

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PC CONNECTION, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

02-0513618
(I.R.S. Employer
Identification No.)

**730 Milford Road,
Merrimack, New Hampshire**
(Address of Principal Executive Offices)

03054
(Zip Code)

Amended and Restated 2007 Stock Incentive Plan
(Full Title of the Plan)

Timothy McGrath
Chief Executive Officer
PC Connection, Inc.
730 Milford Road
Merrimack, New Hampshire 03054
(Name and Address of Agent For Service)

(603) 683-2000
(Telephone Number, Including Area Code, of Agent For Service)

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 ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	200,000 shares (2)	\$14.29 (3)	\$2,858,000 (3)	\$390

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 200,000 shares issuable under the Amended and Restated 2007 Stock Incentive Plan pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on February 28, 2013.

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of the registration statements on Form S-8, File Nos. 333-179797, 333-166645, 333-161172 and 333-144065 relating to the Registrant's 2007 Stock Incentive Plan.

On February 21, 2013, the board of directors of the Registrant approved, subject to stockholder approval, an amendment to increase, in aggregate, the number of shares available for issuance under the Registrant's Amended and Restated 2007 Stock Incentive Plan by 200,000 shares. The Registrant intends to seek stockholder approval for such increase, but does not expect to obtain such approval prior to May 22, 2013, the date for the next Annual Meeting of Stockholders of the Registrant, and cannot assure participants that such approval will ever be obtained. While the Registrant may grant options or restricted stock units relating to the additional 200,000 shares prior to obtaining stockholder approval for the increase, such options or restricted stock units will not become exercisable unless and until stockholders approve the increase. In the event stockholder approval is not obtained, such options or restricted stock units will be cancelled and become null and void.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Merrimack, State of New Hampshire, on this 6th day of March 2013.

PC CONNECTION, INC.

By: /s/ Timothy McGrath

Timothy McGrath
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of PC Connection, Inc., hereby severally constitute and appoint Patricia Gallup and David Hall, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable PC Connection, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Timothy McGrath</u> Timothy McGrath	President and Chief Executive Officer (Principal Executive Officer)	March 6, 2013
<u>/s/ Joseph Driscoll</u> Joseph Driscoll	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 6, 2013
<u>/s/ Patricia Gallup</u> Patricia Gallup	Chairman of the Board	March 6, 2013
<u>/s/ Joseph Baute</u> Joseph Baute	Vice Chairman of the Board	March 6, 2013
<u>/s/ David Beffa-Negrini</u> David Beffa-Negrini	Director	March 6, 2013
<u>/s/ Barbara Duckett</u> Barbara Duckett	Director	March 6, 2013
<u>/s/ David Hall</u> David Hall	Director	March 6, 2013
<u>/s/ Donald Weatherson</u> Donald Weatherson	Director	March 6, 2013

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1 (1)	Amended and Restated Certificate of Incorporation of the Registrant, as amended
4.2 (2)	Amended and Restated By-Laws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1 (3)	Amended and Restated 2007 Stock Incentive Plan
(1)	Incorporated by reference from the exhibits filed with the Company's registration statement (333-63272) on Form S-4 filed under the Securities Act of 1933 on June 19, 2001.
(2)	Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's current report on Form 8-K, filed on January 9, 2008.
(3)	Previously filed with the Securities and Exchange Commission as an Annex to the Registrant's proxy statement pursuant to Section 14(a), filed on April 6, 2012.

March 6, 2013

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wilmerhale.com

PC Connection, Inc.
730 Milford Road
Merrimack, New Hampshire 03054

Re: Amended and Restated 2007 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 200,000 shares of common stock, \$0.01 par value per share (the "Shares"), of PC Connection, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2007 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, and the Registration Statement.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

PC Connection, Inc.
March 6, 2013
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Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Jay Bothwick
Jay Bothwick, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 4, 2013, relating to the financial statements and financial statement schedule of PC Connection, Inc., and the effectiveness of PC Connection, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of PC Connection, Inc. for the year ended December 31, 2012.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

March 6, 2013