

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)

02-0497006  
 (I.R.S. Employer  
 Identification Number)

528 ROUTE 13, MILFORD, NEW HAMPSHIRE  
 (Address of Principal Executive Offices)

03055  
 (Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN  
 (Full title of the plan)

PATRICIA GALLUP  
 CHAIRMAN OF THE BOARD AND  
 CHIEF EXECUTIVE OFFICER  
 PC CONNECTION, INC.  
 528 ROUTE 13  
 MILFORD, NEW HAMPSHIRE 03055  
 (Name and address of agent for service)

(603) 423-2000  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value	225,000	\$27.00(1)	\$6,075,000(1)	\$1,689

(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Common Stock on Nasdaq National Market on December 28, 1998 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933.

PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I is included in documents sent or given to participants in the Registrant's 1997 Employee Stock Purchase Plan pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference  
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The following documents, which are filed with the Securities and Exchange Commission (the "Commission"), are incorporated in this Registration Statement by reference:

(1) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(2) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report or the prospectus referred to in (1) above.

(3) The description of the common stock of the Registrant, \$0.01 par value per share (the "Common Stock"), contained in the Registrant's registration statement on Form 8-A filed with the Commission under Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all shares of Common Stock offered hereby have been sold or which deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such documents.

Item 4. Description of Securities  
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Not applicable.

Item 5. Interests of Named Experts and Counsel  
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The legality of the Common Stock being offered hereby will be passed upon for the Registrant by Hale and Dorr LLP, Boston, Massachusetts.

Item 6. Indemnification of Directors and Officers  
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Section 145 of the Delaware General Corporation Law ("DGCL"), empowers a Delaware corporation to indemnify any persons who are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person 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, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A Delaware corporation may indemnify directors, officers, employees or agents of the corporation, in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if a director, officer, employee or agent of the corporation is adjudged to be liable to the corporation in the performance of such person's duty. Where a director, officer, employee or agent of the corporation is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify such person against the expenses actually and reasonably incurred by such person.

The Registrant's Amended and Restated Certificate of Incorporation (the "Certificate") provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent the DGCL prohibits such indemnification. The Certificate also provides for indemnification of any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Registrant), by reason of such person's position, or by reason of any action alleged to have been taken or omitted in such person's capacity, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Registrant. In addition,

the Registrant maintains insurance policies which provide coverage for its officers and directors in certain situations where the Registrant cannot directly indemnify such officers or directors.

Item 7. Exemption from Registration Claimed  
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Not applicable.

Item 8. Exhibits  
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The following exhibits are filed as part of this Registration Statement:

- 4.1 Amended and Restated Certificate of Incorporation of the Registrant. Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-41171).
- 4.2 By-Laws of the Registrant. Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-41171).
- 5.1 Opinion of Hale and Dorr LLP.
- 23.1 Consent of Hale and Dorr LLP (included in Exhibit 5.1).
- 23.2 Consent of Deloitte & Touche LLP.
- 24 Power of Attorney (included in the signature page of this Registration Statement).

Item 9. Undertakings  
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1. The Registrant hereby undertakes (a) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; (b) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; (c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 City of Milford, New Hampshire, on the 30 day of December, 1998.

PC CONNECTION, INC.

By /s/ Patricia Gallup

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Patricia Gallup  
Chairman of the Board and  
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of PC Connection, Inc. hereby severally constitute Patricia Gallup, Wayne L. Wilson and Paul P. Brountas, 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 behalf in our capacities as officers and directors to enable PC Connection, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Patricia Gallup ----- Patricia Gallup	Chairman of the Board and Chief Executive Officer (principal executive officer)	December 30, 1998
/s/ Mark Gavin ----- Mark Gavin	Chief Financial Officer (principal financial and accounting officer)	December 30, 1998
/s/ David Hall ----- David Hall	Vice Chairman of the Board	December 30, 1998
/s/ David Beffa-Negrini ----- David Beffa-Negrini	Director	December 30, 1998
/s/ Martin C. Murrer ----- Martin C. Murrer	Director	December 30, 1998
/s/ Peter J. Baxter ----- Peter J. Baxter	Director	December 30, 1998

EXHIBIT INDEX

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Exhibit Number	Description
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HALE AND DORR LLP  
Counsellors At Law  
60 State Street, Boston, Massachusetts 02109  
617-526-6000 \* FAX 617-526-5000

December 30, 1998

PC Connection, Inc.  
528 Route 13  
Milford, NH 03055

Re: 1997 Employee Stock Purchase Plan  
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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 under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 225,000 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 1997 Employee Stock Purchase Plan (the "Plan").

We have examined the Amended and Restated Certificate of Incorporation of the Company, and the By-Laws of the Company and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

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 copies, the authenticity of the originals of such latter 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 Delaware General Corporation Law statute and the federal laws of the United States of America.

Based upon and subject to 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.

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.

We hereby consent to the filing of this opinion with the Commission as an exhibit to 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.

Very truly yours,

/s/ Hale and Dorr LLP  
HALE AND DORR LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of PC Connection, Inc. (the "Company") on Form S-8 of our report dated February 4, 1998 on the financial statements of the Company and our report dated February 27, 1998 on the financial statement schedule of the Company for the year ended December 31, 1997, appearing in Amendment No. 4 to Registration Statement No. 333-41171 on Form S-1 of the Company.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
December 30, 1998