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

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File No. 000-26408

Programmer's Paradise, Inc.
(Name of issuer in its charter)

Delaware	13-3136104
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

1157 Shrewsbury Avenue, Shrewsbury, New Jersey 07702
(Address of principal executive offices)

Issuer's Telephone Number (732) 389-8950

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the past 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 [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

There were 4,256,400 outstanding shares of Common Stock, par value $.01 per share, as of August 1, 2002, not including 973,850 shares classified as Treasury Stock.

PART I - FINANCIAL INFORMATION

PROGRAMMER'S PARADISE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

ASSETS

<TABLE>
<CAPTION>

<S>	June 30, 2002 (Unaudited) <C>	December 31, 2001 (Audited) <C>
Current assets		
Cash and cash equivalents	$ 3,686	$ 11,425
Marketable Securities	5,283	-
Cash held in escrow	2,614	2,335
Accounts receivable, net	8,839	8,449
Inventory - finished goods	805	686
Refundable Income taxes	337	-
Prepaid expenses and other current assets	444	471

Total current assets	22,008	23,366
Equipment and leasehold improvements, net	524	634
Other assets	46	57
Total assets	$ 22,578	$ 24,057

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Accounts payable and accrued expenses	$ 7,819	$ 9,649
Other current liabilities	350	350
Total current liabilities	8,169	9,999
Commitments and contingencies		
Stockholders' equity		
Common stock	53	53
Additional paid-in capital	35,483	35,483
Treasury stock	(2,145)	(1,473)
Retained earnings	(19,010)	(19,539)
Accumulated other comprehensive loss	28	(466)
Total stockholders' equity	14,409	14,058
Total liabilities and stockholders' equity	$ 22,578	$ 24,057

The accompanying notes are an integral part of these consolidated financial statements.

</TABLE>

PROGRAMMER'S PARADISE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In thousands, except per share data)

<TABLE>
<CAPTION>

	Six months ended June 30,		Three months ended June 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Net sales	$ 34,473	$ 48,291	$ 16,926	$ 24,127
Cost of sales	29,953	43,302	14,678	21,675
Gross profit	4,520	4,989	2,248	2,452
Selling, general and administrative expenses	4,366	5,845	2,197	2,947
Income (loss) from operations	154	(856)	51	

				(495)
Interest income, net	130	194	78	96
Unrealized foreign exchange gain (loss)	(7)	9	2	(7)
	-----------	---------	----------	-----------
Income (loss) before taxes	277	(653)	131	(406)
Provision (benefit) for taxes	(252)	65	(300)	156
	-----------	----------	-----------	-----------
Net income (loss)	$ 529	$ (718)	$ 431	$ (562)
	===========	==========	===========	===========
Earnings per share-Basic and Diluted	$ 0.11	$ (0.14)	$ 0.09	$ (0.11)
	===========	==========	===========	===========
Weighted average number of common shares outstanding				
Basic	4,852	4,990	4,784	4,994
	==========	=========	===========	===========
Diluted	4,861	4,990	4,794	4,994
	==========	==========	===========	===========
Reconciliation of net income (loss) to comprehensive income (Loss):				
Net income (loss)	$ 529	$ (718)	$ 431	$ (562)
	----------	----------	-----------	-----------
Other comprehensive income (loss), net of tax:				
Unrealized gain on available-for-sale securities	100	-	100	-
Foreign currency translation adjustments	394	(246)	437	6
	----------	----------	-----------	-----------
Comprehensive income (loss)	$ 1,023	$ (964)	$ 968	$ (556)
	==========	==========	===========	===========

The accompanying notes are an integral part of these condensed consolidated financial statements.

</TABLE>

PROGRAMMER'S PARADISE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

<TABLE>
<CAPTION>

	Six months Ended June 30,	
	2002	2001
<S>	<C>	<C>
Cash flows from operating activities		
Net income (loss)	$ 529	$ (718)

Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Allowance for doubtful accounts	231	350
Depreciation and amortization	201	378
Changes in operating assets and liabilities:		
Accounts receivable	(621)	(924)
Inventory	(118)	421
Prepaid expenses and other current assets	28	1,232
Refundable income taxes	(337)	-
Accounts payable and accrued expenses	(1,830)	(3,342)
Net change in other assets and liabilities	(3)	(107)
Net cash used for operating activities	(1,820)	(2,710)
Cash flows from investing activities:		
Change in net assets held for sale	-	12,163
Purchases of available-for-sale securities	(5,183)	-
(Increase) decrease in cash held in escrow	(279)	(2,797)
Capital expenditures	(78)	(127)
Net cash provided by (used for) investing activities	(5,540)	9,239
Cash flows from financing activities:		
Net proceeds from issuance of Common Stock	-	6
Purchase of treasury shares	(672)	-
Net cash provided by (used for) financing activities	(672)	6
Effect of foreign exchange rate on cash	393	(208)
Net increase (decrease) in cash and cash equivalents	(7,739)	6,327
Cash and cash equivalents - beginning of period	11,425	2,091
Cash and cash equivalents - end of period	$ 3,686	$ 8,418

The accompanying notes are an integral part of these condensed consolidated financial statements.

</TABLE>

PROGRAMMER'S PARADISE, INC.
NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
June 30, 2002

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

   The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to product returns, bad debts, inventories, investments, intangible assets, income taxes, restructuring and contingencies and litigation. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In the opinion of Management all adjustments that are of a normal recurring nature, considered necessary for fair presentation, have been included. Actual results may differ from these estimates under different assumptions or conditions. The unaudited condensed consolidated statements of income for the interim periods are not necessarily indicative of results for the full year. For further information, refer to the consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2001.

2. Assets and liabilities of the Company's Canadian Subsidiary have been translated at current exchange rates, and related revenues and expenses have been translated at average rates of exchange in effect during the year. Cumulative translation adjustments and unrealized gains on available-for-sale securities have been classified within other comprehensive income (loss), which is a separate component of stockholders equity in accordance with FASB Statement No. 130. "Reporting Comprehensive Income".

3. In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" which supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." SFAS No. 144 provides a single accounting model for long-lived assets to be disposed of. Although retaining many of the fundamental recognition and measurement provisions of SFAS No. 121, the Statement significantly changes the criteria that would have to be met to classify an asset as held-for-sale. Under SFAS No. 144, assets held-for-sale are stated at the lower of their fair values or carrying amounts and depreciation is no longer recognized. The Company adopted SFAS No. 144 effective January 1, 2002. There was no impact on the Company as a result of adopting SFAS No. 144.

   In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS No. 145, among other things, rescinds SFAS No. 4, which required all gains and losses from the extinguishment of debt to be classified as an extraordinary item and amends SFAS No. 13 to require that certain lease modifications that have economic effects similar to sale-leaseback transactions be accounted for in the same manner as sale-leaseback transactions. This statement is not expected to have an impact on the Company.

4. Pursuant to an Agreement, dated December 1, 2000 ("Stock Sale Agreement"), between the Company and PC-Ware Information Technologies AG, a German corporation ("PC-Ware"), on January 9, 2001 the Company sold all of the shares of its European subsidiaries for 14,500,000 Euros, subject to post-closing adjustments, including finalization of the closing balance sheet, in accordance with the Stock Sale Agreement between the Company and PC Ware, which remains to be resolved between the parties. As security for any claim of PC-Ware arising from alleged breaches of representations by the Company under the Stock Sale Agreement, 3,275,000 Euros are being held in a 240-day escrow. Such claims are subject to a 300,000 Euro de minimus amount and a 7,500,000 Euro maximum amount. In September 2001, PC-Ware made claims aggregating 2,190,127.16 Euros (plus interest) (the equivalent as of September 2001 of approximately $1,997,000) against the escrow.

   On October 19, 2001, 735,789 Euros (the equivalent as of October 2001 of approximately $654,373) were distributed from the escrow account to the Company. The Company believes that PC-Ware's remaining claims are without merit and intends to vigorously dispute each in the arbitration proceedings, which will resolve the disputed claims.

5. The Company computes comprehensive income in accordance with Statement of Financial Accounting Standards No. 130 "Reporting Comprehensive Income" (SFAS 130). SFAS 130 establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Other comprehensive income, as defined, includes all changes in equity during a period from non-owner sources, such as unrealized gains and losses on available-for-sale securities and foreign currency translation.

6. Investments in available-for-sale securities as per June 30, 2002 were as follows:

	Cost	Market value	Unrealized Gain (loss)
U.S.Government securities	5,183	5,283	100

7. Basic EPS is computed by dividing net earnings (loss) by the weighted average number of shares outstanding during the period. Diluted EPS is computed considering the potentially dilutive effect of outstanding stock options. A reconciliation of the numerator and denominators of the basic and diluted per share computations follows (in thousands, except per share data):

<TABLE>
<CAPTION>

	Six months ended June 30,	
	2002	2001
Numerator:		
Net Income (loss)	$ 529	$ (718)
Denominator:		
Weighted average shares (Basic)	4,852	4,990
Dilutive effect of outstanding options	9	0
Weighted average shares including assumed conversions (Diluted)	4,861	4,990
Basic and Diluted net income (loss) per share	$ 0.11	$ (0.14)

</TABLE>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Programmer's Paradise, Inc. operates in one primary business segment: the marketing of technical software and hardware for microcomputers, servers and networks in the United States and Canada. We offer a wide variety of technical and general business application software and PC hardware and components from a broad range of publishers and manufacturers. We market our products through our well-known catalogs, direct mail programs and advertisements in trade magazines as well as through Internet and e-mail promotions.

Through our wholly owned subsidiary, Lifeboat Distribution Inc., we distribute marketed products to dealers and resellers in the United States and Canada. The Company's sales and results of operations have fluctuated and are expected to continue to fluctuate on a quarterly basis as a result of a number of factors, including: the condition of the software industry in general; shifts in demand for software products; industry shipments of new software products or upgrades; the timing of new merchandise and catalog offerings; fluctuations in response rates; fluctuations in postage, paper, shipping and printing costs and in merchandise returns; adverse weather conditions that affect response, distribution or shipping; shifts in the timing of holidays; and changes in the Company's product offerings. The Company's operating expenditures are based on sales forecasts. If revenues do not meet expectations in any given quarter, operating results may be materially adversely affected.

Results of Operations

The following table sets forth for the periods indicated certain financial information derived from the Company's consolidated statement of operations expressed as a percentage of net sales.

	Three months ended June 30,	
	2002	2001
Net sales	100.0%	100.0%
Cost of sales	86.7	89.8
Gross profit	13.3	10.2
Selling, general and administrative expenses	13.0	12.2
Income (loss) from operations	0.3	(2.1)
Interest income, net	0.5	0.4
Unrealized foreign exchange gain (loss)	0.0	(0.0)
Income (loss) before income taxes	0.8	(1.7)
Provision (benefit) for income taxes	(1.7)	0.6
Net income (loss)	2.5%	(2.3)%

Net Sales

Net sales in the second quarter of 2002 decreased 30% or $7.2 million to $16.9 million compared to $24.1 million for the same period in 2001. For the six months period ended June 30, 2002, net sales decreased by $13.8 million or 29%

over the six months ended June 30, 2001. The revenue decline mainly reflects the continued difficult business environment and the decision to cease selling Microsoft Select and Enterprise license agreements. As stipulated in our most recent annual report on Form 10-K, our business plan contemplates that sales for 2002 will be lower than in recent years, primarily due to the impact of the change in the reseller agreement with Microsoft.

Gross Profit

Gross profit as a percentage of net sales increased to 13.3% for the quarter ended June 30, 2002, compared to 10.2% for the same period in 2001. Gross profit in absolute dollars for the three-month period ended June 30, 2002 was $2.2 million as compared to $2.5 million for the same period in 2001. For the six month period ended June 30, 2002, the gross profit decreased by $469 for the same period in 2001. The decrease in gross profit dollars and the increase in Gross Profit Margin as a percentage reflects a shift in the mix of sales as a result of the substantial increase in higher margin sales compared to large revenue and low margin sales such as Microsoft Select and Enterprise licensing. As stipulated in our annual report on Form 10-K, our business plan contemplates that our Gross Profit Margin as a percentage will increase as compared to recent years, primarily due to the impact of the change in the reseller agreement with Microsoft.

Selling, General and Administrative Expenses

SG&A expenses for the quarter ended June 30, 2002 were $2.2 million as compared to $2.9 million for the same period in 2001, a decrease of $0.7 million or 25%. For the six month period ended June 30, 2002, SG&A expenses decreased by $1.5 million or 25%. The decrease in SG&A was primarily due to lower personnel-related expenses, cost containment initiatives and improved cost control policies and procedures.

Each year SG&A has increased in absolute dollars. As a result of the restructuring plan described in our most recent annual report on form 10-K, we anticipate that SG&A in absolute dollars will decline in 2002; however there can be no assurance that this will actually occur.

Income Taxes

Income taxes consist of a refundable income tax benefit of $337,000 as per June 30, 2002. For the quarter ended June 30, 2002, the Company recorded a benefit for income taxes of approximately $ 300,000, which consists of a provision of $15,000 for Canadian taxes as well as a $315,000 benefit for domestic taxes. For the six-month period ended June 30, 2002, the Company recorded a $252,000 income tax benefit compared to a provision for income taxes of $65,000 for the comparable period in 2001. The Job Creation and Worker Assistance Act of 2002 (Job Creation Act), enacted March 9, 2002 temporarily extends the carry back period to five years for losses arising in tax years 2001 and 2002. As a result, the Company will file a carry back claim for a refund in the amount of approximately $315,000.

The loss carry forwards offset the provision for income taxes for our US operations. As per June 30, 2002, the Company had recorded a US deferred tax asset of approximately $6.4 million reflecting, in part, a benefit of $3.2 million in federal and state tax loss carry forwards, which will expire in varying amounts between 2002 and 2021. As a result of the current uncertainty of realizing the benefits of the tax loss carry forward, valuation allowances equal to the tax benefits for the U.S. deferred taxes have been established. The full realization of the tax benefit associated with the carry forward depends predominantly upon the Company's ability to generate taxable income during the carry forward period. The valuation allowance will be evaluated at the end of each reporting period, considering positive and negative evidence about whether the deferred tax asset will be realized. At that time, the allowance will either be increased or reduced; reduction could result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax assets is no longer impaired and the allowance is no longer required. The Company's ability to utilize certain net operating loss carry forwards is restricted to approximately $1.5 million per year cumulatively, as a result of an ownership change pursuant to Section 382 of the Internal Revenue Code.

Liquidity and Capital Resources

In the first six months of 2002, our cash and cash equivalents decreased by $7.7

million to $3.7 million at June 30, 2002, from $11.4 million at December 31, 2001. Net cash used for operating activities amounted to $1.8 million; net cash used in investing activities amounted to $5.6 million and cash used for financing activities amounted to $0.2 million.

Net cash used for operating activities in the first six months of 2002 was $1.8 million and primarily resulted from a $1.8 million decrease in accounts payable and accrued expenses. In accordance with our business plan, as stipulated in our most recent annual report on Form 10-K, we have used our cash to pay vendors promptly in order to obtain more favorable conditions.

Cash used for investing activities amounted to $5.6 million. As a result of the current low interest rates on our short-term savings accounts we decided to invest $5.2 million in US Government securities. These securities are highly rated and highly liquid. These securities are classified as available-for-sale securities in accordance with SFAS 130, and as a result unrealized gains and losses are reported as part of other comprehensive income (loss). On June 30, 2002, the unrealized gains amounted to $100,000.

Cash used for financing activities in the first six months of 2002 of $672,000 consisted of the purchase of approximately 247,000 shares of our own stock under the buyback program discussed below.

In June 2002, the Company's Board of Directors authorized the purchase of an additional 490,000 shares of our common stock, in addition to the 521,013 shares the Company was authorized to buy back in October 1999 in both open market and private transactions, as conditions warrant. The repurchase program is expected to remain effective for 2002. We intend to hold the repurchased shares in treasury for general corporate purposes, including issuances under various stock option plans. As per June 30, 2001, we owned approximately 510,000 shares at an average price of $4.20.

The Company's current and anticipated use of its cash and cash equivalents is, and will continue to be, to fund working capital and operational expenditures, and for the stock buyback program. Our business plan furthermore contemplates to continue to use our cash to pay vendors promptly in order to obtain more favorable conditions.

The Company believes that the funds held in cash and cash equivalents will be sufficient to fund the Company's working capital and cash requirements at least through December 31, 2002. We currently do not have any credit facility and, in the foreseeable future, we do not plan to enter into an agreement providing for a line of credit.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The Company recognizes revenue from the sale of software and hardware for microcomputers, servers and networks upon shipment or upon electronic delivery of the product. The Company capitalizes the advertising costs associated with producing its catalogs. The costs of these catalogs are amortized over the estimated shelf life of the catalogs, generally 3 months. On an on-going basis, the Company evaluates its estimates, including those related to product returns, bad debts, inventories, investments, intangible assets, income taxes, restructuring and contingencies and litigation.

The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the following critical accounting policies used in the preparation of its consolidated financial statements affect its more significant judgments and estimates. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

The Company writes down its inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-offs may be required. The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized.

While the Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made.

Certain Factors Affecting Operating Results

This report includes "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Statements in this report regarding future events or conditions, including statements regarding industry prospects and the Company's expected financial position, business and financing plans, are forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. We strongly urge current and prospective investors to carefully consider the cautionary statements and risks contained in this Report. Such risks include, but not are not limited to, the continued acceptance of the Company's distribution channel by vendors and customers, the timely availability and acceptance of new products, contribution of key vendor relationships and support programs, as well as factors that affect the software industry generally.

The Company operates in a rapidly changing business, and new risk factors emerge from time to time. Management cannot predict every risk factor, nor can it assess the impact, if any, of all such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The statement concerning future sales and future Gross Profit Margin are forward looking statements involving certain risks and uncertainties such as availability of products, product mix, market conditions and other factors, which could result in a fluctuation of sales below recent experience.

Stock Volatility. The technology sector of the United States stock markets has experienced substantial volatility in recent periods. Numerous conditions, which impact the technology sector or the stock market in general or the Company in particular, whether or not such events relate to or reflect upon the Company's operating performance, could adversely affect the market price of the Company's Common Stock. Furthermore, fluctuations in the Company's operating results, announcements regarding litigation, the loss of a significant vendor, increased competition, reduced vendor incentives and trade credit, higher postage and operating expenses, and other developments, could have a significant impact on the market price of the Company's Common Stock.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

In addition to its activities in the United States, the Company also conducts business in Canada. We are subject to general risks attendant to the conduct of business in Canada, including economic uncertainties and foreign government regulations. In addition, the Company's Canadian business is subject to changes in demand or pricing resulting from fluctuations in currency exchange rates or other factors.

The Company's $5.2 million investments in marketable securities are only in highly rated and highly liquid U.S. government Securities. The remaining cash balance is invested in short-term savings accounts with our primary bank, The Bank of New York. As such, the risk of significant changes in the value of our cash invested is minimal.

Information regarding quantitative and qualitative market risks related to Euro 2.5 million that is being held in escrow is set forth in Part II, Item I of this Report under the heading "Legal proceedings".

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Pursuant to an Agreement, dated December 1, 2000 ("Stock Sale Agreement"), between the Company and PC-Ware Information Technologies AG, a German corporation ("PC-Ware"), on January 9, 2001 the Company sold all of the shares of its European subsidiaries for 14,500,000 Euros, subject to post-closing adjustments, including finalization of the closing balance sheet, in accordance with the Stock Sale Agreement between the Company and PC Ware, which remains to be resolved between the parties. As security for any claim of PC-Ware arising from alleged breaches of representations by the Company under the Stock Sale Agreement, 3,275,000 Euros are being held in a 240-day escrow. Such claims are subject to a 300,000 Euro de minimus amount and a 7,500,000 Euro maximum amount. In September 2001, PC-Ware made claims aggregating 2,190,127.16 Euros (plus interest) (the equivalent as of September 2001 of approximately $1,997,000) against the escrow. On October 19, 2001, 735,789 Euros (the equivalent as of October 2001 of approximately $654,373) were distributed from the escrow account to the Company.

The Company believes that PC-Ware's remaining claims are without merit and intends to vigorously dispute each in the arbitration proceedings, which will resolve the disputed claims.

Item 4. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders (the "Meeting") during the fiscal quarter ended June 30, 2002.

(a) The date of the Meeting was June 11, 2001.

(b) At the meeting, the following persons were elected as directors of the Company, each receiving the number of votes set forth opposite their names below:

	For	Against	Abstain
William Willett	4,653,018	21,711	-
F. Duffield Meyercord	4,653,018	21,711	-
Edwin H. Morgens	4,653,018	21,711	-
Allan D. Weingarten	4,653,018	21,711	-
James W. Sight	4,653,018	21,711	-
Mark T. Boyer	4,653,018	21,711	-

Item 6. Exhibits and Reports on Form 8-K

(a) Reports on Form 8-K

The Company filed a current report on Form 8-K/A on May 13, 2002, to amend a current report on Form 8-K filed on April 19, 2002, relating to a change in the Company's certifying accountant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PROGRAMMER'S PARADISE, INC.

August 7, 2002	By: /s/ Simon F. Nynens
Date	Simon F. Nynens, Chief Financial Officer and Vice President