

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PC CONNECTION, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee Paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

PC Connection, Inc. (the “Company”) is filing the attached proxy card solely to amend and replace the sample proxy card included in the Definitive Proxy Statement originally filed with the Securities and Exchange Commission on April 9, 2019. After filing the Proxy Statement, the Company discovered an error in the sample proxy card that was filed with the Proxy Statement.

Please note that no changes have been made to the body of the Proxy Statement and that the correct version of the proxy card has been included in the Proxy Statement being mailed to the Company’s stockholders.

**ANNUAL MEETING OF STOCKHOLDERS OF
PC CONNECTION, INC.**

May 22, 2019

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement, proxy card, and 2018 Annual Report to Stockholders for the year ended December 31, 2018 are available at <http://ir.pcconnection.com/annuals.cfm>

Please sign, date, and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

20534303003000000100 6

052219

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES IN PROPOSAL NO. 1, "FOR" PROPOSALS NO. 2, NO. 4, NO. 5 AND NO. 6, AND FOR A FREQUENCY OF "THREE YEARS" WITH RESPECT TO PROPOSAL NO. 3. PLEASE SIGN, DATE, AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect five directors to serve until the 2020 Annual Meeting of Stockholders;

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

NOMINEES:

- Patricia Gallup
- David Hall
- David Beffa-Negrini
- Barbara Duckett
- Jack Ferguson

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

2. To approve, in an advisory vote, the compensation of the Company's named executive officers; FOR AGAINST ABSTAIN
3. To hold an advisory vote on the frequency of the future executive compensation advisory votes; 1 YEAR 2 YEARS 3 YEARS ABSTAIN
4. To approve an amendment to the Company's Amended and Restated 2007 Stock Incentive Plan, as amended, to increase the number of shares of common stock that may be issued thereunder from 1,700,000 to 1,900,000 shares, representing an increase of 200,000 shares; FOR AGAINST ABSTAIN
5. To approve an amendment to the Company's Amended and Restated 1997 Employee Stock Purchase Plan, as amended, to increase the number of shares of common stock that may be issued thereunder from 1,162,500 to 1,202,500, representing an increase of 40,000 shares;

6. To ratify the selection by the Audit Committee of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019;

7. To transact such other business as may properly come before the meeting or any adjournment thereof.
In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED STOCKHOLDER.

IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES IN PROPOSAL NO. 1, "FOR" PROPOSALS NO. 2, NO. 4, NO. 5 AND NO. 6, AND FOR A FREQUENCY OF "THREE YEARS" WITH RESPECT TO PROPOSAL NO. 3.

MARK HERE IF YOU PLAN TO ATTEND THE MEETING

0

PC CONNECTION, INC.
ANNUAL MEETING OF STOCKHOLDERS

To be held on May 22, 2019

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

The undersigned, revoking all prior proxies, hereby appoints Patricia Gallup and David Hall, each of them, with full power of substitution, as proxies (the "Proxies") to represent and vote as designated hereon all shares of stock of PC Connection, Inc. (the "Company") which the undersigned would be entitled to vote if personally present at the 2019 Annual Meeting of Stockholders of the Company to be held on Wednesday, May 22, 2019 at the Doubletree by Hilton, Nashua, 2 Somerset Parkway, Nashua, New Hampshire, at 10:00 a.m., Eastern time, or any adjournment thereof, with respect to the matters set forth on the reverse side hereof.

**PLEASE FILL IN, SIGN, DATE, AND MAIL THIS PROXY
IN THE ENCLOSED RETURN ENVELOPE.**

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

■ 1.1

14475 ■

