
**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)

**PC Connection, Inc. Amended and Restated 1997 Employee Stock Purchase Plan, as amended
PC Connection, Inc. 2020 Stock Incentive Plan, as amended**

(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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to an aggregate of (a) 100,000 shares of common stock, par value \$0.01 per share (“Common Stock”), issuable under the PC Connection, Inc. (the “Registrant”) Amended and Restated 1997 Employee Stock Purchase Plan, as amended (the “1997 ESPP”) and (b) 100,000 shares issuable under the PC Connection, Inc. 2020 Stock Incentive Plan, as amended (the “2020 Plan”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference (i) the contents of the Registration Statement on [Form S-8, File No. 333-223688, filed by the Registrant with the Securities and Exchange Commission on March 15, 2018](#) relating to the 1997 ESPP; (ii) the contents of the Registration Statement on [Form S-8, File No. 333-202642, filed by the Registrant with the Securities and Exchange Commission on March 10, 2015](#) relating to the 1997 ESPP, (iii) the contents of the Registration Statement on [Form S-8, File No. 333-179796, filed by the Registrant with the Securities and Exchange Commission on February 29, 2012](#) relating to the 1997 ESPP; (iv) the contents of the Registration Statement on [Form S-8, File No. 333-161172, filed by the Registrant with the Securities and Exchange Commission on August 7, 2009](#) relating to the 1997 ESPP; (v) the contents of the Registration Statement on [Form S-8, File No. 333-130389, filed by the Registrant with the Securities and Exchange Commission on December 16, 2005](#) relating to the 1997 ESPP; (vi) the contents of the Registration Statement on [Form S-8, File No. 333-106652, filed by the Registrant with the Securities and Exchange Commission on June 30, 2003](#) relating to the 1997 ESPP; (vii) the contents of the Registration Statement on [Form S-8, File No. 333-91584, filed by the Registrant with the Securities and Exchange Commission on June 28, 2002](#) relating to the 1997 ESPP; (viii) the contents of the Registration Statement on [Form S-8, File No. 333-69981, filed by the Registrant with the Securities and Exchange Commission on December 30, 1998](#) relating to the 1997 ESPP and (ix) the contents of the Registration Statement on [Form S-8, File No. 333-239475, filed by the Registrant with the Securities and Exchange Commission on June 26, 2020](#) relating to the 2020 Plan, in each case, except to the extent amended or superseded by the contents hereof.

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Number	Description
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)	PC Connection, Inc. 2020 Stock Incentive Plan, as amended
99.2 (4)	PC Connection, Inc. Amended and Restated 1997 Employee Stock Purchase Plan, as amended
107	Filing Fee Table

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's registration statement on Form S-4 (File No. 333-63272) filed on June 19, 2001 and incorporated herein by reference.
 - (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 and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission as Appendix A to the Registrant's proxy statement on Schedule 14(a) filed on April 22, 2022 and incorporated herein by reference.
 - (4) Previously filed with the Securities and Exchange Commission as Appendix B to the Registrant's proxy statement on Schedule 14(a) filed on April 22, 2022 and incorporated herein by reference.
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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 4th day of August 2022.

PC CONNECTION, INC.

By: /s/ TIMOTHY J. MCGRATH

Timothy J. 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, 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 J. MCGRATH</u> Timothy J. McGrath	President and Chief Executive Officer (Principal Executive Officer)	August 4, 2022
<u>/s/ THOMAS C. BAKER</u> Thomas C. Baker	Senior Vice President, Chief Financial Officer & Treasurer (Principal Financial and Accounting Officer)	August 4, 2022
<u>/s/ PATRICIA GALLUP</u> Patricia Gallup	Chairman of the Board	August 4, 2022
<u>/s/ DAVID BEFFA-NEGRINI</u> David Beffa-Negrini	Director	August 4, 2022
<u>/s/ JAY BOTHWICK</u> Jay Bothwick	Director	August 4, 2022
<u>/s/ BARBARA DUCKETT</u> Barbara Duckett	Director	August 4, 2022
<u>/s/ JACK FERGUSON</u> Jack Ferguson	Director	August 4, 2022
<u>/s/ GARY KINYON</u> Gary Kinyon	Director	August 4, 2022

August 4, 2022

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PC Connection, Inc.
730 Milford Road
Merrimack, NH 03054

Re: PC Connection, Inc. Amended and Restated 1997 Employee Stock Purchase Plan, as amended
PC Connection, Inc. 2020 Stock Incentive Plan, as amended

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 PC Connection, Inc. Amended and Restated 1997 Employee Stock Purchase Plan, as amended, and PC Connection, Inc. 2020 Stock Incentive Plan, as amended (collectively, the "Plans").

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, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plans 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 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 Plans, 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 General Corporation Law of the State of Delaware.

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.

Wilmer Cutler Pickering Hale and Dorr LLP, 1875 Pennsylvania Avenue NW, Washington, DC 20006

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

August 4, 2022
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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.

Very truly yours,

/s/ Wilmer Cutler Pickering Hale and Dorr LLP

WILMER CUTLER PICKERING HALE AND
DORR LLP

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 14, 2022 relating to the financial statements 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, 2021.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

August 4, 2022

Calculation of Filing Fee Tables

Form S-8

(Form Type)

PC Connection, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other	200,000 ⁽²⁾	\$47.04 ⁽³⁾	\$9,408,000 ⁽³⁾	0.0000927	\$9,408,000
Total Offering Amounts					\$9,408,000		\$9,408,000
Total Fee Offsets							\$0
Net Fee Due							\$872.13

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, 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 (i) 100,000 shares issuable under the Amended and Restated 1997 Employee Stock Purchase Plan, as amended, and (ii) 100,000 shares issuable under the PC Connection, Inc. 2020 Stock Incentive Plan, as amended.
- (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 August 3, 2022.
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