

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Programmers Paradise, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

743205-10-6  
(CUSIP Number)

\*The remainder of this cover page shall be filled out or a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of Reporting Person ROI Capital Management, Inc.  
IRS Identification No. of Above Person 68-0269547

2 Check the Appropriate Box if a Member of a Group  
(a)    
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

California

5 Sole Voting Power

588,500

NUMBER OF 6 Shared Voting Power  
SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

588,500

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting  
Person

588,500

10 Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\*

11 Percent of Class Represented by Amount in Row 9

11.0%

12 Type of Reporting Person\*

CO, IA

1 Name of Reporting Person Mark T. Boyer  
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

588,500

NUMBER OF 6 Shared Voting Power

SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

588,500

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting  
Person

588,500

10 Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\*

11 Percent of Class Represented by Amount in Row 9

11.0%

12 Type of Reporting Person\*

IN

1 Name of Reporting Person Mitchell J. Soboleski  
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

588,500

NUMBER OF 6 Shared Voting Power

SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

588,500

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting

Person

588,500

10 Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\* [ ]

11 Percent of Class Represented by Amount in Row 9

11.0%

12 Type of Reporting Person\*

IN

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Item 1(a). Name of Issuer.

Programmers Paradise, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

1163 Shrewsbury Avenue, Shrewsbury, NJ 07702

Item 2(a). Names of Persons Filing.

ROI Capital Management Inc., Mark T. Boyer and Mitchell J.  
Soboleski.

Item 2(b). Address of Principal Business Office or, if none,  
Residence.

The business address of ROI Capital Management Inc., Mark  
T. Boyer and Mitchell J. Soboleski is 17 E. Sir Francis Drake  
Blvd., Suite 225, Larkspur, CA 94939.

Item 2(c). Citizenship.

ROI Capital Management, Inc. is a California corporation,  
Mark T. Boyer and Mitchell J. Soboleski are citizens of the  
United States of America.

Item 2(d). Title of Class of Securities.

common stock

Item 2(e). CUSIP Number.

743205-10-6

Item 3. Type of Reporting Person.

ROI Capital Management, Inc. is an investment advisor  
registered under Section 203 of the Investment Advisors Act of  
1940. Mark T. Boyer and Mitchell J. Soboleski are the sole  
shareholders of ROI Capital Management, Inc.

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of pages  
two (2), three (3) and four (4) of this Schedule G, which Items  
are incorporated by reference herein.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of  
Another Person.

ROI Capital Management, Inc. is deemed to be the beneficial  
owner of the number of securities reflected in items 5-9 and 11  
of page two (2) of this Schedule G pursuant to separate  
arrangements whereby it acts as investment adviser to certain  
persons, in which it also holds an ownership interest. Each  
person for whom ROI Capital Management, Inc. acts as investment  
adviser has the right to receive or the power to direct the

receipt of dividends from, or the proceeds from the sale of, the common stock purchased or held pursuant to such arrangements. Mark T. Boyer and Mitchell J. Soboleski are deemed to be the beneficial owners of the number of securities reflected in Items 5-9 and 11 of page two (2) of this Schedule G pursuant to their ownership interests in ROI Capital Management, Inc.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, each of the undersigned certifies that, to the best of his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: June 16, 1998

MARK T. BOYER

/s/ Mark T. Boyer

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Mark T. Boyer

DATED: June 16, 1998

MITCHELL J. SOBOLESKI

/s/ Mitchell J. Soboleski

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Mitchell J. Soboleski

DATED: June 16, 1998

ROI CAPITAL MANAGEMENT, INC.

/s/ Mitchell J. Soboleski

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By: Mitchell J. Soboleski  
Its: Secretary