2014. We expect to incur an incremental $8 million to $9 million of construction and related costs to build out the new data center primarily during 2013.

The $30.3 million of net cash used in investing activities in 2011 was primarily due to capital expenditures totaling $17.2 million related to the purchase of our headquarters office building in El Segundo and related furniture, equipment and improvements, a $10.9 million capital expenditure related to investments in our IT infrastructure and the creation of enhanced electronic tools for our account executives and sales support staff, and a $2.3 million acquisition of certain assets of eCost.

The $16.8 million of net cash used in investing activities in 2010 was primarily related to the $8.8 million (net of cash acquired) used for the acquisition of NSPI in June 2010 and $8.0 million of capital expenditures.

Cash Flows from Financing Activities. Net cash used in financing activities was $7.3 million in 2012 compared to net cash provided by financing activities of $51.2 million in 2011 and net cash used in financing activities $10.2 million in 2010.

The net cash used in financing activities of $7.3 million in 2012 was primarily related to $4.2 million of net payments on our line of credit, $3.9 million related to repurchases of our common stock, a $2.6 million change in book overdraft and $2.4 million of payments on our capital lease obligations, partially offset by $4.4 million of proceeds resulting from capital leases entered into during 2012 but relating to assets acquired in the prior year.

The $51.2 million of net cash provided by financing activities in 2011 was primarily due to $41.2 million of net borrowings on our line of credit, $7.2 million of borrowings under a new note payable to finance a part of the purchase price of the building in El Segundo and a $7.0 million change in book overdraft, partially offset by $2.6 million of repurchases of our common stock under a repurchase program, $1.2 million of capital lease payments and a $1.1 million payment of NSPI's earnout liability.

The $10.2 million of net cash used in financing activities in 2010 was primarily due to the $4.2 million of net payments on our line of credit, a $3.4 million change in book overdraft and a $1.1 million of net repayments under our notes payable.

Line of Credit and Notes Payable. We maintain an asset-based revolving credit facility that provides for, among other things, (i) a credit limit of $160 million, which may be increased in increments of $5 million up to a total credit limit of $180 million, provided that any increase of the total credit limit in excess of $160 million is subject to, among other things, an acceptance and commitment by the lenders to such excess amount and a line increase fee not to exceed 0.65% of the increased amount; (ii) LIBOR interest rate options that we can enter into with no limit on the maximum outstanding principal balance which may be subject to a LIBOR interest rate option; and (iii) a maturity date of March 31, 2015. The credit facility, which functions as a working capital line of credit with a borrowing base of inventory and accounts receivable, including certain credit card receivables, also includes a monthly unused line fee of 0.25% per year on the amount, if any, by which the Maximum Credit, as defined in the agreement, then in effect, exceeds the average daily principal balance of the outstanding borrowings during the immediately preceding month. There can be no assurance that the lenders, if we elected to increase the credit limit, will commit to the remaining excess $20 million of credit beyond the $160 million in any future period. As a result, we may not be able to access the credit facility beyond its current limit of $160 million.

The credit facility is collateralized by substantially all of our assets. In addition to the security interest required by the credit facility, certain of our vendors have security interests in some of our assets related to their products. The credit facility has as its single financial covenant a minimum fixed charge coverage ratio (FCCR) requirement in the event an FCCR triggering event has occurred. An FCCR triggering event is comprised of maintaining certain specified daily and average excess availability thresholds. In the event the FCCR covenant applies, the fixed charge coverage ratio is 1.0 to 1.0 for each twelve-month period ending on or after December 31, 2011. At December 31, 2012, we were in compliance with our financial covenant under the credit facility.

Loan availability under the line of credit fluctuates daily and is affected by many factors, including eligible assets on-hand, opportunistic purchases of inventory and availability and utilization of early-pay discounts. At December 31, 2012, we had $87.6 million of net working capital advances outstanding under the line of credit. At December 31, 2012, the maximum credit line was $160 million and we had $47.8 million available to borrow for working capital advances under the line of credit.

In connection with and as part of the amended credit facility, we entered into an amended term note on December 14, 2010 with a principal balance of $2.87 million, payable in equal monthly principal installments beginning on January 1, 2011, plus interest at the prime rate with a LIBOR option. The amended term note matures in December 2017 or in the event of a default, termination or non-renewal of our credit facility, is payable in its entirety upon demand by our lender. At December 31, 2012, we had $2.05 million outstanding under the amended term note. The remaining balance of our term note matures as follows: $410,000 annually in each of the years 2013 through 2017.

At December 31, 2012, our effective weighted average annual interest rate on outstanding amounts under the credit facility and term note was 2.21%.

In June 2011, we entered into a credit agreement to finance the acquisition and improvement of the real property we purchased in March 2011 in El Segundo, California. The agreement provides for a five year term and a 25 year straight-line, monthly principal repayment amortization period with a balloon payment at maturity. Interest is variable, indexed to Prime plus a spread of 0.375% or LIBOR plus a spread of 2.375% at our option, payable monthly. At December 31, 2012, we had $9.7 million outstanding under this credit agreement, which matures as follows: $0.4 million annually in each of the years 2013 through 2015 and $8.5 million in 2016. The loan is secured by the real property and contains financial covenants substantially similar to those of our existing asset-based credit facility.

As of the date of this report, we are currently in negotiations with our lenders to amend our credit facility to, among other features, increase the maximum credit to $190 million, reduce the interest charge by 0.25% and extend its maturity through September 30, 2017. There can be no assurance that a final agreement can be reached or that any such agreement will contain these or similar terms.

The carrying amounts of our line of credit borrowings and notes payable approximate their fair value based upon the current rates offered to us for obligations of similar terms and remaining maturities.

As part of our growth strategy, we may, in the future, make acquisitions in the same or complementary lines of business, and pursue other business ventures. Any launch of a new business venture or any acquisition and the ensuing integration of the acquired operations would place additional demands on our management, and our operating and financial resources.

Inflation

Inflation has not had a material impact on our operating results; however, there can be no assurance that inflation will not have a material impact on our business in the future.

Dividend Policy

We have never paid cash dividends on our capital stock and our credit facility prohibits us from paying any cash dividends on our capital stock. Therefore, we do not currently anticipate paying dividends; we intend to retain any earnings to finance the growth and development of our business.

CONTRACTUAL OBLIGATIONS, OFF-BALANCE SHEET ARRANGEMENTS AND CONTINGENCIES

Contractual Obligations

The following tables set forth our future contractual obligations and other commercial commitments as of December 31, 2012 (in thousands), including the future periods in which payments are expected. Additional details regarding these obligations are provided in the Notes to the Consolidated Financial Statements in Part II, Item 8 of this report.

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Contractual obligations					
Long-term debt obligations (a) (Note 8)	$ 11,771	$ 812	$ 1,624	$ 9,335	$ —
Purchase obligations (b) (Note 10)	8,447	7,408	1,039	—	—
Operating lease obligations (Note 10)	15,799	5,581	7,801	2,410	7
Capital lease obligations (Note 10)	8,676	2,921	4,082	1,673	—
Total contractual obligations	$ 44,693	$ 16,722	$ 14,546	$ 13,418	$ 7

	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Other commercial commitments					
Line of credit (a) (Note 8)	$ 87,630	$ 87,630	$ —	$ —	$ —
Standby Letters of Credit (c)	10,098	10,000	98	—	

(a) Long-term debt obligations and line of credit exclude interest, which is based on a variable rate tied to the prime rate or LIBOR plus a variable spread, at our option.

(b) Purchase obligations consist of minimum commitments under non-cancelable contracts for services relating to telecommunications, IT maintenance, financial services and employment contracts with certain employees (which consist of severance arrangements that, if exercised, would become payable in less than one year).

(c) Standby LOCs are commitments issued to third party beneficiaries, underwritten by a third party bank, representing funding responsibility in the event of third party demands or contingent events. The outstanding balance of our standby LOCs reduces the amount available to us from our revolving credit facility. The LOC amounts in the table above represent the amount of commitment expiration per period presented. There were no claims made against any standby LOCs during the year ended December 31, 2012.

Other Planned Capital Projects

ERP and Web Infrastructure Upgrades

We are currently upgrading many of our IT systems. We have purchased licenses for Microsoft Dynamics AX (Axapta) and other related tools, such as workflow software, web development tools and other related items, to upgrade our ERP and eCommerce systems. We are currently working on the implementation of the ERP modules and the upgrade of the ERP systems, including additional enhancements and features. We believe the implementation and upgrade should help us to gain further efficiencies across our organization. Additionally, we initiated the implementation and upgrade of our eCommerce systems and have completed and recently launched a new generation of our public websites at pcm.com, macmall.com, ecost.com, onsale.com and our extranet. We are currently engaged in an assessment of the status of the ERP project in an effort to confirm the cost and timeframe for completion of the major phases of the project and to identify any modifications which may be necessary. While it is difficult to estimate costs and timeframes for completion, based on the complexity of the systems design, customization and implementation and our current estimates, which are subject to change, we currently expect to incur a cost of approximately $19 million for the major phases of these IT system upgrades and to be complete with all major phases of the implementation by the end of 2014. To date, we have incurred approximately $13.6 million of such costs. In addition to the above expenditures, we expect to make periodic upgrades to our IT systems on an ongoing basis. In addition to the upgrades to our IT systems, we recently implemented various Cisco solutions to upgrade our communications infrastructure to provide a unified platform for our entire company and to provide a robust and efficient contact center.

New Data Center

In December 2012, we completed the purchase of 7.9 acres of land with the intent to commence construction on a new cloud data center that we currently expect to open in late 2013 or early 2014. The proposed Tier III facility will be strategically located in a data center-centric development in New Albany, Ohio. The new facility will complement our two existing data centers and a 24/7 Integrated Operations Center (IOC) located in Atlanta, Georgia, enhancing our managed service offerings, including cloud services, data center hosting and management, remote monitoring and disaster recovery. We expect to incur an incremental $8 million to $9 million of construction and related costs to build out the new data center primarily during 2013.

Off-Balance Sheet Arrangements

As of December 31, 2012, we did not have any off-balance sheet arrangements.

Contingencies

For a discussion of contingencies, see Part II, Item 8, Note 9 of the Notes to the Consolidated Financial Statements of this report.

RELATED-PARTY TRANSACTIONS

There were no material related-party transactions during the year ended December 31, 2012 other than compensation arrangements in the ordinary course of business.

IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In July 2012, the FASB issued ASU 2012-02, "Goodwill and Other - Testing Indefinite-Lived Intangible Assets for Impairment" (ASU 2012-02), which provides companies the option to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. ASU 2012-02 prescribes an entity to perform a quantitative impairment test if qualitative factors indicate that it is more likely than not that its indefinite-lived intangible assets are impaired. The qualitative factors are similar to the guidance established for goodwill impairment testing and include identifying and assessing events and circumstances that would most significantly impact, individually or in the aggregate, the carrying value of the indefinite-lived intangible assets. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. We believe the adoption of this new standard will not have any effect on our consolidated financial position or results of operations.

In June 2011, the FASB issued ASU 2011-12, "Comprehensive Income" (ASU 2011-12), which amended existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. ASU 2011-12 requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We adopted the two separate but consecutive financial statements presentation effective in our quarterly period ended March 31, 2012. The adoption of this new standard did not have any effect on our consolidated financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, "Testing Goodwill for Impairment" (ASU 2011-08), which allows entities to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. The provisions of this accounting guidance were effective beginning on January 1, 2012. The adoption of this new standard did not have any effect on our consolidated financial position or results of operations.

NEW OPERATING SEGMENTS

As a result of the reorganization previously discussed, beginning in January 2013, we are operating under three operating segments - Commercial, Public Sector and MacMall. Our segments are primarily aligned based upon their respective customer base. We include corporate related expenses such as legal, accounting, information technology, product management and certain pre-sales, value-added support services and other administrative costs that are not otherwise included in our operating segments in Corporate & Other.

Historical summarized segment information is being provided as follows for informational purposes only based on our new segments that are effective in January 2013 (in thousands):

	Commercial	Public Sector	MacMall	Corporate & Other	Consolidated
Year Ended December 31, 2012					
Net sales	$ 1,026,222	$ 165,828	$ 228,851	$ (42)	$ 1,420,859
Gross profit	151,783	16,514	25,564	327	194,188
Depreciation and amortization expense(1)	4,630	106	991	6,769	12,496
Operating profit (loss)	59,571	2,554	3,014	(52,555)	12,584
Year Ended December 31, 2011					
Net sales	$ 1,016,231	$ 171,631	$ 233,544	$ (21)	$ 1,421,385
Gross profit	148,617	16,908	25,144	(181)	190,488
Depreciation and amortization expense(1)	3,712	179	832	5,321	10,044
Operating profit (loss)	57,408	1,748	279	(49,979)	9,456

(1) Primary fixed assets relating to network and servers are managed by the Corporate headquarters. As such, depreciation expense relating to such assets is included as part of Corporate & Other.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our financial instruments include cash and cash equivalents and long-term debt. At December 31, 2012, the carrying values of our financial instruments approximated their fair values based on current market prices and rates.

We have not entered into derivative financial instruments as of December 31, 2012. However, from time-to-time, we contemplate and may enter into derivative financial instruments related to interest rate, foreign currency, and other market risks.

Interest Rate Risk

We have exposure to the risks of fluctuating interest rates on our line of credit and note payable. The variable interest rates on our line of credit and note payable are tied to the prime rate or the LIBOR, at our discretion. At December 31, 2012, we had $87.6 million outstanding under our line of credit and $11.8 million outstanding under our note payable. As of December 31, 2012, the hypothetical impact of a one percentage point increase in interest rate related to the outstanding borrowings under our line of credit and note payable would be to increase our annual interest expense by approximately $1.0 million

Foreign Currency Exchange Risk

We have operation centers in Canada and the Philippines that provide back-office administrative support and customer service support. In each of these countries, transactions are primarily conducted in the respective local currencies. In addition, our two foreign subsidiaries that operate the operation centers have intercompany accounts with our U.S. subsidiaries that eliminate upon consolidation. However, transactions resulting in such accounts expose us to foreign currency rate fluctuations. We record gains and losses resulting from exchange rate fluctuations on our short-term intercompany accounts in “Selling, general and administrative expenses” in our Consolidated Statements of Operations and translation gains and losses resulting from exchange rate fluctuations on local currency based assets and liabilities in “Accumulated other comprehensive income,” a separate component of stockholders’ equity on our Consolidated Balance Sheets. As such, we have foreign currency translation exposure for changes in exchange rates for these currencies. As of December 31, 2012, we did not have material foreign currency or overall currency exposure. Significant changes in exchange rates between foreign currencies in which we transact business and the U.S. dollar may adversely affect our Consolidated Statements of Operations and Consolidated Balance Sheets.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of PCM, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows present fairly, in all material respects, the financial position of PCM, Inc. and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing in Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our audits (which were integrated audits in 2012 and 2011). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the timing of its annual goodwill impairment assessment in 2012.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 18, 2013

PCM, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts and share data)

	At December 31, 2012	At December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,535	$ 9,484
Accounts receivable, net of allowances of $1,459 and $1,642	202,300	207,985
Inventories, net	68,942	79,456
Prepaid expenses and other current assets	14,028	9,681
Deferred income taxes	3,004	3,937
Total current assets	294,809	310,543
Property and equipment, net	48,180	44,745
Deferred income taxes	380	247
Goodwill	25,510	25,510
Intangible assets, net	7,098	9,840
Other assets	1,979	2,387
Total assets	$ 377,956	$ 393,272
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 102,972	$ 122,523
Accrued expenses and other current liabilities	30,371	31,797
Deferred revenue	17,632	18,079
Line of credit	87,630	91,852
Note payable — current	812	1,015
Total current liabilities	239,417	265,266
Notes payable and other long-term liabilities	16,750	11,574
Deferred income taxes	5,678	5,606
Total liabilities	261,845	282,446
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized; none issued and outstanding	—	—
Common stock, $0.001 par value; 30,000,000 shares authorized; 14,560,801 and 14,368,888 shares issued; and 11,525,459 and 11,995,704 shares outstanding, respectively	14	14
Additional paid-in capital	111,952	108,061
Treasury stock, at cost: 3,035,342 and 2,373,184 shares, respectively	(13,688)	(9,733)
Accumulated other comprehensive income	2,511	2,256
Retained earnings	15,322	10,228
Total stockholders' equity	116,111	110,826
Total liabilities and stockholders' equity	$ 377,956	$ 393,272

See Notes to the Consolidated Financial Statements.

PCM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Years Ended December 31,		
	2012	2011	2010
Net sales	$ 1,420,859	$ 1,421,385	$ 1,358,749
Cost of goods sold	1,226,671	1,230,897	1,187,454
Gross profit	194,188	190,488	171,295
Selling, general and administrative expenses	181,211	181,461	156,827
Revaluation of earnout liability	(107)	(1,229)	—
Impairment of indefinite-lived trademark	—	800	—
Other charge	500	—	—
Operating profit	12,584	9,456	14,468
Interest expense, net	3,790	3,284	2,019
Income before income taxes	8,794	6,172	12,449
Income tax expense	3,700	3,040	4,876
Net income	$ 5,094	$ 3,132	$ 7,573
Basic and Diluted Earnings Per Common Share			
Basic	$ 0.42	$ 0.26	$ 0.62
Diluted	0.42	0.25	0.61
Weighted average number of common shares outstanding:			
Basic	11,989	12,225	12,220
Diluted	12,160	12,476	12,468

See Notes to the Consolidated Financial Statements.

PCM, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Years Ended December 31,		
	2012	2011	2010
Net income	$ 5,094	$ 3,132	$ 7,573
Other comprehensive income:			
Foreign currency translation adjustments	255	(209)	354
Total other comprehensive income (loss)	255	(209)	354
Comprehensive income	$ 5,349	$ 2,923	$ 7,927

See Notes to the Consolidated Financial Statements.

PCM, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income	Retained Earnings (Deficit)	Total
	Outstanding	Amount					
Balance at December 31, 2009	12,291	$ 14	$ 102,361	$ (6,254)	$ 2,111	$ (477)	$ 97,755
Stock option and warrant exercises, including related income tax benefit	58	—	168	—	—	—	168
Stock-based compensation expense	—	—	2,365	—	—	—	2,365
Purchases of common stock under a stock repurchase program	(200)	—	—	(922)	—	—	(922)
Subtotal	—	—	—	—	—	—	99,366
Net income	—	—	—	—	—	7,573	7,573
Translation adjustments, net of taxes	—	—	—	—	354	—	354
Comprehensive income	—	—	—	—	—	—	7,927
Balance at December 31, 2010	12,149	14	104,894	(7,176)	2,465	7,096	107,293
Stock option exercises and related income tax benefit	279	—	763	—	—	—	763
Stock-based compensation expense	—	—	2,404	—	—	—	2,404
Purchases of common stock under a stock repurchase program	(432)	—	—	(2,557)	—	—	(2,557)
Subtotal	—	—	—	—	—	—	107,903
Net income	—	—	—	—	—	3,132	3,132
Translation adjustments, net of taxes	—	—	—	—	(209)	—	(209)
Comprehensive income	—	—	—	—	—	—	2,923
Balance at December 31, 2011	11,996	14	108,061	(9,733)	2,256	10,228	110,826
Stock option exercises and related income tax benefit	183	—	1,991	(45)	—	—	1,946
Stock-based compensation expense	—	—	1,900	—	—	—	1,900
Purchases of common stock under a stock repurchase program	(654)	—	—	(3,910)	—	—	(3,910)
Subtotal	—	—	—	—	—	—	110,762
Net income	—	—	—	—	—	5,094	5,094
Translation adjustments, net of taxes	—	—	—	—	255	—	255
Comprehensive income	—	—	—	—	—	—	5,349
Balance at December 31, 2012	11,525	$ 14	$ 111,952	$ (13,688)	$ 2,511	$ 15,322	$ 116,111

See Notes to the Consolidated Financial Statements.

PCM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years Ended December 31, 2012	2011	2010
Cash Flows From Operating Activities			
Net income	$ 5,094	$ 3,132	$ 7,573
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	12,496	10,044	8,157
Provision for deferred income taxes	2,565	2,634	3,327
Net tax benefit related to stock option exercises	1,387	1	96
Excess tax benefit related to stock option exercises	(193)	(668)	(31)
Non-cash stock-based compensation	1,900	2,404	2,365
Decrease in earnout liability	(1,100)	(1,229)	—
Impairment of indefinite-lived trademark	—	800	—
(Gain) loss on sale of fixed assets	—	(7)	14
Change in operating assets and liabilities:			
Accounts receivable	4,099	(23,151)	(21,516)
Inventories	10,514	(14,889)	4,981
Prepaid expenses and other current assets	(4,037)	178	(561)
Other assets	315	217	324
Accounts payable	(17,649)	(9,425)	19,352
Accrued expenses and other current liabilities	(1,370)	2,033	2,351
Deferred revenue	(447)	5,873	1,908
Total adjustments	8,480	(25,185)	20,767
Net cash provided by (used in) operating activities	13,574	(22,053)	28,340
Cash Flows From Investing Activities			
Purchase of El Segundo building	—	(17,174)	—
Purchases of property and equipment	(9,446)	(10,865)	(8,019)
Acquisition of eCost	—	(2,284)	(8,788)
Proceeds from sale of fixed assets	—	25	19
Net cash used in investing activities	(9,446)	(30,298)	(16,788)
Cash Flows From Financing Activities			
Net (payments) borrowings under line of credit	(4,222)	41,205	(4,236)
Capital lease proceeds	4,356	—	—
Borrowings under notes payable	2,859	7,198	—
Payments under notes payable	(1,087)	(757)	(1,143)
Change in book overdraft	(2,640)	7,034	(3,454)
Payment of earnout liability	(993)	(1,121)	—
Payments of obligations under capital leases	(2,440)	(1,203)	(483)
Proceeds from stock issued under stock option plans	604	762	72
Payments for deferred financing costs	—	(25)	(104)
Excess tax benefit related to stock option exercises	193	668	31
Common shares repurchased and held in treasury	(3,910)	(2,557)	(922)
Net cash provided by (used in) financing activities	(7,280)	51,204	(10,239)
Effect of foreign currency on cash flow	203	(80)	183
Net change in cash and cash equivalents	(2,949)	(1,227)	1,496
Cash and cash equivalents at beginning of the period	9,484	10,711	9,215
Cash and cash equivalents at end of the period	$ 6,535	$ 9,484	$ 10,711
Supplemental Cash Flow Information			
Interest paid	$ 3,305	$ 2,797	$ 1,829
Income taxes paid	2,470	4,157	1,558
Supplemental Non-Cash Investing and Financing Activities (Notes 4 and 8)			
Purchase of infrastructure system	$ 1,988	$ 2,779	$ —
Deferred financing costs	—	346	1,410
NSPI acquisition related:			
Fair value of assets, net of cash acquired	$ —	$ —	$ 13,472
Cash paid	—	—	(8,788)
Liabilities assumed	$ —	$ —	$ 4,684

See Notes to the Consolidated Financial Statements.

PCM, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Company

PCM, Inc. is a leading multi-vendor provider of technology products, services and solutions offered through our dedicated sales force and field service teams, direct marketing channels and a limited number of retail stores. Since our founding in 1987, we have served our customers by offering products and services from leading brands, such as Apple, Cisco, Dell, HP, Lenovo and Microsoft. We add additional value by incorporating products and services into comprehensive solutions. Our sales and marketing efforts allow our vendor partners to reach multiple customer segments including commercial businesses, state, local and federal governments, educational institutions and individual consumers.

In 2012, we had four operating segments: MME, SMB, Public Sector and MacMall/OnSale. All historical financial information reported herein is on the basis of these four operating segments. We include corporate related expenses such as legal, accounting, information technology, product management, certain support services and other administrative costs that are not otherwise allocated to our reportable operating segments in Corporate & Other. As a result of the reorganization discussed in Note 7, we expect to operate our business in 2013 based on three operating segments - Commercial, Public Sector and MacMall.

We sell primarily to customers in the United States, and maintain offices throughout the United States, as well as in Montreal, Canada and Manila, Philippines. In 2012, we generated approximately 40% of our revenue in our MME segment, 32% of our revenue in our SMB segment, 16% of our revenue in our MacMall/OnSale segment and 12% of our revenue in our Public Sector segment.

Our MME segment consists of sales made primarily to mid-market and enterprise-sized businesses, generally with more than 1,000 employees, historically under the SARCOM, NSPI and Abreon brands. The MME segment sells complex products, services and solutions, utilizing a field relationship-based selling model, an outbound phone based sales force, a field service organization and an online extranet.

Our SMB segment consists of sales made primarily to small and medium sized businesses, generally with less than 1,000 employees. The SMB segment utilizes an outbound phone based sales force and, where applicable, a field-based sales force, together with an online extranet customized for individual customers that enables them to manage their IT procurement process.

Our MacMall/OnSale segment consists of sales made under our MacMall brand name via telephone, the Internet and four retail stores to consumers, small businesses and creative professionals, and sales made under our OnSale and eCost brand names via the Internet and inbound phone-based sales forces.

Our Public Sector segment consists of sales made primarily to federal, state and local governments, as well as educational institutions. The Public Sector segment utilizes an outbound phone and field relationship-based selling model, as well as contract and bid business development teams and an online extranet.

2. Basis of Presentation and Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying financial statements included herein are presented on a consolidated basis and include our accounts and the accounts of all of our wholly-owned subsidiaries after elimination of intercompany accounts and transactions.

Use of Estimates in the Preparation of the Consolidated Financial Statements

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, which requires management to make estimates, judgments and assumptions that affect the amounts reported herein. Management bases its estimates, judgments and assumptions on historical experience and on various other factors that are believed to be reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods could differ from those estimates.

Reclassifications

Certain reclassifications have been made to prior period information to conform to current year presentation.

Revenue Recognition

We adhere to the revised guidelines and principles of sales recognition described in ASC 605 (formerly Staff Accounting Bulletin No. 104, "Revenue Recognition," issued by the staff of the SEC as a revision to Staff Accounting Bulletin No. 101, "Revenue Recognition"). Under ASC 605, product sales are recognized when the title and risk of loss are passed to the customer, there is persuasive evidence of an arrangement for sale, delivery has occurred and/or services have been rendered, the sales price is fixed or determinable and collectability is reasonably assured. Under these guidelines, the majority of our sales, including revenue from product sales and gross outbound shipping and handling charges, are recognized upon receipt of the product by the customer. In accordance with our revenue recognition policy, we perform an analysis to estimate the number of days products we have shipped are in transit to our customers using data from our third party carriers and other factors. We record an adjustment to reverse the impact of sale transactions based on the estimated value of products that have shipped, but have not yet been received by our customers, and we recognize such amounts in the subsequent period when delivery has occurred. Changes in delivery patterns or unforeseen shipping delays beyond our control could have a material impact on our revenue recognition for the current period.

For all product sales shipped directly from suppliers to customers, we take title to the products sold upon shipment, bear credit risk, and bear inventory risk for returned products that are not successfully returned to suppliers; therefore, these revenues are recognized at gross sales amounts.

We also sell certain products for which we act as an agent in accordance with ASC 605-45. Products in this category include the sale of third-party services, warranties, software assurance ("SA") or subscriptions. SA is an "insurance" or "maintenance" product that allows customers to upgrade, at no additional cost, to the latest technology if new applications are introduced during the period that the SA is in effect. These sales do not meet the criteria for gross sales recognition, and thus are recognized on a net basis at the time of sale. Under net sales recognition, the cost paid to the vendor or third-party service provider is recorded as a reduction to sales, resulting in net sales being equal to the gross profit on the transaction.

In 2012, we revised our previously reported revenue and cost of goods sold to correct the accounting for certain SA transactions that were previously recorded on a gross basis, to record such transactions on a net sales basis with no corresponding cost of goods sold. We have revised revenues and cost of sales in all reported prior periods to reflect this immaterial change, which had no impact on our consolidated gross profit, operating profit or earnings per share. The impact of this revision reduced net sales and cost of goods sold for 2011 and 2010 by $33.8 million and $9.6 million, respectively.

Some of our larger customers are offered the opportunity by certain of our vendors to purchase software licenses and SA under enterprise agreements ("EAs"). Under EAs, customers are considered to be compliant with applicable license requirements for the ensuing year, regardless of changes to their employee base. Customers are charged an annual true-up fee for changes in the number of users over the year. With most EAs, our vendors will transfer the license and invoice the customer directly, paying us an agency fee or commission on these sales. We record these fees as a component of net sales as earned and there is no corresponding cost of sales amount. In certain instances, we invoice the customer directly under an EA and accounts for the individual items sold based on the nature of the item. Our vendors typically dictate how the EA will be sold to the customer.

When a customer order contains multiple deliverables such as hardware, software and services which are delivered at varying times, we determine whether the delivered items can be considered separate units of accounting as prescribed under ASC 605-25, *Revenue Recognition, Multiple-Element Arrangement*. For arrangements with multiple units of accounting, arrangement consideration is allocated among the units of accounting, where separable, based on their relative selling price. Relative selling price is determined based on vendor-specific objective evidence, if it exists. Otherwise, third-party evidence of selling price is used, when it is available, and in circumstances when neither vendor-specific objective evidence nor third-party evidence of selling price is available, management's best estimate of selling price is used.

Revenue from professional services is either recognized as incurred for services billed at an hourly rate or recognized using the proportional performance method for services provided at a fixed fee. Revenue for data center services, including internet connectivity, web hosting, server co-location and managed services, is recognized over the period the service is performed.

Sales are reported net of estimated returns and allowances, discounts, mail-in rebate redemptions and credit card chargebacks. If the actual sales returns, allowances, discounts, mail-in rebate redemptions or credit card chargebacks are greater than estimated by management, additional expense may be incurred.

Cost of Goods Sold

Cost of goods sold includes product costs, outbound and inbound shipping costs and costs of delivered services, offset by certain market development funds, volume incentive rebates and other consideration from vendors.

We receive vendor consideration from our vendors in the form of cooperative marketing allowances, volume incentive rebates and other programs to support our marketing of their products. Most of our vendor consideration is accrued, when performance required for recognition is completed, as an offset to cost of sales in accordance with ASC 605-50 (formerly EITF 02-16, “Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor”) since such funds are not a reimbursement of specific, incremental, identifiable costs incurred by us in selling the vendors’ products. For costs that are considered to be a reimbursement of specific, incremental, identifiable costs incurred by us in selling the vendors’ products, we accrue the vendor consideration as an offset to such costs in selling, general and administrative expenses. At the end of any given period, unbilled receivables related to our vendor consideration are included in our “Accounts receivable, net of allowances.”

Cash and Cash Equivalents

All highly liquid investments with initial maturities of three months or less and credit card receivables with settlement terms less than 5 days are considered cash equivalents. Amounts due from credit card processors classified as cash totaled $3.3 million and $3.9 million at December 31, 2012 and 2011. Checks issued but not presented for payment to the bank, net of available cash subject to a right of offset, totaling $5.1 million and $7.7 million as of December 31, 2012 and 2011 were included in “Accounts payable” in our Consolidated Balance Sheets. Our cash management programs result in utilizing available cash to pay down our line of credit.

Accounts Receivable

We generate the majority of our accounts receivable through the sale of products and services to certain customers on account. In addition, we record vendor receivables at such time as all conditions have been met that would entitle us to receive such vendor funding, and is thereby considered fully earned.

The following table presents the gross amounts of our accounts receivable (in thousands):

	At December 31, 2012	At December 31, 2011
Trade receivables	$ 166,194	$ 183,337
Vendor receivables	35,368	23,236
Other receivables	2,197	3,054
Total gross accounts receivable	203,759	209,627
Less: Allowance for doubtful accounts receivable	(1,459)	(1,642)
Accounts receivable, net	$ 202,300	$ 207,985

For the years ended December 31, 2012 and 2011, “Vendor receivables” presented above included $15.5 million and $15.9 million, respectively, of unbilled receivables relating to vendor consideration, which is described above under “Costs of Goods Sold.”

Accounts receivable potentially subject us to credit risk. We extend credit to our customers based upon an evaluation of each customer’s financial condition and credit history, and generally do not require collateral. No customer accounted for more than 10% of trade accounts receivable at December 31, 2012 and 2011. We maintain an allowance for doubtful accounts receivable based upon estimates of future collection. We regularly evaluate our customers’ financial condition and credit history in determining the adequacy of our allowance for doubtful accounts. We have historically incurred credit losses within management’s expectations. We also maintain an allowance for uncollectible vendor receivables, which arise from vendor rebate programs, price protections and other promotions. We determine the sufficiency of the vendor receivable allowance based upon various factors, including payment history. Amounts received from vendors may vary from amounts recorded because of potential non-compliance with certain elements of vendor programs. If the estimated allowance for uncollectible accounts or vendor receivables subsequently proves to be insufficient, additional allowance may be required.

Inventories

Inventories consist primarily of finished goods, and are stated at the lower of cost (determined under the first-in, first-out method) or market. We had reserves of $1.6 million as of December 31, 2012 and 2011, reflecting lower of cost or market pricing and allowance for potential excess and obsolete inventory. As discussed under “Revenue Recognition” above, we do not record revenue and related cost of goods sold until there is persuasive evidence of an arrangement for sale, delivery has occurred, the sales price is fixed and determinable and collectability is reasonably assured. As such, inventories include goods-in-transit to customers at December 31, 2012 and 2011.

A substantial portion of our business is dependent on sales of Apple, HP, and products purchased from other vendors including Cisco, Dell, Ingram Micro, Lenovo, Microsoft and Tech Data. Products manufactured by HP represented 20%, 21% and 20% of our net sales in 2012, 2011 and 2010. Products manufactured by Apple represented approximately 18%, 21% and 21% of our net sales in 2012, 2011 and 2010.

Advertising Costs

We account for advertising costs in accordance with ASC 340-20 (formerly Statement of Position No. 93-7, “Reporting on Advertising Costs”). Our advertising expenditures are expensed in the period incurred. Total net advertising expenditures, which were included in “Selling, general and administrative expenses” in our Consolidated Statements of Operations, were $7.5 million, $7.4 million and $5.4 million in the years ended December 31, 2012, 2011 and 2010, respectively.

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the assets, as noted below. Leasehold improvements are amortized over the shorter of their useful lives or the remaining lease term. We also capitalize computer software costs that meet both the definition of internal-use software and defined criteria for capitalization in accordance with ASC 350-40 (formerly SOP 98-1, “Accounting for the Cost of Computer Software Developed or Obtained for Internal Use”).

Autos	3 – 5 years
Computers, software, machinery and equipment	1 – 7 years
Leasehold improvements	1 – 10 years
Furniture and fixtures	3 – 15 years
Building and improvements	5 – 31 years

We had $11.2 million and $8.6 million of unamortized internally developed software at December 31, 2012 and 2011, respectively.

Disclosures About Fair Value of Financial Instruments

The carrying amounts of our cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and other current liabilities approximate their fair values because of the short-term maturity of these instruments. The carrying amounts of our line of credit borrowings and notes payable approximate their fair values based upon the current rates offered to us for obligations of similar terms and remaining maturities.

Goodwill and Intangible Assets

Goodwill and indefinite-lived intangible assets are carried at historical cost, subject to write-down, as needed, based upon an impairment analysis that we perform annually, or sooner if an event occurs or circumstances change that would more likely than not result in an impairment loss. Historically, we performed our annual impairment test for goodwill and indefinite-lived intangible assets as of December 31 of each year. In 2012, we determined that it is preferable to perform our annual impairment test for goodwill and indefinite-lived intangible assets as of October 1 of each year, and performed our 2012 annual impairment test as of October 1, 2012. We believe that an October 1 testing date for our annual goodwill impairment test is preferable because it aligns and ensures the completion of the annual goodwill impairment test prior to the end of our annual financial reporting period. Accordingly, our management considers this accounting change preferable. This change in testing date does not accelerate, delay, avoid, or cause an impairment charge, nor does this change result in adjustments to any of our previously issued financial statements.

Under ASC 350 (formerly SFAS No. 142, “Goodwill and Other Intangible Assets”), goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. Events that may create an impairment include, but are not limited to, significant and sustained decline in our stock price or market capitalization, significant underperformance of operating units and significant changes in market conditions. Changes in estimates of future cash flows or changes in market values could result in a write-down of our goodwill in a future period. If an impairment loss results from any impairment analysis as described above, such loss will be recorded as a pre-tax charge to our operating income. Goodwill is allocated to various reporting units, which are generally an operating segment or one level below the operating segment. Our MME operating segment consists of the following reporting units: Sarcom, Abreon, and NSPI.

Goodwill impairment testing is a two-step process. Step one involves comparing the fair value of our reporting units to their carrying amount. If the fair value of the reporting unit is greater than its carrying amount, there is no impairment and no further testing is required. If the reporting unit's carrying amount is greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss is recognized equal to the difference.

We performed our annual impairment analysis of goodwill and indefinite-lived intangible assets for possible impairment as of October 1, 2012. Our management, with the assistance of an independent third-party valuation firm, determined the fair values of our reporting units and their underlying assets, and compared them to their respective carrying values. Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. The carrying value of goodwill was allocated to our reporting units pursuant to ASC 350. As a result of our annual impairment analysis as of October 1, 2012, we have determined that no impairment of goodwill and other indefinite-lived intangible assets existed.

Fair value was determined by using a weighted combination of a market-based approach and an income approach, as this combination was deemed to be the most indicative of fair value in an orderly transaction between market participants. Under the market-based approach, we utilized information regarding our company and publicly available comparable company and industry information to determine cash flow multiples and revenue multiples that are used to value our reporting units. Under the income approach, we determined fair value based on estimated future cash flows of each reporting unit, discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn.

In addition, fair value of our indefinite-lived trademark was determined using the relief from royalty method under the income approach to value. This method applies a market based royalty rate to projected revenues that are associated with the trademarks. Applying the royalty rate to projected revenues resulted in an indication of the pre-tax royalty savings associated with ownership of the trademarks. Projected after-tax royalty savings were discounted to present value at the reporting unit's weighted average cost of capital, and a tax amortization benefit (calculated based on a 15 year life for tax purposes) was added.

In conjunction with our annual assessment of goodwill, our valuation techniques did not indicate any impairment as of October 1, 2012. In performing the step one analysis of fair value, we concluded that the estimated fair values of each of the Sarcom and NSPI reporting units were approximately 11% greater than their individual carrying values. There is $12.1 million and $6.2 million of goodwill residing in our Sarcom and NSPI reporting units, respectively. Our Abreon reporting unit had an estimated fair value that was substantially higher than its carrying value. However, in applying the market and income approaches to determining fair value of our reporting units, we rely on a number of significant assumptions and estimates including revenue growth rates and operating margins, discount rates and future market conditions, among others. Our estimates are based upon assumptions we believe to be reasonable, but which by nature are uncertain and unpredictable. Changes in one or more of these significant estimates or assumptions could affect the results of these impairment reviews. For example, a change of 1.5-3% in our weighted-average cost of capital assumptions or a 10 basis point reduction in growth of our estimated EBITDA margin would have resulted in a fair value at, or slightly below, our current carrying value of our Sarcom or NSPI reporting units.

As part of our annual review for impairment, we assessed the total fair values of the reporting units and compared total fair value to our market capitalization at October 1, 2012, including the implied control premium, to determine if the fair values are reasonable compared to external market indicators. When comparing our market capitalization to the discounted cash flow models for each reporting unit summed together, the implied control premium was approximately 25% as of October 1, 2012. We believe several factors are contributing to our low market capitalization, including the lack of trading volume in our stock and the recent significant investments made in various parts of our business and their effects on analyst earnings models.

For the year ended December 31, 2011, as a result of our annual impairment analysis performed for that period, we had determined that a SARCOM trademark was impaired as a result of a reassessment of its remaining useful life and recorded a non-cash impairment charge of $0.8 million as "Impairment of indefinite-lived trademark" in our Consolidated Financial Statements for the year ended December 31, 2011. We determined that no other impairment of goodwill and other indefinite-lived intangible assets existed as of December 31, 2011.

Given continuing economic uncertainties and related risks to our business, there can be no assurance that our estimates and assumptions made for purposes of our goodwill and indefinite-lived intangible assets impairment testing as of October 1, 2012 will prove to be accurate predictions of the future. We may be required to record additional goodwill impairment charges in future periods, whether in connection with our next annual impairment testing as of October 1, 2013 or prior to that, if any change constitutes a triggering event outside of the quarter from when the annual goodwill and indefinite-lived intangible assets impairment test is performed. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

We amortize other intangible assets with definite lives generally on a straight-line basis over their estimated useful lives.

Valuation of Long-Lived Assets

We review long-lived assets and certain intangible assets for impairment when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. In the event the undiscounted future cash flow attributable to the asset is less than the carrying amount of the asset, an impairment loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. Changes in estimates of future cash flows attributable to the long-lived assets could result in a write-down of the asset in a future period.

Debt Issuance Costs

We defer costs incurred to obtain our credit facility and amortize these costs to interest expense using the straight-line method over the term of the respective obligation.

Income Taxes

We account for income taxes under the liability method as prescribed in accordance with ASC 740 (formerly SFAS No. 109, "Accounting for Income Taxes"). Under this method, deferred tax assets and liabilities are recognized by applying enacted statutory tax rates applicable to future years to differences between the tax basis and financial reporting amounts of existing assets and liabilities. We make certain estimates and judgments in determining income tax provisions and benefits, in assessing the likelihood of recovering our deferred tax assets and in evaluating our tax positions. A valuation allowance is provided when it is more likely than not that all or some portion of deferred tax assets will not be realized. See Note 8 for more detailed information.

We account for uncertainty in income taxes recognized in financial statements in accordance with ASC 740 (formerly FIN 48, "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109,") which we adopted on January 1, 2007. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Only tax positions that meet the more-likely-than-not recognition threshold may be recognized. We have elected to classify interest and penalties related to income tax liabilities, when applicable, as part of "Interest expense, net" in our Consolidated Statements of Operations.

Sales Taxes

We present sales tax we collect from our customers on a net basis (excluded from our revenues), a presentation which is prescribed as one of two methods available under ASC 605-45-50-3 (formerly EITF Issue No. 06-03, "How Sales Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation)").

Stock-Based Compensation

We account for stock-based compensation in accordance with ASC 718 (formerly Financial Accounting Standards Board Statement No. 123 (revised 2004), "Share-Based Payment"), using the modified prospective application transition method. ASC 718 addresses the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. ASC 718 generally requires that such transactions be accounted for using a fair value based method and recognized as expenses in our Consolidated Statements of Operations.

Pursuant to ASC 718, we estimate the grant date fair value of each stock option grant awarded pursuant to ASC 718 using the Black-Scholes option pricing model and management assumptions made regarding various factors, including expected volatility of our common stock, expected life of options granted and estimated forfeiture rates, which require use of accounting judgment and financial estimates. In estimating our assumption regarding expected term for options we granted during the years ended December 31, 2012, 2011 and 2010, we computed the expected term based upon an analysis of historical exercises of stock options by our employees. We compute our expected volatility using historical prices of our common stock for a period equal to the expected term of the options. The risk free interest rate is determined using the implied yield on U.S. Treasury issues with a remaining term within the contractual life of the award. We estimate an annual forfeiture rate based on our historical forfeiture data, which rate will be revised, if necessary, in future periods if actual forfeitures differ from those estimates. Any material change in the estimates used in calculating the stock-based compensation expense could result in a material impact on our results of operations.

Foreign Currency Translation

The local currency of our foreign operations is their functional currency. The financial statements of our foreign subsidiaries are translated into U.S. dollars in accordance with ASC 830-30 (formerly SFAS No. 52, "Foreign Currency Translation"). Accordingly, the assets and liabilities of our Canadian and Philippine subsidiaries are translated into U.S. dollars at the exchange rate in effect at the balance sheet dates. Income and expense items are translated at the average exchange rate for each month within the year. The resulting translation adjustments are recorded in "Accumulated other comprehensive income (loss)," a separate component of stockholders' equity on our Consolidated Balance Sheets. All transaction gains or losses are recorded in "Selling, general and administrative expenses" on our Consolidated Statements of Operations. These gains or losses were not material in any of the years presented in our consolidated financial statements.

Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, "Goodwill and Other - Testing Indefinite-Lived Intangible Assets for Impairment" (ASU 2012-02), which provides companies the option to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. ASU 2012-02 prescribes an entity to perform a quantitative impairment test if qualitative factors indicate that it is more likely than not that its indefinite-lived intangible assets are impaired. The qualitative factors are similar to the guidance established for goodwill impairment testing and include identifying and assessing events and circumstances that would most significantly impact, individually or in the aggregate, the carrying value of the indefinite-lived intangible assets. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. We believe the adoption of this new standard will not have any effect on our consolidated financial position or results of operations.

In June 2011, the FASB issued ASU 2011-12, "Comprehensive Income" (ASU 2011-12), which amended existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. ASU 2011-12 requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We adopted the two separate but consecutive financial statements presentation effective in our quarterly period ended March 31, 2012. The adoption of this new standard did not have any effect on our consolidated financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, "Testing Goodwill for Impairment" (ASU 2011-08), which allows entities to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. The provisions of this accounting guidance were effective beginning on January 1, 2012. The adoption of this new standard did not have any effect on our consolidated financial position or results of operations.

3. Stock-Based Compensation

Stock-Based Benefit Plans

PCM, Inc. 2012 Equity Incentive Plan

In April 2012, the Compensation Committee of our Board of Directors approved and adopted our 2012 Equity Incentive Plan (the "2012 Plan"). In June 2012, the Plan was approved by our stockholders at our 2012 annual stockholders meeting. Upon the adoption of the 2012 Plan, our 1994 Stock Incentive Plan (the "1994 Plan") was terminated, canceling the shares that remained available for grant under the 1994 Plan. Outstanding awards granted under the 1994 Plan continue unaffected following the termination of the 1994 Plan.

The 2012 Plan authorizes our Board and the Compensation Committee to grant equity-based compensation awards in the form of stock options, SARs, restricted stock, RSUs, performance shares, performance units, and other awards for the purpose of providing our directors, officers and other employees incentives and rewards for performance. The 2012 Plan does not contain an evergreen provision. The 2012 Plan is administered by the Compensation Committee under delegated authority from the Board. The Board or Compensation Committee may delegate its authority under the 2012 Plan to a subcommittee. The Compensation Committee or the subcommittee may delegate to one or more of its members or to one or more of our officers, or to one or more agents or advisors, administrative duties, and the Compensation Committee may also delegate powers to one or more of our officers to designate employees to receive awards under the 2012 Plan and determine the size of any such awards (subject to certain limitations described in the 2012 Plan).

At December 31, 2012, a total of 771,765 shares of authorized and unissued shares were available for future grants. All options granted through December 31, 2012 have been Nonstatutory Stock Options. We satisfy stock option exercises with newly issued shares.

Stock-Based Compensation

For the years ended December 31, 2012, 2011 and 2010, we recognized stock-based compensation expense of $1.9 million, $2.4 million and $2.4 million, respectively, in "Selling, general and administrative expenses" in our Consolidated Statements of Operations, and related deferred income tax benefits of $0.7 million, $0.9 million and $0.9 million, respectively.

Valuation Assumptions

We estimated the grant date fair value of each stock option grant awarded during the years ended December 31, 2012, 2011 and 2010 pursuant to ASC 718 using the Black-Scholes option pricing model and management assumptions made regarding various factors which require extensive use of accounting judgment and financial estimates. In estimating our assumption regarding the expected term for options granted during the year ended December 31, 2012, 2011 and 2010, we computed the expected term based upon an analysis of historical exercises of stock options by our employees. We computed our expected volatility using historical prices of our common stock for a period equal to the expected term of the options, which we determined to be six years for grants made during each of the years ended December 31, 2012, 2011 and 2010. The risk free interest rate was determined using the implied yield on U.S. Treasury issues with a remaining term within the contractual life of the award. Each year, we estimated an annual forfeiture rate based on our historical forfeiture data, which rate is revised, if necessary, in future periods if actual forfeitures differ from those estimates.

The following table presents the weighted average assumptions we used in each of the following years:

	Years Ended December 31,	
	2012	2011
Risk free interest rate	0.97%	1.84%
Expected volatility	75%	75%
Expected term (in years)	6	6
Expected dividend yield	None	None

Stock-Based Payment Award Activity

Stock Options

The following table summarizes our stock option activity during the year ended December 31, 2012 and stock options outstanding and exercisable at December 31, 2012 for the above plans:

	Number	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2011	3,481,769	$ 6.32		
Granted	665,500	5.62		
Exercised	(191,888)	3.15		
Forfeited	(441,816)	6.23		
Expired/cancelled	(5,079)	1.23		
Outstanding at December 31, 2012	3,508,486	6.38	5.62	$ 2,723
Exercisable at December 31, 2012	2,474,458	6.51	4.89	2,037

The aggregate intrinsic value is calculated for in-the-money options based on the difference between the exercise price of the underlying awards and the closing price of our common stock on December 31, 2012, which was $6.21.

	Years Ended December 31,		
	2012	2011	2010
Weighted average grant-date fair value of options granted during the period	$ 3.68	$ 5.16	$ 3.32
Total intrinsic value of options exercised during the period (in thousands)	515	1,821	95
Total fair value of shares vested during the period (in thousands)	1,876	2,387	2,290

As of December 31, 2012, there was $3.6 million of unrecognized compensation cost related to unvested outstanding stock options. We expect to recognize these costs over a weighted average period of 3.57 years.

Restricted Stock

On August 21, 2009, our Compensation Committee approved and granted, under our 1994 Plan, the award of 7,500 shares of restricted stock to each of our non-employee members of the board for a total award of 22,500 shares of restricted stock. The restricted stock awards each vested quarterly in equal amounts over a one year period from the date of grant. In accordance with ASC 718 (formerly SFAS 123R), we valued the restricted stock award at fair value as of the grant date and we recognized compensation expense on a straight-line basis over the vesting period. The grant date fair value of restricted stock awards which vested during 2010 was $134,831.

4. Acquisitions

eCOST.com

In February 2011, we acquired certain assets, including approximately $1 million of inventory, of eCOST.com, a subsidiary of PFSweb, Inc., for $2.3 million. eCOST.com is an online marketplace featuring an assortment of product categories, including but not limited to computers, networking, electronics and entertainment, TVs, monitors and projectors, cameras and camcorders, memory and storage. The website also features a proprietary and patented shopping format, Bargain Countdown®, which amongst other features, offers limited time, limited quantity deals, and supports its premium online membership shopping club.

NSPI

In June 2010, we completed the acquisition of substantially all of the assets of Network Services Plus, Inc. (“NSPI”), which was a provider of hosted data center and managed IT services primarily in the southeastern United States. NSPI’s managed services included hosted and remote managed monitoring of data centers, networks and IT environments, software as a service (SaaS), infrastructure as a service (IaaS), and other project-based offerings. The terms of the transaction included an initial purchase price of $7.8 million, less a customary hold-back to settle possible indemnity claims. In addition, we extinguished substantially all of NSPI’s indebtedness that existed immediately prior to the closing date of our acquisition. We have recorded identifiable intangible assets of $2.6 million related to customer relationships, $0.5 million related to trademarks and $0.3 million related to a non-compete agreement, with estimated useful lives of 10, 10 and 4 years, respectively. In addition, pursuant to the terms of the asset purchase agreement, NSPI’s shareholders could earn additional consideration based on the performance of the NSPI business over two years following the acquisition, up to a total of approximately $5.2 million. In accordance with ASC 805, “Purchase Price Allocations,” based on a valuation of the fair value of the contingent consideration, we initially recorded additional goodwill and a corresponding liability of $3.2 million for future earnout payments. Such valuation was based upon management’s initial forecasts of expected profitability of NSPI during the earnout period. In 2012 and 2011, we recorded an adjustment to reduce the earnout liability by $0.1 million and $1.2 million, respectively, to reflect the decrease in estimated fair value of the earnout liability, and such adjustment is reflected as “Revaluation of earnout liability” on our Consolidated Statements of Operations for the years ended December 31, 2012 and 2011. All required consideration has been paid as of December 31, 2012.

5. Property and Equipment

Property and equipment consisted of the following (in thousands):

	At December 31, 2012	At December 31, 2011
Computers, software, machinery and equipment	$ 61,940	$ 56,217
Leasehold improvements	7,919	4,660
Furniture and fixtures	4,316	4,266
Building and improvements	7,258	7,119
Land	9,413	8,264
Software development and other equipment in progress	7,479	4,858
Subtotal	98,325	85,384
Less: Accumulated depreciation and amortization	(50,145)	(40,639)
Property and equipment, net	$ 48,180	$ 44,745

Depreciation and amortization expense for property and equipment, including fixed assets under capital leases, for the years ended December 31, 2012, 2011 and 2010 totaled $9.7 million, $7.8 million and $6.3 million.

In December, 2012, we completed the purchase of 7.9 acres of land for approximately $1.1 million with the intent to commence construction on a new cloud data center that we expect to open near the end of 2013 or in early 2014. The proposed Tier III facility will be strategically located in a data center-centric development in New Albany, Ohio.

In March 2011, we completed the purchase of the real property comprising approximately 82,000 square feet of office space located at 1940 East Mariposa Avenue, El Segundo, California, which became our new corporate headquarters. We moved into this building in November 2011. The total purchase price was $9.6 million. Based on the proportionate appraised values, we allocated $7.4 million of the purchase price to land and $2.2 million to building. We made certain improvements to the property and made purchases of additional furniture and equipment totaling approximately $7.6 million as of December 31, 2011, at which time the improvements were substantially completed.

In June 2011, we entered into a credit agreement to finance the purchase and improvement of the real property discussed above. The credit agreement provides a commitment for a loan up to $10.9 million of which there was $9.7 million outstanding at December 31, 2012. See Note 8 below for more information. We make monthly principal repayments and interest payments.

Throughout 2012, we entered into additional capital lease schedules with a bank totaling approximately $5.3 million related to various furniture and equipment at our El Segundo, California corporate headquarters office, our data center in Roswell, Georgia and our MME segment's headquarter office in Lewis Center, Ohio. Each of the capital lease schedules has a five year term.

6. Goodwill and Intangible Assets

Goodwill

There were no changes in the carrying amounts of goodwill during each of the years ended December 31, 2012, 2011 and 2010. Goodwill totaled $25.5 million as of December 31, 2012, 2011 and 2010, all of which related to our MME segment.

Intangible Assets

The following table sets forth the amounts recorded for intangible assets (in thousands):

	Weighted Average Estimated Useful Lives (years)	At December 31, 2012 Gross Amount	At December 31, 2012 Accumulated Amortization	At December 31, 2012 Net Amount	At December 31, 2011 Gross Amount	At December 31, 2011 Accumulated Amortization	At December 31, 2011 Net Amount
Patent, trademarks & URLs	4	$ 5,808(1)	$ 1,436	$ 4,372	$ 5,715(1)	$ 372	$ 5,343
Customer relationships	7	6,349	3,713	2,636	10,600	6,431	4,169
Non-compete agreements	4	250	160	90	1,070	742	328
Total intangible assets		$ 12,407	$ 5,309	$ 7,098	$ 17,385	$ 7,545	$ 9,840

(1) Included in the total amount for "Patent, trademarks & URLs" at December 31, 2012 and 2011 are $2.9 million of trademarks with indefinite useful lives acquired in the SARCOM acquisition that are not amortized.

Amortization expense for intangible assets was $2.8 million, $2.2 million and $1.9 million in each of the years ended December 31, 2012, 2011 and 2010.

Estimated amortization expense for intangible assets in each of the next five years and thereafter, as applicable, as of December 31, 2012 is as follows: $1.9 million in 2013, $0.5 million in 2014, $0.5 million in 2015, $0.3 million in 2016, $0.3 million in 2017 and $0.7 million thereafter.

7. Rebranding Strategy and Cost Reduction Initiatives

Over the past several years, our company has grown into approximately a $1.4 billion enterprise in part through our acquisition and internal cultivation of different brands. We have historically differentiated those brands primarily based on the identity of the customers they serve. After careful examination of the trends taking shape in the markets we serve, we have determined that going forward, our commercial customers can benefit from a more unified and streamlined brand strategy. We consolidated our commercial brands and realigned our customer segments in an effort to realize significant growth and to achieve a more efficient cost structure. We believe this unification will lead to an improved customer experience, operational synergies and benefits to all of our stakeholders, providing a brand that better represents the technology solutions provider we are today.

Effective December 31, 2012, we changed our corporate name from PC Mall, Inc. to PCM, Inc. and combined our primary commercial subsidiaries PC Mall Sales, Inc., Sarcom, Inc. and PC Mall Services, Inc. into a single subsidiary. The combined subsidiary now operates under the unified commercial brand PCM and generally includes our SMB, MME and portions of our Corporate & Other segments. Additionally, in connection with the rebranding, our PC Mall Gov, Inc. subsidiary changed its name to PCMG, Inc. and now operates under the brand PCM-G.

An important part of these initiatives is a focused reduction of our overhead expenses. These and other related actions resulted in severance and restructuring related expenses of approximately $2.9 million in the year ended December 31, 2012.

A summary of our total restructuring costs, which are included in "Selling, general and administrative expenses" on our Consolidated Statements of Operations, is as follows by each of our reportable segments (in thousands) and no such costs were incurred in 2011 related to these efforts:

	MME	SMB	Public Sector	MacMall/ OnSale	Corporate & Other	Consolidated
Year Ended December 31, 2012						
Employee termination costs	$ 475	$ 91	$ 19	$ 137	$ 953	$ 1,675
Trademark amortization costs	874	—	—	—	—	874
Other costs	—	—	—	—	349	349
Total	$ 1,349	$ 91	$ 19	$ 137	$ 1,302	$ 2,898

Employee termination costs include costs of severance and other discretionary payments upon employee terminations, and include estimated taxes and benefits associated with such payments. Trademark amortization costs include accelerated amortization of the Sarcom and NSPI trademarks compared to the previous year resulting from the anticipated consolidation of our commercial brands to PCM in January 2013. We will continue amortization at an incremental $0.2 million per quarter throughout 2013 during the brand transitions from Sarcom and NSPI to PCM, after which point the Sarcom and NSPI trademarks will become fully amortized. Other costs in the table above represent legal and other costs related to various restructuring and related activities.

A summary rollforward of our restructuring costs, which are recorded as part of "Accrued expenses and other current liabilities" on our Consolidated Balance Sheets, is as follows (in thousands):

	Balance as of December 31, 2011	Costs Charged to Expense	Payments	Adjustments	Balance as of December 31, 2012
Employee termination costs	$ —	$ 1,675	$ (1,463)	$ —	$ 212
Other costs	—	349	(306)	—	43

8. Line of Credit and Note Payable

We maintain an asset-based revolving credit facility that provides for, among other things, (i) a credit limit of $160 million, which may be increased in increments of $5 million up to a total credit limit of $180 million, provided that any increase of the total credit limit in excess of $160 million is subject to, among other things, an acceptance and commitment by the lenders to such excess amount and a line increase fee not to exceed 0.65% of the increased amount; (ii) LIBOR interest rate options that we can enter into with no limit on the maximum outstanding principal balance which may be subject to a LIBOR interest rate option; and (iii) a maturity date of March 31, 2015. The credit facility, which functions as a working capital line of credit with a borrowing base of inventory and accounts receivable, including certain credit card receivables, also includes a monthly unused line fee of 0.25% per year on the amount, if any, by which the Maximum Credit, as defined in the agreement, then in effect, exceeds the average daily principal balance of the outstanding borrowings during the immediately preceding month. There can be no assurance that the lenders, if we elected to increase the credit limit, will commit to the remaining excess $20 million of credit beyond the $160 million in any future period. As a result, we may not be able to access the credit facility beyond its current limit of $160 million.

The credit facility is collateralized by substantially all of our assets. In addition to the security interest required by the credit facility, certain of our vendors have security interests in some of our assets related to their products. The credit facility has as its single financial covenant a minimum fixed charge coverage ratio (FCCR) requirement in the event an FCCR triggering event has occurred. An FCCR triggering event is comprised of maintaining certain specified daily and average excess availability thresholds. In the event the FCCR covenant applies, the fixed charge coverage ratio is 1.0 to 1.0 for each twelve-month period ending on or after December 31, 2011. At December 31, 2012, we were in compliance with our financial covenant under the credit facility.

Loan availability under the line of credit fluctuates daily and is affected by many factors, including eligible assets on-hand, opportunistic purchases of inventory and availability and utilization of early-pay discounts. At December 31, 2012, we had $87.6 million of net working capital advances outstanding under the line of credit. At December 31, 2012, the maximum credit line was $160 million and we had $47.8 million available to borrow for working capital advances under the line of credit.

In connection with and as part of the amended credit facility, we entered into an amended term note on December 14, 2010 with a principal balance of $2.87 million, payable in equal monthly principal installments beginning on January 1, 2011, plus interest at the prime rate with a LIBOR option. The amended term note matures in December 2017 or in the event of a default, termination or non-renewal of our credit facility, is payable in its entirety upon demand by our lender. At December 31, 2012, we had $2.05 million outstanding under the amended term note. The remaining balance of our term note matures as follows: $410,000 annually in each of the years 2013 through 2017.

At December 31, 2012, our effective weighted average annual interest rate on outstanding amounts under the credit facility and term note was 2.21%.

In June 2011, we entered into a credit agreement to finance the acquisition and improvement of the real property we purchased in March 2011 in El Segundo, California. The credit agreement provides for a five year term and a 25 year straight-line, monthly principal repayment amortization period with a balloon payment at maturity. Interest is variable, indexed to Prime plus a spread of 0.375% or LIBOR plus a spread of 2.375% at our option, payable monthly. At December 31, 2012, we had $9.7 million outstanding under this credit agreement, which matures as follows: $0.4 million annually in each of the years 2013 through 2015 and $8.5 million in 2016. The loan is secured by the real property and contains financial covenants substantially similar to those of our existing asset-based credit facility.

The carrying amounts of our line of credit borrowings and notes payable approximate their fair value based upon the current rates offered to us for obligations of similar terms and remaining maturities.

9. Income Taxes

Our income tax expense consisted of the following (in thousands):

	Years Ended December 31, 2012	2011	2010
Current			
Federal	$ 252	$ (377)	$ 966
State	779	697	583
Foreign	104	86	—
Total — Current	1,135	406	1,549
Deferred			
Federal	2,044	1,916	2,846
State	216	245	238
Foreign	305	473	243
Total — Deferred	2,565	2,634	3,327
Total income tax expense	$ 3,700	$ 3,040	$ 4,876

The provision for income taxes differed from the amount computed by applying the U.S. federal statutory rate to income before income taxes due to the effects of the following:

	Years Ended December 31, 2012	2011	2010
Expected taxes at federal statutory tax rate	34.0%	34.0%	34.0%
State income taxes, net of federal income tax benefit	8.1	3.8	3.5
Change in valuation allowance	0.2	7.8	0.6
Non-deductible business expenses	2.7	5.6	2.0
Other	(2.9)	(2.0)	(1.0)
Total	42.1%	49.2%	39.1%

The significant components of deferred tax assets and liabilities were as follows (in thousands):

	At December 31, 2012	2011
Deferred tax assets (liabilities):		
Accounts receivable	$ 566	$ 632
Inventories	140	170
Property and equipment	(8,836)	(7,591)
Amortization	(2,067)	(1,964)
Accrued expenses and reserves	5,468	3,130
Foreign employment tax subsidy	(2,940)	(1,969)
Tax credits and loss carryforwards	3,742	4,929
Other	37	(10)
Total deferred tax (liabilities) assets	(3,890)	(2,673)
Valuation allowance	(737)	(719)
Net total deferred tax (liabilities) assets	$ (4,627)	$ (3,392)

The valuation allowance relates entirely to state net operating loss carryforwards generated by subsidiaries in a cumulative loss position.

Current deferred tax liabilities relating primarily to foreign employment tax subsidy of $2.3 million and $2.0 million at December 31, 2012 and 2011, respectively, as provided in the table above, were included as part of “Accrued expenses and other current liabilities” on our Consolidated Balance Sheets.

At December 31, 2012, we had state net operating loss carryforwards of $30.9 million, which begin to expire at the end of 2013, and federal net operating loss carryforwards of $3.4 million, which begin to expire at the end of 2024. All of the federal net operating loss carryforwards and $2.4 million of the state net operating loss carryforwards relate to pre-acquisition losses from an acquired subsidiary and, accordingly, are subject to annual limitations as to their use under the provisions of IRC Section 382. As such, the extent to which these losses may offset future taxable income may be limited.

Cumulative undistributed earnings of our Canada subsidiary for which no deferred taxes have been provided approximated $4.0 million at December 31, 2012. Deferred income taxes on these earnings have not been provided as these amounts are considered to be permanent in duration. It is not practical to estimate the amount of tax that would be payable upon distribution of these earnings.

Accounting for Income Taxes

We account for income taxes under the liability method. Under this method, deferred income taxes are recognized by applying enacted statutory tax rates applicable to future years to differences between the tax bases and financial reporting amounts of existing assets and liabilities. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon sufficient taxable income within the carryback years and the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers taxable income in carryback years, if carryback is permitted in the tax law, the projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and the projections for future taxable income over the periods when the deferred tax assets are deductible, management believes it is more likely than not that we will realize all of these deductible differences. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward periods are reduced.

Accounting for Uncertainty in Income Taxes

ASC 740 clarifies the accounting for uncertainty in tax positions by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have elected to classify interest and penalties related to income tax liabilities, when applicable, as part of interest and penalty expense in our consolidated statement of income rather than as a component of income tax expense.

At December 31, 2012, we had no unrecognized tax positions. For the years ended December 31, 2012, 2011 and 2010, we did not recognize any interest or penalties for uncertain tax positions. There were also no accrued interest and penalties at December 31, 2012 and December 31, 2011. Since we did not have any unrecognized tax benefits at December 31, 2012, we do not, accordingly, anticipate any significant increases or decreases within the next twelve months.

We are subject to U.S. and foreign income tax examinations for years subsequent to 2008, and state income tax examinations for years following 2007. However, to the extent allowable by law, the tax authorities may have a right to examine prior periods when net operating losses or tax credits were generated and carried forward, and make adjustments up to the amount of the net operating losses or credit carryforwards.

10. Commitments and Contingencies

Commitments

We lease office and warehouse space and equipment under various non-cancelable operating leases which provide for minimum annual rentals and escalations based on increases in real estate taxes and other operating expenses. We also have minimum commitments under non-cancelable contracts for services relating to telecommunications, IT maintenance, financial services and employment contracts with certain employees (which consist of severance arrangements that, if exercised, would become payable in less than one year). In addition, we have obligations under capital leases for computers and related equipment, telecommunications equipment and software. As of December 31, 2012, minimum payments over the terms of applicable contracts were payable as follows (in thousands):

	2013	2014	2015	2016	2017	Thereafter	Total
Operating lease obligations	$ 5,581	$ 4,624	$ 3,177	$ 2,154	$ 256	$ 7	$ 15,799
Capital lease obligations	2,921	2,227	1,855	1,383	290	—	8,676
Other commitments (a)	7,408	775	264	—	—	—	8,447
Standby Letters of Credit (b)	10,000	98	—	—	—	—	10,098
Total minimum payments	$ 25,910	$ 7,724	$ 5,296	$ 3,537	$ 546	$ 7	$ 43,020

(a) Other commitments consist of minimum commitments under non-cancelable contracts for services relating to telecommunications, IT maintenance, financial services and employment contracts with certain employees (which consist of severance arrangements that, if exercised, would become payable in less than one year).

(b) Standby LOCs are commitments issued to third party beneficiaries, underwritten by a third party bank, representing funding responsibility in the event of third party demands or contingent events. The outstanding balance of our standby LOCs reduces the amount available to us from our revolving credit facility. The LOC amounts in the table above represent the amount of commitment expiration per period presented. There were no claims made against any standby LOCs during the year ended December 31, 2012.

For the years ended December 31, 2012, 2011 and 2010, total rent expense, net of sublease income, totaled \$5.3 million, \$6.6 million and \$6.6 million. Some of the leases contain renewal options and escalation clauses, and require us to pay taxes, insurance and maintenance costs.

Legal Proceedings

We are not currently a party to any legal proceedings with loss contingencies, which are expected to be material. From time to time, we receive claims of and become subject to consumer protection, employment, intellectual property and other litigation related to the conduct of our business. Any such litigation could result in a material amount of legal or related expenses and be time consuming and could divert our management and key personnel from our business operations. In connection with any such litigation, we may be subject to significant damages or equitable remedies relating to the operation of our business. Any such litigation may materially harm our business, results of operations and financial condition.

11. Stockholders' Equity

In September 2012, our Board of Directors approved a \$10 million increase to our discretionary stock repurchase program, which was originally adopted in October 2008 with an initial authorized maximum of \$10 million. Under the program, the shares may be repurchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending on market conditions. We expect that the repurchase of our common stock under the program will be financed with existing working capital and amounts available under our existing credit facility. No limit was placed on the duration of the repurchase program. There is no guarantee as to the exact number of shares that we will repurchase. Subject to applicable securities laws, repurchases may be made at such times and in such amounts as our management deems appropriate. The program can also be discontinued at any time management feels additional purchases are not warranted. During the year ended December 31, 2012, we repurchased a total of 653,762 shares of our common stock under this program for a cost of \$3.9 million. From the inception of the program in October 2008 through December 31, 2012, we have repurchased an aggregate total of 2,610,268 shares of our common stock for a total cost of \$12.6 million. The repurchased shares are held as treasury stock. At December 31, 2012, we had \$7.4 million available in stock repurchases under the program, subject to any limitations that may apply from time to time under our existing credit facility.

We have never paid cash dividends on our capital stock and our credit facility prohibits us from paying any cash dividends on our capital stock. Therefore, we do not currently anticipate paying dividends; we intend to retain any earnings to finance the growth and development of our business.

12. Earnings Per Common Share

Basic earnings per share ("EPS") excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding during the reported periods. Diluted EPS reflects the potential dilution that could occur under the treasury stock method if stock options and other commitments to issue common stock were exercised, except in loss periods where the effect would be antidilutive. Potential common shares of approximately 1,775,000, 1,110,000 and 1,395,000 for the years ended December 31, 2012, 2011 and 2010 have been excluded from the calculation of diluted EPS because the effect of their inclusion would be antidilutive.

The reconciliation of the amounts used in the basic and diluted EPS computation was as follows (in thousands, except per share amounts):

	Income	Shares	Per Share Amounts
Year Ended December 31, 2012:			
Basic EPS			
Net income	$ 5,094	11,989	$ 0.42
Effect of dilutive securities			
Dilutive effect of stock options	—	171	
Diluted EPS			
Adjusted net income	$ 5,094	12,160	$ 0.42
Year Ended December 31, 2011:			
Basic EPS			
Net income	$ 3,132	12,225	$ 0.26
Effect of dilutive securities			
Dilutive effect of stock options	—	251	
Diluted EPS			
Adjusted net income	$ 3,132	12,476	$ 0.25
Year Ended December 31, 2010:			
Basic EPS			
Net income	$ 7,573	12,220	$ 0.62
Effect of dilutive securities			
Dilutive effect of stock options	—	248	
Diluted EPS			
Adjusted net income	$ 7,573	12,468	$ 0.61

13. Employee & Non-Employee Benefits

401(k) Savings Plan

We maintain a 401(k) Savings Plan which covers substantially all full-time employees who meet the plan's eligibility requirements. Participants are allowed to make tax-deferred contributions up to limitations specified by the Internal Revenue Code. We make 25% matching contributions for amounts that do not exceed 4% of the participants' compensation. The matched contributions to the employees are subject to a 5 year vesting provision, with credit given towards vesting for employment during prior years. We made matching contributions to the plan totaling approximately $519,000, $493,000 and $733,000 in 2012, 2011 and 2010, respectively.

Stock Options Issued to Non-employees

On each of June 25, 2012, September 15, 2011and August 18, 2010, our Compensation Committee approved and granted, under our 1994 Plan, the award of options to purchase 10,000 shares of our common stock to each of our non-employee members of our board. These options were issued at exercise prices of $5.44, $6.24 and $4.22, respectively, with a ten-year term, and vesting quarterly over a two-year term. See Note 3 for more information on our accounting for stock-based compensation.

On March 2, 2010, our Compensation Committee approved and granted, under our 1994 Plan, the award of options to purchase 20,000 shares of our common stock to a third-party investor relations consultant. The options were issued at an exercise price of $4.76 with a five-year term and vest quarterly over a one-year term. We valued the options at fair value at grant date based on a Black-Scholes fair value calculation and the options were measured at fair value at each subsequent reporting period, with changes in value recorded over the twelve month performance period of the option.

14. Segment Information

Our four operating segments - MME, SMB, Public Sector and MacMall/OnSale - are primarily aligned based upon their respective customer base. We include corporate related expenses such as legal, accounting, information technology, product management and certain pre-sales, value-added support services and other administrative costs that are not otherwise included in our operating segments in Corporate & Other. We allocate our resources to and evaluate the performance of our segments based on operating income. For more information, see Note 1 above. Summarized segment information for our continuing operations for the periods presented is as follows (in thousands):

	MME	SMB	Public Sector	MacMall/ OnSale	Corporate & Other	Consolidated
Year Ended December 31, 2012						
Net sales	$ 568,287	$ 457,906	$ 165,828	$ 228,851	$ (13)	$ 1,420,859
Gross profit	84,835	66,878	16,514	25,564	397	194,188
Depreciation and amortization expense(1)	4,566	6	106	991	6,827	12,496
Operating profit (loss)	29,809	37,484	2,554	3,014	(60,277)	12,584

Year Ended December 31, 2011						
Net sales	$ 526,858	$ 491,338	$ 171,630	$ 233,544	$ (1,985)	$ 1,421,385
Gross profit	81,483	67,205	16,908	25,144	(252)	190,488
Depreciation and amortization expense(1)	3,650	8	179	832	5,375	10,044
Operating profit (loss)	27,583	36,899	1,748	279	(57,053)	9,456
Year Ended December 31, 2010						
Net sales	$ 490,967	$ 481,068	$ 187,329	$ 199,533	$ (148)	$ 1,358,749
Gross profit	75,301	60,324	14,189	21,404	77	171,295
Depreciation and amortization expense(1)	3,103	15	210	432	4,397	8,157
Operating profit (loss)	23,190	31,359	737	5,332	(46,150)	14,468

(1) Primary fixed assets relating to network and servers are managed by the Corporate headquarters. As such, depreciation expense relating to such assets is included as part of Corporate & Other.

As of December 31, 2012 and 2011, we had total consolidated assets of $378.0 million and $393.3 million. Our management does not have available to them and does not use total assets measured at the segment level in allocating resources. Therefore, such information relating to segment assets is not provided herein.

Sales of our products and services are made to customers primarily within the U.S. During the years ended December 31, 2012, 2011 and 2010, less than 1% of our total net sales were made to customers outside of the continental U.S. No single customer accounted for more than 10% of our total net sales in the years ended December 31, 2012, 2011 and 2010.

Our property and equipment, net, were located in the following countries as of the periods presented (in thousands):

	At December 31,		
Location:	**2012**	**2011**	**2010**
U.S.	$ 47,238	$ 43,638	$ 20,848
Philippines	595	668	566
Canada	347	439	437
Property and equipment, net	$ 48,180	$ 44,745	$ 21,851

15. Subsequent Events

On February 21, 2013, PCM Logistics, LLC, a wholly-owned subsidiary of PCM, Inc., entered into a second amendment to a lease agreement for real property located in Lewis Center, Ohio, which serves as our Midwest regional headquarters, sales office and warehouse/distribution center. This amendment was effective February 1, 2013, with an eight year term expiring on January 31, 2021 and provides two renewal option periods, a purchase option and a $0.6 million leasehold improvement allowance. Annual base rent obligations, which are payable monthly, are as follows: $0.7 million in the first year of the lease, escalated 2% each year thereafter on the previous year’s base rent.

On March 12, 2013, we became aware of a loss contingency in our MME segment arising out of a customer’s demand for a credit from either the software vendor or alternatively from us in connection with the customer’s request to return certain software maintenance contracts. The customer’s demand resulted from certain transactions in which the customer transferred software maintenance it carried from a third party vendor under a three year software maintenance contract to an alternative form of software maintenance contract with the same vendor which covered the same software maintenance. After the transfer of the software maintenance to the new form of contract, the vendor has initially refused to authorize our return for invoiced and paid portions of the first software maintenance contract purchased by the customer. We have invoiced and collected payment from the customer and the customer has also been invoiced by and made duplicate payments to the vendor for the same software maintenance. The customer’s demand to us is for reimbursement from us, in the event the vendor does not make reimbursement, of approximately $1 million of duplicate payments made for the same software maintenance. We currently expect we will reimburse the customer for such amounts in the event the vendor fails to do so and as a result incur a loss related to any such unreimbursed amounts. We are continuing to discuss the matter with the vendor in an effort to seek reimbursement. Despite these efforts, we currently expect based on our discussions with the vendor that we will not be reimbursed $0.5 million. As a result, we have recorded a one-time non-recurring charge of $0.5 million for the fourth quarter of 2012 as “Other charge” on our Consolidated Statements of Operations, with an offsetting credit to accounts receivable. In addition to our continuing efforts to seek reimbursement from the vendor, we are also assessing potential applicable insurance which may be available in the event we incur a loss as a result of failing to obtain reimbursement from the vendor for the customer. There can be no assurance that we will receive any reimbursement from the vendor or that the loss will be covered by our insurance policies.

16. Supplementary Quarterly Financial Information (Unaudited)

The following tables summarize supplementary quarterly financial information (in thousands, except per share data):

	2012			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net sales (1)	$ 334,696	$ 351,675	$ 352,526	$ 381,962
Gross profit	46,772	48,506	48,392	50,518
Net income (loss)	(470)	1,431	1,813	2,320
Basic and diluted earnings (loss) per common share:				
Basic	$ (0.04)	$ 0.12	$ 0.15	$ 0.19
Diluted	(0.04)	0.12	0.15	0.19

	2011			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net sales (2)	$ 329,579	$ 353,715	$ 358,256	$ 379,835
Gross profit	43,469	46,386	50,201	50,432
Net income (loss)	727	1,036	1,762	(393)
Basic and diluted earnings (loss) per common share:				
Basic	$ 0.06	$ 0.08	$ 0.14	$ (0.03)
Diluted	0.06	0.08	0.14	(0.03)

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(1) Each of the quarters of 2012, except the 4th Quarter, were affected by a revenue revision which is discussed in detail in Note 2 above. The revision reduced revenues as follows: $7.7 million in Q1 2012, $10.9 million in Q2 2012 and $12.1 million in Q3 2012. The revision had no impact on gross profit.

(2) Each of the quarters of 2011 were affected by a revenue revision, which is discussed in detail in Note 2 above. The revision reduced revenues as follows: $6.4 million in Q1 2011, $8.2 million in Q2 2011, $9.3 million in Q3 2011 and $10.0 million in Q4 2011. The revision had no impact on gross profit.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of our most recent fiscal year. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2012.

Changes in Internal Control Over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fourth quarter of 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Report on Internal Control Over Financial Reporting

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our principal executive officer and principal financial officers, has assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making its assessment of internal control over financial reporting, management used the criteria described in "Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment and those criteria, management believes that, as of December 31, 2012, our internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears in Part II Item 8 of this Form 10-K.

ITEM 9B. OTHER INFORMATION

The following disclosure would otherwise be filed on Form 8-K under the heading "Item 1.01 — Entry into a Material Definitive Agreement."

On February 21, 2013, PCM Logistics, LLC, a wholly-owned subsidiary of PCM, Inc., entered into a second amendment to a lease agreement for real property located in Lewis Center, Ohio, which serves as our Midwest regional headquarters, sales office and warehouse/distribution center. This amendment was effective February 1, 2013, with an eight year term expiring on January 31, 2021 and provides two renewal option periods, a purchase option and a $0.6 million leasehold improvement allowance. Annual base rent obligations, which are payable monthly, are as follows: $0.7 million in the first year of the lease, escalated 2% each year thereafter on the previous year's base rent.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our executive officers as of March 18, 2013 and their respective ages and positions were as follows:

Name	Age	Position
Frank F. Khulusi	46	Chairman of the Board, Chief Executive Officer and President
Brandon H. LaVerne	41	Chief Financial Officer, Treasurer and Chief Accounting Officer
Robert I. Newton	47	Executive Vice President, General Counsel and Secretary
Oren J. Hartman	42	Executive Vice President, Corporate Sales
Joseph B. Hayek	40	President, PCM Sales, Inc.
Simon M. Abuyounes	59	President, PCM Logistics, LLC

The following is a biographical summary of the experience of our executive officers:

Frank F. Khulusi is one of our co-founders and has served as our Chairman of the Board and Chief Executive Officer since our inception in 1987, served as President until July 1999, and resumed the office of President in March 2001 through March 2012. Mr. Khulusi attended the University of Southern California.

Brandon H. LaVerne has served as our Chief Financial Officer since July 2008. Mr. LaVerne previously served as our Interim Chief Financial Officer, Chief Accounting Officer and Treasurer of the Company since June 2007, and continues to serve as our principal financial and accounting officer. Prior to June 2007, Mr. LaVerne served as Vice President and Controller and has been with us since October 1998. Prior to joining us, Mr. La Verne worked for Computer Sciences Corporation, and started his career with Deloitte and Touche LLP. Mr. LaVerne received his B.S. in Accounting from the University of Southern California and is a Certified Public Accountant.

Robert I. Newton joined us in June 2004 and currently serves as our Executive Vice President, General Counsel and Secretary. Mr. Newton was Of Counsel in the corporate practice group of Morrison & Foerster LLP from February 2000 until joining our company. Prior to his employment at Morrison & Foerster LLP, Mr. Newton was a partner in the corporate practice group of McDermott, Will & Emery LLP. Mr. Newton received a B.B.A., with highest honors, and a J.D., with honors, from the University of Texas at Austin.

Oren J. Hartman joined us in December 2012 and currently serves as Executive Vice President of Corporate Sales. Mr. Hartman was most recently working as a consultant in the IT space, and spent almost 16 years at CDW Corporation from April 1994 to February 2010. There he held various leadership positions including serving as CDW's Vice President of National Sales and Services, where he had responsibility for growing CDW's solutions sales through its sales forces in the United States and Canada. Mr. Hartman graduated from the University of Wisconsin in Madison with a degree in Economics.

Joseph B. Hayek was appointed as President of PCM Sales effective July 2012. Mr. Hayek previously served as Executive Vice President, Corporate Development and Investor Relations when he joined the company in March 2008 until June 2012. From August of 2000 to March 2008, Mr. Hayek worked in corporate finance at Raymond James & Associates, an investment banking firm, where he most recently served as a Senior Vice President and headed the firm's Supply Chain Technologies Practice. Before joining Raymond James, Mr. Hayek was an investment banker in the technology group at Wachovia Securities. Mr. Hayek also worked for the Eastman Kodak Company. Mr. Hayek holds an MBA from Duke University's Fuqua School of Business and a B.S. in Business from Miami University in Oxford, Ohio.

Simon M. Abuyounes was appointed as President of PCM Logistics in June 2005. Prior to his appointment, Mr. Abuyounes has served as Senior Vice President of Operations since July 1998 and Vice President of Internet Engineering from May 1996 until July 1998. Mr. Abuyounes served as Director of Distribution from June of 1995 until May 1996. Prior to joining the company, Mr. Abuyounes has held various Engineering/managerial positions with over 10 years of experience in Engineering and management responsibilities. He is a graduate of Ohio State University with a M.S. degree in Engineering.

Information regarding our board of directors, audit committee, audit committee financial expert, code of business conduct and ethics, our nominating and corporate governance committee as well as other corporate governance matters is set forth under the caption “Election of Directors” in our definitive Proxy Statement to be filed in connection with our 2012 Annual Meeting of Stockholders and such information is incorporated herein by reference.

Information regarding Section 16(a) beneficial ownership compliance is set forth under the caption “Executive Compensation — Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders and such information is incorporated herein by reference.

We have adopted a code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer and principal financial and accounting officer. Our code of business conduct and ethics is posted in the “Investor Relations” section of our website at www.pcmall.com. Any amendments to, or waivers from, a provision of our code of business conduct and ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions will be posted in the “Investor Relations” section of our website. We will provide a copy of our code of business conduct and ethics to any person, without charge, upon receipt of a written request directed to our Corporate Secretary at our principal executive offices.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is set forth under the caption “Executive Compensation” and “Election of Directors -Director Compensation” in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders and such information is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is set forth under the caption “Security Ownership of Certain Beneficial Owners” and “Executive Compensation — Equity Compensation Plan Information” in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders and such information is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is set forth under the captions “Certain Relationships and Related Transactions,” “Election of Directors — Director Independence” and “Executive Compensation — Compensation Committee Interlocks and Insider Participation” in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders and such information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is set forth under the caption “Ratification of the Appointment of Independent Registered Public Accounting Firm” in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders and such information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

		Page Number
(1)	Financial Statements	See Part II, Item 8, beginning on page 51
(2)	Financial Statement Schedule II - Valuation and Qualifying Accounts for the Years Ended December 31, 2012, 2011 and 2010	See Part IV, Item 15, beginning on page 80
(3)	Exhibits	See Part IV, Item 15, beginning on page 81

PCM, INC.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
For the Years Ended December 31, 2012, 2011 and 2010
(in thousands)

	Balance at Beginning of Year	Additions Charged to Operations	Deduction from Reserves	Balance at End of Year
Allowance for doubtful accounts for the years ended:				
December 31, 2012	$ 1,642	$ 833	$ (1,016)(a)	$ 1,459
December 31, 2011	1,802	2,213	(2,373)(a)	1,642
December 31, 2010	2,740	1,358	(2,296)(a)	1,802
Reserve for inventory for the years ended:				
December 31, 2012	$ 1,583	$ 990	$ (980)(b)	$ 1,593
December 31, 2011	1,313	812	(542)(b)	1,583
December 31, 2010	1,571	94	(352)(b)	1,313
Sales returns reserve for the years ended:				
December 31, 2012	$ 1,966	$ 21,549	$ (21,653)(c)	$ 1,862
December 31, 2011	1,569	19,711	(19,314)(c)	1,966
December 31, 2010	1,690	19,334	(19,455)(c)	1,569
Valuation allowance for deferred tax assets for the years ended:				
December 31, 2012	$ 719	$ 131(d)	$ (113)(d)	$ 737
December 31, 2011	237	497(d)	(15)(d)	719
December 31, 2010	165	176(d)	(104)(d)	237

(a) Relates primarily to accounts written-off.
(b) Relates primarily to excess and/or obsolete inventory written-off.
(c) Relates to sales returns received and applied to sales returns reserve.
(d) Relates primarily to changes in valuation allowances applied to various state net operating loss carryforwards.

EXHIBIT LIST

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1(C) to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended September 30, 2003 (File No. 0-25790) filed with the Commission on November 14, 2002)
3.2	Amended and Restated Bylaws
3.3	Certificate of Ownership and Merger merging PCM, Inc. with and into PC Mall, Inc. effective December 31, 2012 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of PCM, Inc. (File No. 0-25790) filed with the Commission on January 2, 2013)
3.4	Certificate of Secretary certifying amendment of Bylaws effective December 31, 2012 (incorporated herein by reference to Exhibit 3.2 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on January 2, 2013)
10.1*	Amended and Restated 1994 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of PC Mall, Inc. (File No. 0-25790) for the period ended June 30, 2010 filed with the Commission on August 9, 2010)
10.2*	Employment Agreement, dated January 1, 1995, between Creative Computers, Inc. and Frank F. Khulusi (incorporated herein by reference to the Registration Statement on Form S-1 of PC Mall, Inc. (File No. 33-89572), declared effective on April 4, 1995 (the "1995 Form S-1"))
10.3*	Amendment to Employment Agreement made and entered into as of December 28, 2005, by and between PC Mall, Inc. and Frank F. Khulusi (incorporated herein by reference to Exhibit 10.32 to the Annual Report on Form 10-K of PC Mall, Inc. for the year ended December 31, 2005 (File No. 0-25790) filed with the Commission on March 31, 2006 (the "December 31, 2005 Form 10-K"))
10.4*	Second Amendment to Employment Agreement made and entered into as of December 28, 2005, by and between PC Mall, Inc. and Frank F. Khulusi (incorporated herein by reference to Exhibit 10.33 to the December 31, 2005 Form 10-K)
10.5*	Employment Agreement, dated January 20, 2000, between PC Mall, Inc. and Kristin M. Rogers (incorporated herein by reference to Exhibit 10.45 to the Annual Report on Form 10-K of PC Mall, Inc., for the year ended December 31, 2001 (File No. 0-25790) filed with the Commission on April 1, 2002)
10.6*	Employment Agreement, dated June 8, 2004, between PC Mall, Inc. and Rob Newton (incorporated herein by reference to Exhibit 10.54 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended June 30, 2004 (File No. 0-25790) filed with the Commission on August 11, 2004 (the "June 30, 2004 Form 10-Q"))
10.7*	Amendment to Employment Agreement, dated March 22, 2005, between PC Mall, Inc. and Rob Newton (incorporated herein by reference to Exhibit 10.2 to the Current Report on form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the commission on March 25, 2005)
10.8*	Severance Agreement between AF Services, LLC and Brandon LaVerne (incorporated herein by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended September 30, 2007 (File No. 0-25790) filed with the Commission on November 14, 2007 (the "September 30, 2007 Form 10-Q"))
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10.10*	Form of Executive Non-Qualified Stock Option Agreement under 1994 Stock Incentive Plan (partial acceleration upon change in control) (incorporated herein by reference to Exhibit 10.62 to the September 30, 2004 Form 10-Q)

10.11*	Form of Indemnification Agreement between PC Mall, Inc. and each of its directors and executive officers (incorporated herein by reference to Exhibit 10.48 to the Annual Report on Form 10-K of PC Mall, Inc. for the year ended December 31, 2002 (File No. 0-25790) filed with the Commission on March 31, 2003)
10.12*	Form of Director Restricted Stock Bonus Award Agreement under 1994 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the September 30, 2007 Form 10-Q)
10.13	Lease Agreement, dated September 1, 2003, between PC Mall, Inc. and Anderson Tully Company for the premises located at 4715 E. Shelby Drive, Memphis, TN (incorporated herein by reference to Exhibit 10.63 to the Annual Report on Form 10-K of PC Mall, Inc. for the year ended December 31, 2004 (File No. 0-25790) filed with the Commission on March 31, 2005 (the "December 31, 2004 Form 10-K"))
10.14	Renewal Letter for lease of property in Memphis, Tennessee, entered into on October 2, 2006 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on October 6, 2006)
10.15	Lease Agreement, dated June 11, 2003, among PC Mall, Inc., PC Mall Canada, Inc. and Canaprev, Inc. for the premises located at 1100, University, 2nd Floor, Montreal (Quebec) Canada (incorporated herein by reference to Exhibit 10.64 to the December 31, 2004 Form 10-K)
10.16	Addendum to Lease Agreement, dated January 26, 2004, between PC Mall, Inc., PC Mall Canada, Inc. and Canaprev, Inc. for premises located at 1100 University, Montreal, Quebec, Canada, dated January 26, 2004 (incorporated herein by reference to Exhibit 10.70 to the December 31, 2004 Form 10-K)
10.17	Addendum No. 2, by and between Complexe Rue Universite S.E.C., PC Mall Canada, Inc. and PC Mall, Inc., dated January 10, 2008 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on January 15, 2008)
10.18+	Second Amended and Restated Loan and Security Agreement, dated as of December 14, 2010, by and among PC Mall, Inc., wholly-owned subsidiaries of PC Mall, Inc., Wells Fargo Capital Finance, LLC (Western) and certain other financial institutions (incorporated herein by reference to Exhibit 10.29 to the Annual Report on Form 10-K of PC Mall, Inc. for the year ended December 31, 2010 (File No. 0-25790) filed with the Commission on March 25, 2011 (the "December 31, 2010 Form 10-K")
10.19	Agreement for Purchase and Sale of Real Estate and Joint Escrow Instructions by and between PC Mall, Inc. and Citibank N.A., dated as of January 7, 2011 (incorporated herein by reference to Exhibit 10.30 to the December 31, 2010 Form 10-K)
10.20	First Amendment to Agreement for Purchase and Sale of Real Estate and Joint Escrow Instructions, dated as of February 7, 2011 (incorporated herein by reference to Exhibit 10.31 to the December 31, 2010 Form 10-K)
10.21	Second Amendment to Agreement for Purchase and Sale of Real Estate and Joint Escrow Instructions, dated as of February 22, 2011 (incorporated herein by reference to Exhibit 10.32 to the December 31, 2010 Form 10-K)
10.22	Lease Agreement, Executed By and Between SARCOM Properties, Inc. and AF Services, LLC, effective January 1, 2010 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on February 26, 2010)
10.23*	Summary of Executive Bonus Plan, adopted March 14, 2012
10.24*	Summary of Executive Salary and Bonus Arrangements
10.25*	Summary of Director Compensation Arrangements (incorporated herein by reference to Exhibit 10.35 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) for the year ended December 31, 2009 filed with the Commission on March 16, 2010)
10.26*	Employment Agreement, by and between PC Mall, Inc. and Joseph B. Hayek, dated March 17, 2008 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 19, 2008)

10.27*	Amendment to Employment Agreement made and entered into as of December 30, 2008, by and between PC Mall, Inc. and Frank F. Khulusi (incorporated herein by reference to Exhibit 10.37 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 16, 2009)
10.28	Renewal Letter, by and between WNI/Tennessee, L.P. and AF Services, LLC, dated September 30, 2009 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on October 6, 2009)
10.29	First Amendment to Second Amended and Restated Loan and Security Agreement and Consent, dated as of June 28, 2011, by and among PC Mall, Inc. and all of its domestic subsidiaries, certain lenders and Well Fargo Capital Finance, LLC (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on July 1, 2011)
10.30+	Second Amendment to Second Amended and Restated Loan and Security Agreement and Consent, dated as of November 30, 2011, by and among PC Mall, Inc. and all of its domestic subsidiaries, certain lenders and Well Fargo Capital Finance, LLC (incorporated herein by reference to Exhibit 10.41 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 15, 2012)
10.31	Agreement of Purchase and Sale and Joint Escrow Instructions dated February 10, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on February 16, 2012)
10.32	Purchase Agreement, dated as of March 16, 2012, by and between Sarcom Properties, Inc. and M2 Marketplace, Inc. (incorporated herein by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended March 31, 2012 (File No. 0-25790) filed with the Commission on May 10, 2012)
10.33*	PC Mall, Inc. 2012 Equity Incentive Plan (incorporated herein by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A for the Company's 2012 Annual Meeting of Stockholders (File No. 0-25790) filed with the Commission on April 30, 2012)
10.34*	Form of Grant Notice and Option Agreement under the 2012 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended June 30, 2012 (File No. 0-25790) filed with the Commission on August 9, 2012)
10.35	Amendment to Purchase and Sale Agreement and Joint Escrow Instructions between M2 Marketplace, Inc. and Nautilus Group, Inc., dated June 26, 2012 (incorporated herein by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended June 30, 2012 (File No. 0-25790) filed with the Commission on August 9, 2012)
10.36*	Retirement, Severance and Release Agreement and a related Forbearance Agreement by and between PC Mall, Inc. and Kristin Rogers, dated September 11, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on September 12, 2012)
10.37	Third Amendment to Lease Agreement by and between G&I VII Southpoint I and II LLC and AF Services, LLC, effective October 3, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on October 4, 2012)
10.38*	Employment Agreement by and between Oren J. Hartman and PC Mall, Inc., effective November 27, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on December 3, 2012)
10.39	Second Amendment to Lease Agreement By and Between Sarcom Properties, Inc. and PCM Logistics, LLC (fka AF Services, LLC) effective February 1, 2013
18	Preferability Letter by PricewaterhouseCoopers LLP

21.1	Subsidiaries of the Registrant as of December 31, 2012
23.1	Consent of PricewaterhouseCoopers LLP
31.1	Certification of the Chief Executive Officer of PCM, Inc. pursuant to Exchange Act Rule 13a-14(a)
31.2	Certification of the Chief Financial Officer of PCM, Inc. pursuant to Exchange Act Rule 13a-14(a)
32.1	Certification of the Chief Executive Officer of P M, Inc. pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer of PCM, Inc. pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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* Management contract, or compensatory plan or arrangement.

\+ Confidential portions omitted and filed separately with the U.S. Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PCM, INC.
(Registrant)

Date: March 18, 2013

By: /s/ FRANK F. KHULUSI
Frank F. Khulusi
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank F. Khulusi and Brandon H. LaVerne, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ FRANK F. KHULUSI Frank F. Khulusi	Chairman and Chief Executive Officer (Principal Executive Officer)	March 18, 2013
/s/ BRANDON H. LAVERNE Brandon H. LaVerne	Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Financial and Accounting Officer)	March 18, 2013
/s/ THOMAS A. MALOOF Thomas A. Maloof	Director	March 18, 2013
/s/ RONALD B. RECK Ronald B. Reck	Director	March 18, 2013
/s/ PAUL C. HEESCHEN Paul C. Heeschen	Director	March 18, 2013

***

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10.24*	Summary of Executive Salary and Bonus Arrangements
10.25*	Summary of Director Compensation Arrangements (incorporated herein by reference to Exhibit 10.35 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) for the year ended December 31, 2009 filed with the Commission on March 16, 2010)

10.26*	Employment Agreement, by and between PC Mall, Inc. and Joseph B. Hayek, dated March 17, 2008 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 19, 2008)
10.27*	Amendment to Employment Agreement made and entered into as of December 30, 2008, by and between PC Mall, Inc. and Frank F. Khulusi (incorporated herein by reference to Exhibit 10.37 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 16, 2009)
10.28	Renewal Letter, by and between WNI/Tennessee, L.P. and AF Services, LLC, dated September 30, 2009 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on October 6, 2009)
10.29	First Amendment to Second Amended and Restated Loan and Security Agreement and Consent, dated as of June 28, 2011, by and among PC Mall, Inc. and all of its domestic subsidiaries, certain lenders and Well Fargo Capital Finance, LLC (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on July 1, 2011)
10.30+	Second Amendment to Second Amended and Restated Loan and Security Agreement and Consent, dated as of November 30, 2011, by and among PC Mall, Inc. and all of its domestic subsidiaries, certain lenders and Well Fargo Capital Finance, LLC (incorporated herein by reference to Exhibit 10.41 to the Annual Report on Form 10-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on March 15, 2012)
10.31	Agreement of Purchase and Sale and Joint Escrow Instructions dated February 10, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on February 16, 2012)
10.32	Purchase Agreement, dated as of March 16, 2012, by and between Sarcom Properties, Inc. and M2 Marketplace, Inc. (incorporated herein by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended March 31, 2012 (File No. 0-25790) filed with the Commission on May 10, 2012)
10.33*	PC Mall, Inc. 2012 Equity Incentive Plan (incorporated herein by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A for the Company's 2012 Annual Meeting of Stockholders (File No. 0-25790) filed with the Commission on April 30, 2012)
10.34*	Form of Grant Notice and Option Agreement under the 2012 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended June 30, 2012 (File No. 0-25790) filed with the Commission on August 9, 2012)
10.35	Amendment to Purchase and Sale Agreement and Joint Escrow Instructions between M2 Marketplace, Inc. and Nautilus Group, Inc., dated June 26, 2012 (incorporated herein by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of PC Mall, Inc. for the quarter ended June 30, 2012 (File No. 0-25790) filed with the Commission on August 9, 2012)
10.36*	Retirement, Severance and Release Agreement and a related Forbearance Agreement by and between PC Mall, Inc. and Kristin Rogers, dated September 11, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on September 12, 2012)
10.37	Third Amendment to Lease Agreement by and between G&I VII Southpoint I and II LLC and AF Services, LLC, effective October 3, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on October 4, 2012)
10.38*	Employment Agreement by and between Oren J. Hartman and PC Mall, Inc., effective November 27, 2012 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of PC Mall, Inc. (File No. 0-25790) filed with the Commission on December 3, 2012)
10.39	Second Amendment to Lease Agreement By and Between Sarcom Properties, Inc. and PCM Logistics, LLC (fka AF Services, LLC) effective February 1, 2013
18	Preferability Letter by PricewaterhouseCoopers LLP

21.1	Subsidiaries of the Registrant as of December 31, 2012
23.1	Consent of PricewaterhouseCoopers LLP
31.1	Certification of the Chief Executive Officer of PCM, Inc. pursuant to Exchange Act Rule 13a-14(a)
31.2	Certification of the Chief Financial Officer of PCM, Inc. pursuant to Exchange Act Rule 13a-14(a)
32.1	Certification of the Chief Executive Officer of P M, Inc. pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer of PCM, Inc. pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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* Management contract, or compensatory plan or arrangement.

\+ Confidential portions omitted and filed separately with the U.S. Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended.

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EXHIBIT 3.2

AMENDED AND RESTATED BYLAWS

OF

PCM, INC.

a Delaware corporation

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(continued)

AMENDED AND RESTATED BYLAWS

OF

PCM, INC.

ARTICLE I

Offices

Section 1. Registered Office. The registered office of the corporation in the State of Delaware shall be in the City of Dover, County of Kent.

Section 2. Other Offices. The corporation shall also have and maintain an office or principal place of business at 2555 West 190th Street, Torrance, California 90504, and may also have offices at such other places, both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

Stockholders' Meetings

Section 1. Place of Meetings. Meetings of the stockholders of the corporation shall be held at such place, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors, or, if not so designated, then at the office of the corporation required to be maintained pursuant to Section 2 of Article I hereof.

Section 2. Annual Meetings. The annual meetings of the stockholders of the corporation, commencing with the year 1995, for the purpose of election of directors and for such other business as may lawfully come before it, shall be held on such date and at such time as may be designated from time to time by the Board of Directors, or, if not so designated, then at 10:00 a.m. on the second Wednesday in May in each year if not a legal holiday, and, if a legal holiday, at the same hour and place on the next succeeding day not a holiday.

Section 3. Special Meetings. Special Meetings of the stockholders of the corporation may be called, for any purpose or purposes, by the Chairman of the Board or the President or the Board of Directors at any time. Upon written request of any stockholder or stockholders holding in the aggregate ten percent the voting power of all stockholders delivered in person or sent by registered mail to the Chairman of the Board, President or Secretary of the corporation, the Secretary shall call a special meeting of stockholders to be held at the office of the corporation required to be maintained pursuant to Section 2 of Article I hereof at such time as the Secretary may fix, such meeting to be held not less than ten nor more than sixty days after the receipt of such request, and if the Secretary shall neglect or refuse to call such meeting, within seven days after the receipt of such request, the stockholder making such request may do so.

Section 4. Notice of Meetings.

(a) Except as otherwise provided by law or the Certificate of Incorporation, written notice of each meeting of stockholders, specifying the place, date and hour and purpose or purposes of the meeting, shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote thereat, directed to his or her address as it appears upon the books of the corporation.

(b) If at any meeting action is proposed to be taken which, if taken, would entitle stockholders fulfilling the requirements of section 262(d) of the Delaware General Corporation Law to an appraisal of the fair value of their shares, the notice of such meeting shall contain a statement of that purpose and to that effect and shall be accompanied by a copy of that statutory section.

(c) When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken unless the adjournment is for more than 30 days, or unless after the adjournment a new record date is fixed for the adjourned meeting, in which event a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

(d) Notice of the time, place and purpose of any meeting of stockholders may be waived in writing, either before or after such meeting, and to the extent permitted by law will be waived by any stockholder by his or her attendance thereat, in person or by proxy. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

(e) Unless and until voted, every proxy shall be revocable at the pleasure of the person who executed it or of his or her legal representatives or assigns, except in those cases where an irrevocable proxy permitted by statute has been given.

Section 5. Quorum and Voting.

(a) At all meetings of stockholders, except where otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum for the transaction of business. Shares, the voting of which at said meeting have been enjoined, or which for any reason cannot be lawfully voted at such meeting, shall not be counted to determine a quorum at said meeting. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, by vote of the holders of a majority of the shares represented thereat, but no other business shall be transacted at such meeting. At such adjourned meeting at which a quorum is present or represented any business may be transacted which might have been transacted at the original meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

(b) Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all action taken by the holders of a majority of the voting power represented at any meeting at which a quorum is present shall be valid and binding upon the corporation.

(c) Where a separate vote by a class or classes is required, a majority of the outstanding shares of such class or classes, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter and the affirmative vote of the majority of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class.

Section 6. Voting Rights.

(a) Except as otherwise provided by law, only persons in whose names shares entitled to vote stand on the stock records of the corporation on the record date for determining the stockholders entitled to vote at said meeting shall be entitled to vote at such meeting. Shares standing in the names of two or more persons shall be voted or represented in accordance with the determination of the majority of such persons, or, if only one of such persons is present in person or represented by proxy, such person shall have the right to vote such shares and such shares shall be deemed to be represented for the purpose of determining a quorum.

(b) Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his or her duly authorized agent, which proxy shall be filed with the Secretary of the corporation at or before the meeting at which it is to be used. Said proxy so appointed need not be a stockholder. No proxy shall be voted on after three years from its date unless the proxy provides for a longer period.

(c) Without limiting the manner in which a stockholder may authorize another person or persons to act for him or her as proxy pursuant to subsection (b) of this section, the following shall constitute a valid means by which a stockholder may grant such authority:

(1) A stockholder may execute a writing authorizing another person or persons to act for him or her as proxy. Execution may be accomplished by the stockholder or his or her authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

(2) A stockholder may authorize another person or persons to act for him or her as proxy by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. Such authorization can be established by the signature of the stockholder on the proxy, either in writing or by a signature stamp or facsimile signature, or by a number or symbol from which the identity of the

stockholder can be determined, or by any other procedure deemed appropriate by the inspectors or other persons making the determination as to due authorization. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

(d) Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to subsection (c) of this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 7. Voting Procedures and Inspectors of Elections.

(a) The corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability.

(b) The inspectors shall (i) ascertain the number of shares outstanding and the voting power of each, (ii) determine the shares represented at a meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors.

(c) The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery upon application by a stockholder shall determine otherwise.

(d) In determining the validity and counting of proxies and ballots, the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with Section 212(c)(2) of the Delaware General Corporation Law, ballots and the regular books and records of the corporation, except that the inspectors may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers, their nominees or similar persons which represent more votes than the holder of a proxy is authorized by the record owner to cast or more votes than the stockholder holds of record. If the inspectors consider other reliable information for the limited purpose permitted herein, the inspectors at the time they make their certification pursuant to subsection (b)(v) of this section shall specify the precise information considered by them including the person or persons from whom they obtained the information, when the information was obtained, the means by which the information was obtained and the basis for the inspectors, belief that such information is accurate and reliable.

Section 8. List of Stockholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held and which place shall be specified in the notice of the meeting, or, if not specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 9. Stockholder Proposals at Annual Meetings. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, otherwise properly brought before the meeting by or at the direction of the Board of Directors or otherwise properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the corporation, not less than 45 days nor more than 75 prior to the date on which the corporation first mailed its proxy materials for the previous year’s annual meeting of stockholders (or the date on which the corporation mails its proxy materials for the current year if during the prior year the corporation did not hold an annual meeting or if the date of the annual meeting was changed more than thirty (30) days from the prior year). A stockholder’s notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting, (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the stockholder proposing such business, (iii) the class and number of shares of the corporation which are beneficially owned by the stockholder and (iv) any material interest of the stockholder in such business. Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section 9, provided, however, that nothing in this Section 9 shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting in accordance with said procedure. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 2.9, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Nothing in this Section 2.9 shall affect the right of a stockholder to request inclusion of a proposal in the corporation’s proxy statement to the extent that such right is provided by an applicable rule of the Securities and Exchange Commission.

Section 10. Nominations of Persons for Election to the Board of Directors.

In addition to any other applicable requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors, by any nominating committee or person appointed by the Board of Directors or by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 10. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than 30 days nor more than 60 days prior to the meeting; provided, however, that in the event that less than 40 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class and number of shares of the corporation which are beneficially owned by the person, and (iv) any other information relating to the person that directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; and (b) as to the stockholder giving the notice, (i) the name and record address of the stockholder, and (ii) the class and number of shares of the corporation which are beneficially owned by the stockholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein. These provisions shall not apply to nomination of any persons entitled to be separately elected by holders of preferred stock.

The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he and she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

Section 11. Action Without Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required by statute to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. To be effective, a written consent must be delivered to the corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the corporation having custody of the books in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this Section to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation in accordance with this Section. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

Directors

Section 1. Number and Term of Office. The number of directors constituting the entire Board of Directors shall not be less than three nor more than five as fixed from time to time by vote of a majority of the entire Board of Directors, provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office, and provided further, that the number of directors constituting the entire Board of Directors shall be three until otherwise fixed by a majority of the entire Board.

Section 2. Powers. The powers of the corporation shall be exercised, its business conducted and its property controlled by or under the direction of the Board of Directors.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the next election of directors, and until his or her successor shall have been duly elected and qualified. A vacancy in the Board of Directors shall be deemed to exist under this section in the case of the death, removal or resignation of any director, or if the stockholders fail at any meeting of stockholders at which directors are to be elected (including any meeting referred to in Section 4 below) to elect the number of directors then constituting the whole Board.

Section 4. Resignations and Removals.

(a) Any director may resign at any time by delivering his written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made it shall be deemed effective at the pleasure of the Board of Directors. When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his successor shall have been duly elected and qualified.

(b) At a special meeting of stockholders called for the purpose in the manner hereinabove provided, the Board of Directors, or any individual director, may be removed from office, with or without cause, and a new director or directors elected by a vote of stockholders holding a majority of the outstanding shares entitled to vote at an election of directors.

Section 5. Meetings.

(a) The annual meeting of the Board of Directors shall be held immediately after the annual stockholders, meeting and at the place where such meeting is held or at the place announced by the Chairman at such meeting. No notice of an annual meeting of the Board of Directors shall be necessary and such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it.

(b) Except as hereinafter otherwise provided, regular meetings of the Board of Directors shall be held in the office of the corporation required to be maintained pursuant to Section 2 of Article I hereof. Regular meetings of the Board of Directors may also be held at any place within or without the State of Delaware which has been designated by resolutions of the Board of Directors or the written consent of all directors.

(c) Special meetings of the Board of Directors may be held at any time and place within or without the State of Delaware whenever called by the Chairman of the Board or, if there is no Chairman of the Board, by the President, or by a majority of the directors then in office.

(d) Written notice of the time and place of all regular and special meetings of the Board of Directors shall be delivered personally to each director or sent by telegram or facsimile transmission at least 48 hours before the start of the meeting, or sent by first class mail at least 120 hours before the start of the meeting. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat.

Section 6. Quorum and Voting.

(a) A quorum of the Board of Directors shall consist of a majority of the exact number of directors fixed from time to time in accordance with Section 1 of Article III of these Bylaws, but not less than one; provided, however, at any meeting whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(b) At each meeting of the Board at which a quorum is present all questions and business shall be determined by a vote of a majority of the directors present, unless a different vote be required by law, the Certificate of Incorporation or these Bylaws.

(c) Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(d) The transactions of any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 8. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Section 9. Committees.

(a) Executive Committee: The Board of Directors may, by resolution passed by a majority of the whole Board, appoint an Executive Committee of not less than one member, each of whom shall be a director. The Executive Committee, to the extent permitted by law, shall have and may exercise when the Board of Directors is not in session all powers of the Board in the management of the business and affairs of the corporation, including, without limitation, the power and authority to declare a dividend or to authorize the issuance of stock, except such committee shall not have the power or authority to amend the Certificate of Incorporation, to adopt an agreement or merger or consolidation, to recommend to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, to recommend to the stockholders of the Corporation a dissolution of the Corporation or a revocation of a dissolution, or to amend these Bylaws.

(b) Other Committees: The Board of Directors may, by resolution passed by a majority of the whole Board, from time to time appoint such other committees as may be permitted by law. Such other committees appointed by the Board of Directors shall have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committee, but in no event shall any such committee have the powers denied to the Executive Committee in these Bylaws.

(c) Term: The members of all committees of the Board of Directors shall serve a term coexistent with that of the Board of Directors which shall have appointed such committee. The Board, subject to the provisions of subsections (a) or (b) of this Section 9, may at any time increase or decrease the number of members of a committee or terminate the existence of a committee; provided, that no committee shall consist of less than one member. The membership of a committee member shall terminate on the date of his death or voluntary resignation, but the Board may at any time for any reason remove any individual committee member and the Board may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(d) Meetings: Unless the Board of Directors shall otherwise provide, regular meetings of the Executive Committee or any other committee appointed pursuant to this Section 9 shall be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter; special meetings of any such committee may be held at the principal office of the corporation required to be maintained pursuant to Section 2 of Article I hereof; or at any place which has been designated from time to time by resolution of such committee or by written consent of all members thereof, and may be called by any director who is a member of such committee, upon written notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time after the meeting and will be waived by any director by attendance thereat. A majority of the authorized number of members of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee.

Section 10. Duties of the Chairman of the Board of Directors. The Chairman of the Board of Directors shall, when present, preside at all meetings of the stockholders and the Board of Directors. The Chairman of the Board of Directors shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

ARTICLE IV

Officers

Section 1. Officers Designated. The officers of the corporation shall be a President, and one or more Vice-Presidents, a Secretary, and a Treasurer. The order of the seniority of the Vice Presidents shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors or the President may also appoint one or more assistant secretaries, assistant treasurers, and such other officers and agents with such powers and duties as it or he shall deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as they shall deem appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation shall be fixed by or in the manner designated by the Board of Directors.

Section 2. Tenure and Duties of Officers.

(a) General: All officers shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. Nothing in these Bylaws shall be construed as creating any kind of contractual right to employment with the corporation.

(b) Duties of President: The President shall be the chief executive officer of the corporation in the absence of the Chairman of the Board and shall preside at all meetings of the stockholders and at all meetings of the Board of Directors, unless the Chairman of the Board of Directors has been appointed and is present. The President shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(c) Duties of Vice-Presidents: The Vice-Presidents, in the order of their seniority, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(d) Duties of Secretary: The Secretary shall attend all meetings of the stockholders and of the Board of Directors and any committee thereof, and shall record all acts and proceedings thereof in the minute book of the corporation. The Secretary shall give notice, in conformity with these Bylaws, of all meetings of the stockholders, and of all meetings of the Board of Directors and any Committee thereof requiring notice. The Secretary shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(e) Duties of Treasurer: The Treasurer shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner, and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the President. The Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the corporation. The Treasurer shall perform all other duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The President may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

ARTICLE V

Execution of Corporate Instruments, and Voting of Securities Owned by the Corporation

Section 1. Execution of Corporate Instruments.

(a) The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

(b) Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents requiring the corporate seal, and certificates of shares of stock owned by the corporation, shall be executed, signed or endorsed by the Chairman of the Board (if there be such an officer appointed) or by the President; such documents may also be executed by any Vice-President and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer. All other instruments and documents requiring the corporate signature, but not requiring the corporate seal, may be executed as aforesaid or in such other manner as may be directed by the Board of Directors.

(c) All checks and drafts drawn on banks or other depositaries on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize so to do.

Section 2. Voting of Securities Owned by Corporation. All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors or, in the absence of such authorization, by the Chairman of the Board (if there be such an officer appointed), or by the President, or by any Vice-President.

ARTICLE VI

Shares of Stock

Section 1. Form and Execution of Certificates. Certificates for the shares of stock of the corporation shall be in such form as is consistent with the Certificate of Incorporation and applicable law. Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of the corporation by, the Chairman of the Board (if there be such an officer appointed), or by the President or any Vice-President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him or her in the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in section 202 of the Delaware General Corporation Law, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to indemnify the corporation in such manner as it shall require and/or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 3. Transfers. Transfers of record of shares of stock of the corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a certificate or certificates for a like number of shares, properly endorsed.

Section 4. Fixing Record Dates.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the date on which the meeting is held. A determination of stockholders of record entitled notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the Delaware General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the corporation having custody of the books in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 5. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VII

Other Securities of the Corporation

All bonds, debentures and other corporate securities of the corporation, other than stock certificates, may be signed by the Chairman of the Board (if there be such an officer appointed), or the President or any Vice-President or such other person as may be authorized by the Board of Directors and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security shall be authenticated by the manual signature of a trustee under an indenture pursuant to which such bond, debenture or other corporate security shall be issued, the signature of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, shall be signed by the Treasurer or an Assistant Treasurer of the corporation, or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who shall have signed or attested any bond, debenture or other corporate security, or whose facsimile signature shall appear thereon or before the bond, debenture or other corporate security so signed or attested shall have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature shall have been used thereon had not ceased to be such officer of the corporation.

ARTICLE VIII

Corporate Seal

The corporate seal shall consist of a die bearing the name of the corporation and the state and date of its incorporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

Section 1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved (as a party, witness, or otherwise), in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "Proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of the Proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director, officer, employee, or agent (hereafter an "Agent"), shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended or interpreted (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the corporation to provide broader indemnification rights than were permitted prior thereto) against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement, and any interest, assessments, or other charges imposed thereon, and any federal, state, local, or foreign taxes imposed on any Agent as a result of the actual or deemed receipt of any payments under this Article) reasonably incurred or suffered by such person in connection with investigating, defending, being a witness in, or participating in (including on appeal), or preparing for any of the foregoing in, any Proceeding (hereinafter "Expenses"); provided, however, that except as to actions to enforce indemnification rights pursuant to Section 3 of this Article, the corporation shall indemnify any Agent seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article shall be a contract right.

Section 2. Authority to Advance Expenses. Expenses incurred by an officer or director (acting in his capacity as such) in defending a Proceeding shall be paid by the corporation in advance of the final disposition of such Proceeding, provided, however, that such Expenses shall be advanced only upon delivery to the corporation of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article or otherwise. Expenses incurred by other Agents of the corporation (or by the directors or officers not acting in their capacity as such, including service with respect to employee benefit plans) may be advanced upon such terms and conditions as the Board of Directors deems appropriate. Any obligation to reimburse the corporation for Expense advances shall be unsecured and no interest shall be charged thereon.

Section 3. Right of Claimant to Bring Suit. If a claim under Section 1 or 2 of this Article is not paid in full by the corporation within 60 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense (including attorneys, fees) of prosecuting such claim. The burden of proof of such proceeding shall be on the claimant to establish that he is entitled to be indemnified under this Article. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a Proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the claimant has not met the standards of conduct that make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed. The burden of proving such a defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper under the circumstances because he has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

Section 4. Provisions Nonexclusive. The rights conferred on any person by this Article shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. To the extent that any provision of the Certificate of Incorporation, agreement, or vote of the stockholders or disinterested directors is inconsistent with these bylaws, the provision, agreement, or vote shall take precedence.

Section 5. Authority to Insure. The corporation may purchase and maintain insurance to protect itself and any Agent against any Expense, whether or not the corporation would have the power to indemnify the Agent against such Expense under applicable law or the provisions of this Article.

Section 6. Survival of Rights. The rights provided by this Article shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Settlement of Claims. The corporation shall not be liable to indemnify any Agent under this Article (a) for any amounts paid in settlement of any action or claim effected without the corporation's written consent, which consent shall not be unreasonably withheld; or (b) for any judicial award if the corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 8. Effect of Amendment. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection of any Agent existing at the time of such amendment, repeal, or modification.

Section 9. Subrogation. In the event of payment under this Article, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the Agent, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the corporation effectively to bring suit to enforce such rights.

Section 10. No Duplication of Payments. The corporation shall not be liable under this Article to make any payment in connection with any claim made against the Agent to the extent the Agent has otherwise actually received payment (under any insurance policy, agreement, vote, or otherwise) of the amounts otherwise indemnifiable hereunder.

ARTICLE X

Notices

Whenever, under any provisions of these Bylaws, notice is required to be given to any stockholder, the same shall be given in writing, timely and duly deposited in the United States Mail, postage prepaid, and addressed to his or her last known post office address as shown by the stock record of the corporation or its transfer agent. Any notice required to be given to any director may be given by the method hereinabove stated, or by telegram or other means of electronic transmission, except that such notice other than one which is delivered personally, shall be sent to such address or (in the case of facsimile telecommunication) facsimile telephone number as such director shall have filed in writing with the Secretary of the corporation, or, in the absence of such filing, to the last known post office address of such director. If no address of a stockholder or director be known, such notice may be sent to the office of the corporation required to be maintained pursuant to Section 2 of Article I hereof. An affidavit of mailing, executed by a duly authorized and competent employee of the corporation or its transfer agent appointed with respect to the class of stock affected, specifying the name and address or the names and addresses of the stockholder or stockholders, director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall be conclusive evidence of the statements therein contained. All notices given by mail, as above provided, shall be deemed to have been given as at the time of mailing and all notices given by telegram or other means of electronic transmission shall be deemed to have been given as at the sending time recorded by the telegraph company or other electronic transmission equipment operator transmitting the same. It shall not be necessary that the same method of giving be employed in respect of all directors, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others. The period or limitation of time within which any stockholder may exercise any option or right, or enjoy any privilege or benefit, or be required to act, or within which any director may exercise any power or right, or enjoy any privilege, pursuant to any notice sent him or her in the manner above provided, shall not be affected or extended in any manner by the failure of such a stockholder or such director to receive such notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the Delaware General Corporation Law, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

ARTICLE XI

Amendments

These Bylaws may be repealed, altered or amended or new Bylaws adopted by written consent of stockholders in the manner authorized by Section 11 of Article II, or at any meeting of the stockholders, either annual or special, by the affirmative vote of a majority of the stock entitled to vote at such meeting. The Board of Directors shall also have the authority to repeal, alter or amend these Bylaws or adopt new Bylaws (including, without limitation, the amendment of any Bylaws setting forth the number of directors who shall constitute the whole Board of Directors) by unanimous written consent or at any annual, regular, or special meeting by the affirmative vote of a majority of the whole number of directors, subject to the power of the stockholders to change or repeal such Bylaws and provided that the Board of Directors shall not make or alter any Bylaws fixing the qualifications, classifications, or term of office of directors.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of PCM, Inc., a Delaware corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said corporation, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned this 1st day of January, 2013.

/s/ Robert I. Newton

Robert I. Newton, Secretary

EXHIBIT 10.23

PCM, Inc.
Summary of Executive Bonus Plans

Set forth below was the executive incentive bonus plan for 2012 applicable to our current executive officers who participated in the plan. The Compensation Committee is currently reviewing and analyzing with third party compensation consultants to determine whether any changes will be made to the plan for fiscal year 2013. We currently expect that Simon Abuyounes, our President — PCM Logistics, LLC, and Oren Hartman, our Executive Vice President — Corporate Sales, will participate in the 2013 plan in a manner similar to other non-CEO executives.

On March 14, 2012, our Board of Directors approved and adopted a new executive incentive bonus plan and certain additional separate individual bonus plans for our executive officers to be effective for the fiscal year ending December 31, 2012. The new executive bonus plans were approved and recommended to the Board of Directors by the Compensation Committee after consideration by the Committee of our compensation philosophies, principles and processes as described in our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission on April 29, 2011. These philosophies, principles and processes provide for periodic review by the Committee of the performance of our executive officers, the components of their compensation and the effectiveness of our compensation programs in rewarding the contributions of our executive officers towards enhancing our specific business goals while retaining and motivating high quality individuals. In adopting the new executive bonus plans for the fiscal year ending December 31, 2012, the Committee considered a 2010 report from an independent third party compensation consultant, Towers Watson, together with other recent competitive market data.

The general executive bonus plans cover the following executive officers, with applicable incentive targets under the plans indicated as a percentage of base salary for each as follows:

Name	Title	Total Target	Executive Quantitative Plan % of Target	Executive Qualitative Plans % of Target
Frank Khulusi	Chairman and Chief Executive Officer	50% of base salary	100%	0%
Brandon LaVerne	Chief Financial Officer	40% of base salary	100%	0%
Rob Newton	EVP, General Counsel	40% of base salary	0%	100%(1)
Joseph Hayek	President — PCM Sales, Inc.	40% of base salary	100%(2)	0%

(1) Mr. Newton did not participate in the executive quantitative plan based on an agreement between the company and Mr. Newton, which was originally entered into in June of 2004 in an effort to avoid any conflict of interest in the outcome of his legal advice to the company.
(2) Mr. Hayek assumed a new role as of July 1, 2012. In connection with his new role, his plan was revised to include 50% of his annual bonus based upon this executive incentive bonus plan, and the remaining 50% based upon quantitative targets of our former Sarcom subsidiary. Mr. Hayek was also guaranteed a minimum bonus during the first half of 2012 of $25,000 and for the second half of 2012, his guarantee was a total of $12,500, regardless of quantitative achievement.

Executive Quantitative Plan

The executive quantitative plan will be funded at the above amounts if the company achieves 100% of a target of EBITDA for the 2012 calendar year. EBITDA is defined under the plan as earnings before interest, taxes, depreciation and amortization, and adjusted for non-recurring special charges, if any, to be excluded from the calculation of EBITDA in the discretion of the Compensation Committee, including, but not limited to non-cash adjustments such as goodwill and intangible asset adjustments, material unforeseen litigation and restructuring and related severance costs.

The plan also has a minimum EBITDA for any quantitative incentive bonuses to be paid under the plan and contains incentive bonus decelerators based on performance below the performance target. If the company's performance falls below the performance target, but is at least 90% of the performance target, the incentive bonuses may be reduced by a percentage of the incentive bonus target equal to two times the percentage points by which EBITDA falls below the performance target. For example, if the company achieves 90% of the performance target, incentive bonuses under the plan may be funded at 80% of the target incentive bonus amounts described above.

Additional decelerators will apply if the company's performance is between 80% and 90% of the performance target. In such event, in addition to the first decelerator described above for performance between 90% and 100% of the performance target, the incentive bonus amounts may be further decreased by an additional eight times the percentage points by which EBITDA falls below 90% of the performance target. For example, if the company achieves 85% of the performance target, incentive bonuses under the plan may be funded at 40% of the incentive bonus amounts described above. If the company achieves less than 80% of the performance target, the plan will not be funded, and no incentive bonuses will be paid under the plan.

The plan also contains accelerators under which the incentive bonus amounts can exceed the above described target incentive bonus amounts. If the company's performance is between 100% and 110% of the performance target, the incentive bonuses may be increased at a rate of two times the percentage points by which EBITDA exceeds 100% of the performance target. For example, if the company achieves 110% of the performance target, the incentive bonuses may be paid at 120% of the above described incentive bonus target amounts.

Additional accelerators are available if the company's performance is between 111% and 120% of the performance target. In such event, in addition to the first accelerator described above for performance between 100% and 110% of the performance target, the incentive bonus amounts may be further increased by an additional four times the percentage points by which the performance target exceeds 110%. For example, if the company achieves 120% of the performance target, the plan may be funded and incentive bonuses paid at 160% of the above described incentive bonus target amounts.

Further accelerators are available if the company's performance is between 121% and 127% of the performance target. In such event, in addition to the two accelerators described above for performance between 100% and 120% of the performance target, the incentive bonus amounts may be further increased by an additional six times the percentage points by which the performance target exceeds 120%. For example, if the company achieves 125% of the performance target, the plan may be funded and incentive bonuses paid at 190% of the above described incentive bonus target amounts, with a maximum funding of 202% of the incentive bonus targets. If the company achieves 127% or more of the performance target, the plan may be funded and incentive bonuses paid at 202% of the above described incentive bonus target amounts.

Individual Qualitative Plans

In addition to any incentive earned under the executive quantitative plan above, Mr. Newton has certain individual qualitative targets that are tailored for his respective responsibilities to the company based on recommendations made by the CEO and approved by the Compensation Committee and shall be paid quarterly or annually in the discretion of the Compensation Committee.

General Terms

All amounts funded under the any of the above plans may be increased or reduced for each executive officer at the sole discretion of the Compensation Committee based upon qualitative or quantitative factors which the Compensation Committee may deem appropriate from time to time. In addition to participation in the above described plans, all of our executive officers are eligible for additional discretionary bonuses as determined from time to time by our Compensation Committee. No bonus is earned until it is paid under any of these plans. Therefore, in the event the employment of an executive eligible under these plans is terminated (either by the company or by the eligible executive, whether voluntarily or involuntarily) before a bonus is paid, the executive will not be deemed to have earned that bonus and will not be entitled to any portion of that bonus.

EXHIBIT 10.24

PCM, Inc.
Summary of Executive Salary and Bonus Arrangements

The table below summarizes the current annual salary and bonus arrangements we have with each of our current executive officers. All of the compensation arrangements we have with our executive officers, including with respect to annual salaries and bonuses, are reviewed and may be modified from time to time by the Compensation Committee of our Board of Directors.

We have written employment arrangements with each of our executive officers, and a copy of each such employment arrangement is filed as an exhibit to the accompanying Annual Report on Form 10-K. The non-salary and bonus components of our compensation arrangements with our executive officers, including with respect to severance, option grants and other benefits, are described in those respective agreements. Our executive officers participated in executive bonus plans during fiscal year 2012 adopted by the Board of Directors on March 14, 2012, descriptions of which are included in Exhibit 10.34 in this Form 10-K, and are expected to participate in executive bonus plans for 2013, which are currently being established by the Compensation Committee of our Board of Directors.

Additional information regarding our compensation arrangements with our executive officers will be included in our definitive Proxy Statement to be filed in connection with our 2013 Annual Meeting of Stockholders.

Executive Officer	Annual Base Salary	Bonus
Frank F. Khulusi Chairman and Chief Executive Officer	$ 833,000	(1)
Brandon H. LaVerne Chief Financial Officer, Treasurer and Assistant Secretary	$ 317,500	(1)
Robert I. Newton Executive Vice President, General Counsel and Secretary	$ 317,500	(1)
Oren J. Hartman Executive Vice President—Corporate Sales	$ 317,500	(1) (2)
Simon M. Abuyounes President — PCM Logistics, LLC	$ 317,500	(1)
Joseph B. Hayek President—PCM Sales, Inc.	$ 317,500	(1)

(1) All executives are eligible to participate in our executive bonus plans referenced above.
(2) Mr. Hartman joined the Company on December 3, 2012.

EXHIBIT 10.39

SECOND AMENDMENT TO LEASE AGREEMENT

This Second Amendment to Lease Agreement (the "Second Amendment") is made and entered into by and between **Sarcom Properties, Inc.**, a corporation organized under the laws of the State of Ohio and with an office and place of business located at 1297 Sherborne Lane, Powell, OH 43065 ("Lessor") and **PCM Logistics, LLC** (formerly known as **AF Services, LLC),** a limited liability company organized under the laws of the State of Delaware and with an office and place of business located at 8337 Green Meadows Drive N., Lewis Center, Ohio 43035 ("Lessee"). Lessor and Lessee are herein sometimes individually referred to as a "Party", and sometimes collectively referred to as the "Parties".

BACKGROUND INFORMATION

A. Lessor and Lessee entered into a certain Lease Agreement for a portion of the building located at 8337 Green Meadows Drive N., Lewis Center, Ohio on or about the 19th day of February, 2010 (the "Original Lease").

B. Lessor and Lessee modified the Original Lease by entering into the First Lease Amendment on the 27th day of December, 2010 ("First Amendment"). For simplicity the Original Lease and the First Amendment are herein sometimes collectively referred to as the "Lease".

C. Effective December 6, 2012 Lessee changed its name from AF Services, Inc. to PCM Logistics, LLC.

D. Lessor and Lessee now desire to further modify and amend the Lease and accordingly have entered into this Second Amendment.

NOW, THEREFORE, in consideration of the promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Effective Date of Second Amendment. The Effective Date of this Second Amendment shall be February 1, 2013.

2. Lease Term. The term of the Lease as modified by this Second Amendment shall commence on the Effective Date (hereafter the "Second Amendment Commencement Date") and shall expire (unless sooner terminated pursuant to provisions contained herein) on the 31st day of January, 2021, for a term of eight (8) years (the "Initial Term").

3. Base Rent. The Lessee shall pay to the Lessor as monthly/annual Base Rent, in legal tender at the Lessor's address at 1297 Sherborne Lane, Powell, OH 43065, or such other address as may be designated by Lessor, as follows:

Time Period	**Monthly Base Rent**	**Annual Base Rent**
February 1, 2013 through January 31, 2014	$ 59,400.00	$ 712,800.00
For every ensuing Lease Year of the Initial Term	The quotient obtained by dividing Annual Base Rent for such Lease Year by 12.	The product obtained by multiplying the Annual Base Rent for the immediately preceding Lease Year of the Initial Term by 1.02

First Renewal Option	**Maximum Monthly Base Rent**	**Maximum Annual Base Rent**
February 1, 2021 through January 31, 2022	The quotient obtained by dividing Annual Base Rent for such Lease Year by 12.	The product obtained by multiplying the Annual Base Rent for the last Lease Year of the Initial Term by 1.02
For every ensuing Lease Year of the First Renewal Term	The quotient obtained by dividing Annual Base Rent for such Lease Year by 12.	The product obtained by multiplying the Annual Base Rent for the immediately preceding Lease Year of the First Renewal Term by 1.02

Second Renewal Option	**Maximum Monthly Base Rent**	**Maximum Annual Base Rent**
February 1, 2026 through January 31, 2027	The quotient obtained by dividing Annual Base Rent for such Lease Year by 12.	The product obtained by multiplying the Annual Base Rent for the last Lease Year of the First Renewal Term by 1.02
For every ensuing Lease Year of the Second Renewal Term	The quotient obtained by dividing Annual Base Rent for such Lease Year by 12.	The product obtained by multiplying the Annual Base Rent for the immediately preceding Lease Year of the Second Renewal Term by 1.02

Base Rent shall be paid promptly on the first day of every calendar month of the term, beginning on the Second Amendment Commencement Date.

4. Lessee's Work and Lessee Improvement Allowance. Lessee shall undertake substantial improvements to the Building and Lessor shall pay to Lessee as an inducement for entering into this Lease the sum of Six Hundred Thousand Dollars ($600,000.00) toward the cost of the Lessee's Work, which work shall be undertaken by Lessee and which sum shall be paid to Lessee by Lessor in accordance with the terms of the Schedule of Lessee Work And Lessee Improvement Allowance attached hereto as Exhibit A.

5. Purchase Option. Provided Lessee is not then in default under the terms and conditions of the Lease, and provided no condition has arisen that, with the passage of time or the giving of notice, or both, would create an event of default under the Lease, Lessor hereby grants to Lessee the option to purchase the Building and Real Property provided Lessee provides written notice to Lessor of its desire to exercise such option to purchase the Building and Real Property not later than November 1, 2014. The purchase price shall be the sum of: (a) Six Million and no/100 Dollars ($6,000,000.00) plus (b) the Unamortized Leasehold Improvement Allowance (as such term is hereafter defined) if the option to purchase is exercised on or before November 1, 2013 and the transaction is closed on or before December 31, 2013. The purchase price shall be the sum of: (a) Six Million Fifty Thousand and no/100 Dollars ($6,050,000.00) plus (b) the Unamortized Leasehold Improvement Allowance if the option to purchase is exercised after December 31, 2013 but on or before November 1, 2014 and the transaction is closed on or before December 31, 2014. The other terms and conditions related to such option to purchase shall be substantially as those set forth within that certain instrument entitled Purchase Agreement dated as of March 16, 2012, by and between Lessor and a wholly-owned subsidiary of the guarantor of this Lease; provided, however, the Parties agree that if matters relating to or arising as a result of the passage of time necessitate a modification to such terms as set for within the Option to Purchase that the Parties will not unreasonably withhold, condition or delay their consent to a request to modify the same provided such modification does not seek to modify the purchase price or to otherwise materially adversely impact a Party. For the purpose of this Section the phrase Unamortized Leasehold Improvement Allowance shall mean the sum of Six Hundred Thousand and no/100 Dollars (600,000.00) reduced by the product obtained by multiplying Three Thousand Five hundred and no/100 Dollars ($3,500) by the number of full calendar months that have expired since the Second Amendment Commencement Date (provided Lessee has paid all monies due under the Lease during such time period).

6. Renewal Option. Provided Lessee is not then in default of the terms and conditions of the Lease, and provided no condition has arisen that, with the passage of time or the giving of notice, or both, would create an event of default under the Lease, Lessee shall have the option to renew this Lease upon the same terms and conditions (except for the Base Rent which shall be as set forth in Section 3 herein) for two additional terms of five (5) years by giving written notice of its election to Lessor to do the same not later than 180 days (the "First Renewal Final Exercise Date") nor sooner than 365 days prior to the expiration of the Initial Term in the case of the first renewal term, or not later than 180 days (the "Second Renewal Final Exercise Date") nor sooner than 365 days prior to the expiration of the first renewal term of this Lease in the case of the exercise of the second renewal term (individually herein a "Notice Period" and collectively herein the "Notice Periods"). For simplicity the First Renewal Final Exercise Date and the Second Renewal Final Exercise Date are herein collectively sometimes called the "Final Exercise Date"). Time is of the essence in the delivery of such notice to renew.

The Annual and Monthly Base Rent for a renewal option if so exercised shall be determined as follows: (i) not later than the first day of a Notice Period Lessor and Lessee shall commence and endeavor in good faith to determine the fair market rental rate for the Premises for the applicable renewal term; (ii) in the event the Lessor and Lessee are capable of agreeing on the fair market rental rate for the Premises for the applicable renewal term prior to the Final Exercise Date, the amount agreed upon by Lessor and Lessee shall become the Annual Base Rent and Monthly Base Rent and shall be substituted for the amount set forth in Section 3 above; and (iii) in the event the Lessor and Lessee are not capable of agreeing to the fair market rental rate for the Premises for the applicable renewal term prior to the Final Exercise Date, the amount set forth in Section 3 above shall be the Annual Base Rent and Monthly Base Rent.

The renewal options set forth in this Section 6 are in complete substitution of any other renewal options that may be set forth elsewhere in the Lease.

7. Assignment and Subletting.

The Lessee shall not, without the Lessor's prior written consent, which consent shall not be unreasonably, withheld, conditioned or delayed: (a) assign, convey, mortgage, pledge, encumber or otherwise transfer (whether voluntarily or otherwise) this Lease or any interest under it; (b) allow any transfer by operation of law; (c) sublet the Premises or any part thereof; or (d) permit the use or occupancy of the Premises or any part thereof by anyone other than the Lessee. Notwithstanding the foregoing, it shall be deemed reasonable for Lessor to withhold its consent to any of the aforementioned if: (i) Lessee is in default under the terms of the Lease or would be in default under the terms of this Lease as a result of the actions or inactions of Lessee upon the passage of time or the giving of notice or both; and/or (ii) if a proposed assignee has a financial position including creditworthiness, liquidity and/or net worth that is in the reasonable opinion of Lessor less than that of Lessee, except Lessor shall not withhold its consent to a proposed assignment of the Lease to an assignee of Lessee that: (1) is a entity owned and controlled by Lessee or under common ownership and control with Lessee; (2) meets reasonable financial tests established by Lessor and Lessee and (3) has Lessee and any guarantor of the Lease affirm in writing their continuing obligations under the Lease.

If the Premises are sublet or assigned in full at a Base Rent higher than the Base Rent required to be paid by Lessee, the difference shall be shared equally by Lessor and Lessee after deductions therefrom of any leasing commissions and any alteration expenses actually incurred and paid for by Lessee in connection with such subletting or assignment.

8. No other changes. To the extent the terms and conditions of this Second Amendment conflict with the terms and conditions of the Lease, the terms and conditions of this Second Amendment shall be superior to and binding over the terms and conditions of the Lease. Otherwise, no other changes to the Lease are contemplated by this Second Amendment.

9. Ratification. All terms and conditions of the Lease not herein amended, modified or deleted by this Second Amendment are ratified and reasserted in their entirety be Lessor and Lessee.

10. Miscellaneous.

a. Expenses. Each of the Parties shall bear all expenses incurred by them in connection with this Second Amendment and in the consummation of the transactions contemplated hereby and in preparation thereof.

b. Amendment and Waiver. This Second Amendment may only be amended or modified by an instrument in writing executed by all of the Parties hereto.

c. Choice of Law. It is the intention of the Parties that the laws of Ohio should govern the validity of this Second Amendment, the construction of its terms, and the interpretation of the rights and duties of the Parties.

d. Section and Other Headings. Section, paragraph, and other headings contained in this Second Amendment are for reference purposes only and shall not affect in any way the meaning or interpretation of this Second Amendment.

e. Counterpart Execution. This Second Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.

f. Gender. All personal pronouns used in this Second Amendment shall include the other genders whether used in the masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate.

g. Parties in Interest. All of the terms and provisions of this Second Amendment shall be binding upon and inure to the benefit of, and be enforceable by, the Parties hereto and their successors and assigns.

h. Integrated Amendment. This Second Amendment and the Lease as currently modified constitutes the entire agreement between the Parties hereto, and there are no agreements, understandings, restrictions, warranties, or representations between the Parties other than those set forth herein or herein provided for which relate to the subject matter of this Second Amendment.

IN WITNESS WHEREOF, the Parties have executed this Second Amendment and made the same effective as of the date, month and year set forth above.

SARCOM PROPERTIES, INC.	**PCM LOGISTICS, LLC (FKA AF SERVICES, LLC)**
By: /s/ James R. Wilcox	By: /s/Simon Abuyounes
James R. Wilcox	Simon Abuyounes
Its: President	Its: President

STATE OF OHIO)
) ss:
COUNTY OF FRANKLIN)

BE IT REMEMBERED that on this day of February, 2013, before me, the subscriber, a Notary Public in and for said county, personally came Sarcom Properties, Inc., by James R. Wilcox, its President, and acknowledged the signing of the same to be his voluntary act and deed, for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last aforesaid.

____
Notary Public

STATE OF)
) ss:
COUNTY OF)

BE IT REMEMBERED that on this day of February, 2013, before me, the subscriber, a Notary Public in and for said county, personally came PCM Logistics, LLC (fka AF Services, LLC), by ________________, its ________________, and acknowledged the signing of the same to be his/her voluntary act and deed, for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last aforesaid.

____
Notary Public

This instrument prepared by:

Bruce H. Burkholder, Esq.
Wiles, Boyle, Burkholder
& Bringardner Co., L.P.A.
300 Spruce Street, Floor One
Columbus, Ohio 43215
(614) 221-5216

Exhibit A

Schedule of Lessee's Work and Leasehold Improvement Allowance

Prior to commencing any portion of the Lessee's Work or the preparation of construction drawings for the Lessee's Work, Lessee shall submit to Landlord conceptual drawings and a written narrative describing Lessee's Work, for Lessor's review and approval, which approval shall not be unreasonably withheld, conditioned or delayed (provided it shall be deemed reasonable for Lessor to withhold its consent to the same if it involves structural changes to the Building or changes that would have a materially adverse impact of the value of the Building). Lessor shall promptly review and respond to the same. Upon receipt of Lessor's approval to the conceptual drawings and a written narrative describing Lessor's Work, Lessee shall prepare final construction drawings for the same. Upon completion of the same, Lessee shall submit a complete set of such drawings to Lessor for its review and approval, which approval shall be promptly granted provided the same substantially conform to the conceptual drawings and a written narrative describing Lessee's Work previously approved by Lessor (and, unless Lessor first objects by written notice to Lessee, such consent shall be deemed to be have given 5 business days after submission of such construction drawings to Lessor).

Promptly following Lessor's approval of the construction drawings, Lessee shall obtain all material permits and other governmental approvals required for the Lessee's Work.

Thereafter, Lessee shall, at Lessee's expense, procure all permits and licenses and make all contracts necessary for the construction of Lessee's Work. Lessee's Work shall be done only by a licensed contractor (the "Leasehold Improvement Contractor"). All of Lessee's Work shall conform in all material respects to all applicable statutes, ordinances, regulations, and codes and shall be in accordance and compliance with the construction drawings approved by Landlord. In addition, Lessee's Work shall be performed in a good workmanlike manner, and in accordance with good industry practices, any applicable insurance requirements, and all required the building permit(s).

Lessee shall be entitled to a one-time allowance from Lessor (the "Leasehold Improvement Allowance") in an amount equal to Six Hundred Thousand and no/100 Dollars ($600,000.00), for costs relating to the initial design, construction and installation of Lessee's Work.

The Leasehold Improvement Allowance shall be paid by Lessor to Lessee in four (4) progress payments of $150,000 each (upon completion of 25%, 50%, 75% and 100% of Lessee's Work, respectively). Each of such requests for payment shall be accompanied by an affidavit of the Leasehold Improvement Contractor, together with invoices and lien waivers from any materialmen and/or subcontractor for the applicable portion of the work whose contract sum exceeds $25,000.00, on a one draw removed basis (e.g. Lessee shall provide evidence at the next progress payment that the sums advanced for the previous progress payment were used to satisfy the materialmen and subcontractors which Lessee was obligated to pay relative to the previous progress payment).

Ratification of Lease Guarantee

PC Mall, Inc., previously guaranteed certain obligations of AF Services, LLC under a Lease Agreement executed between SARCOM Properties, Inc., and AF Services, LLC dated February 19, 2010 (the "Lease"), as set forth in and pursuant to the terms and conditions of that certain Lease Guarantee dated February 19th, 2010, a copy of which is attached hereto as Exhibit One (the "Lease Guaranty"). Subsequent to the execution of the Lease, PC Mall, Inc. changed its name to PCM, Inc.

The Lease has been amended by a certain First Lease Amendment dated December 27th, 2010 and a Second Amendment to Lease Agreement made effective February 1, 2013. Lessor has required as a condition of the Second Amendment to Lease Agreement that PCM, Inc., restate and reaffirm all of the terms and conditions of the Lease Guarantee. PCM, Inc. has agreed to the same and has executed this Ratification of Lease Guarantee to confirm and memorialize that is has and hereby does ratify, restate and reaffirm all of its obligations under the Lease Guarantee.

PCM, INC. (fka PC Mall, Inc.)

____

By: __________________________

Its: __________________________

Exhibit One

LEASE GUARANTEE

Date: February 19, 2010

WHEREAS, reference is made to that certain Standard Industrial/Commercial Lease — Net by and between SARCOM Properties, Inc., an Ohio Corporation, organized under the laws of the State of Ohio ("Lessor"), and AF Services, a limited liability company organized under the laws of the State of Delaware ("Lessee"), dated February 19, 2010, as supplemented, modified or amended as of the date hereof (the "Lease"); and

WHEREAS, Lessor has entered into the Lease with Lessee on the express condition that PC Mall, Inc., a Delaware corporation and parent company of Lessee ("PC Mall"), guaranty the rental obligations of Lessee under the under the Lease.

NOW THEREFORE, PC Mall, for mutual and valuable consideration, hereby agrees as follows:

1. PC Mall hereby guarantees the full and prompt payment and performance when due of the all rental obligations of lessee under the Lease (the "Obligations"). PC Mall agrees that this guaranty shall be enforceable by Lessor only after exhausting all of its remedies against Lessee.

2. This guaranty may be in addition to any other security held by Lessor for the payment of the Obligations. PC Mall hereby waives notice of acceptance of this guaranty, notice of the creation, existence, or maturity of the indebtedness incurred, or other liabilities, and notice of default or extension of time of payment thereof. PC Mall further waives presentment for payment and protest.

3. This guaranty shall terminate with no further action upon the earlier to occur of (i) the fulfillment of the Obligations and (ii) the date and time, if any, at which Lessee ceases to be a wholly owned subsidiary of PC Mall or all or a substantial portion of Lessee's assets, including its rights under the Lease, are sold to a third party that is not an affiliate of PC Mall.

(Signature Page Follows)

IN WITNESS WHEREOF, PC Mall has executed this Guaranty as of the date first set forth above.

PC Mall, Inc.

By:	/s/ Brandon LaVerne
Name:	Brandon LaVerne
Title:	CFO

EXHIBIT 18

March 18, 2013

Board of Directors
PCM, Inc.
1940 E. Mariposa Ave
El Segundo, CA 90245

Dear Directors:

We are providing this letter to you for inclusion as an exhibit to your Form 10-K filing pursuant to Item 601 of Regulation S-K.

We have audited the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 and issued our report thereon dated March 18, 2013. Note 2 to the financial statements describes a change in the Company's annual goodwill impairment test date from December 31, to October 1 which is considered a change in accounting principle. It should be understood that the preferability of one acceptable method of accounting over another for the annual goodwill impairment test date has not been addressed in any authoritative accounting literature, and in expressing our concurrence below we have relied on management's determination that this change in accounting principle is preferable. Based on our reading of management's stated reasons and justification for this change in accounting principle in the Form 10-K, and our discussions with management as to their judgment about the relevant business planning factors relating to the change, we concur with management that such change represents, in the Company's circumstances, the adoption of a preferable accounting principle in conformity with Accounting Standards Codification 250, *Accounting Changes and Error Corrections*.

Very truly yours,

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

EXHIBIT 21.1

PCM, INC.
SUBSIDIARIES OF THE REGISTRANT
As of December 31, 2012

Effective December 31, 2012, we changed our legal name from PC Mall, Inc. to PCM, Inc. In addition, effective December 31, 2012, we changed the names of many of our subsidiaries. Following are the subsidiaries of PCM, Inc. as of December 31, 2012, other than those which if considered in the aggregate as a single subsidiary would not constitute a significant subsidiary, and the state or other jurisdiction in which each subsidiary was incorporated or organized:

SUBSIDIARIES	JURISDICTION OF INCORPORATION
PCM Sales, Inc. (1)	California
PCMG, Inc. (2)	Delaware
PCM Logistics, LLC (3)	Delaware
M2 Marketplace, Inc. (4)	Delaware
OnSale Holdings, Inc.	Illinois
PCM BPO, LLC (5)	Delaware
PCM Sales Canada, Inc. (6)	Quebec
Abreon, Inc. (7)	Delaware

(1) We combined our primary commercial subsidiaries PC Mall Sales, Inc., Sarcom, Inc. and PC Mall Services, Inc. into a single subsidiary. The combined subsidiary is named PCM Sales, Inc.
(2) PCMG, Inc., formerly known as PC Mall Gov, Inc., also conducts its business under the dbas GMRI and Health Dynamix.
(3) Formerly known as AF Services, LLC.
(4) In May 2011, OnSale, Inc. changed its name to M2 Marketplace, Inc. M2 Marketplace, Inc. also conducts its business under the dba MacMall.
(5) Formerly known as OSRP, LLC.
(6) Formerly known as PC Mall Canada, Inc.
(7) Formed in December 2012.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-00848, No. 333-76851, No. 333-79337, No. 333-82257, No. 333-38860, No. 333-66068, No. 333-105620, No. 333-120708, No. 333-133003, No. 333-141237, No. 333-149763, No. 333-158002, No. 333-165512, No. 333-173093, No. 333-180238 and No. 333-183241) of PCM, Inc. (formerly PC Mall, Inc., IdeaMall, Inc. and Creative Computers, Inc.) of our report dated March 18, 2013 relating to the financial statements, financial statement schedule, and effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 18, 2013

EXHIBIT 31.1

PCM, INC.

CERTIFICATION

I, Frank F. Khulusi, certify that:

1. I have reviewed this Annual Report on Form 10-K of PCM, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting , or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2013

/s/ Frank F. Khulusi
Frank F. Khulusi
Chief Executive Officer

EXHIBIT 31.2

PCM, INC.

CERTIFICATION

I, Brandon H. LaVerne, certify that:

1. I have reviewed this Annual Report on Form 10-K of PCM, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting , or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2013

/s/ Brandon H. LaVerne
Brandon H. LaVerne
Chief Financial Officer

EXHIBIT 32.1

PCM, INC.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
(AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of PCM, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2012 as filed with the Securities and Exchange Commission (the "Report"), I, Frank F. Khulusi, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

March 18, 2013

/s/ Frank F. Khulusi
Frank F. Khulusi
Chief Executive Officer

EXHIBIT 32.2

PCM, INC.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
(AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Annual Report of PCM, Inc. (the “Company”) on Form 10-K for the fiscal year ended December 31, 2012 as filed with the Securities and Exchange Commission (the “Report”), I, Brandon H. LaVerne, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

March 18, 2013

/s/ Brandon H. LaVerne
Brandon H. LaVerne
Chief Financial Officer