

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

SCHEDULE 13D  
(Amendment No. 1)

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)

Melissa Dehn  
2219 Buchanan Road, Suite 9  
Antioch, CA 94509  
(925) 778-2390  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 30, 2004  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for 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).

CUSIP No. 743205-10-6 SCHEDULE 13D Page 2 of 7

- 1 Name of Reporting Person ROI Capital Management, Inc.  
IRS Identification No. of Above Person
- 2 Check the Appropriate Box if a Member of a Group\* (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 Source of Funds WC
- 5 Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]
- 6 Citizenship or Place of Organization  
California
- |   |    |                          |         |
|---|----|--------------------------|---------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 7  | Sole Voting Power        | 719,300 |
|   | 8  | Shared Voting Power      | -0-     |
|   | 9  | Sole Dispositive Power   | 719,300 |
|   | 10 | Shared Dispositive Power | -0-     |

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
719,300

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain  
Shares [ ]

13 Percent of Class Represented by Amount in Row 11  
18.8%

14 Type of Reporting Person  
CO, IA

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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 Source of Funds WC

5 Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

6 Citizenship or Place of Organization  
United States

NUMBER OF SHARES	7	Sole Voting Power	719,300
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	Shared Voting Power	-0-
	9	Sole Dispositive Power	719,300
WITH	10	Shared Dispositive Power	-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
719,300

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain  
Shares [ ]

13 Percent of Class Represented by Amount in Row 11  
18.8%

14 Type of Reporting Person  
IN

CUSIP No. 743205-10-6 SCHEDULE 13D Page 4 of 7

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 Source of Funds WC

5 Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

6 Citizenship or Place of Organization  
United States

NUMBER OF SHARES	7	Sole Voting Power	719,300
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	Shared Voting Power	-0-
	9	Sole Dispositive Power	719,300
WITH	10	Shared Dispositive Power	-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
719,300

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain  
Shares  
[ ]

13 Percent of Class Represented by Amount in Row 11  
18.8%

14 Type of Reporting Person  
IN

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Item 1. Security and Issuer

This Schedule 13D ("Schedule") relates to shares of common stock, \$.01 par value (the "Common Stock"), of Programmers Paradise, Inc. (the "Issuer"). The principal executive office of the Issuer is 1157 Shrewsbury Avenue, Shrewsbury, NJ 07702.

Item 2. Identity and Background

This Schedule is filed on behalf of ROI Capital Management, Inc., Mark T. Boyer and Mitchell J. Soboleski ("Reporting Entities"), whose principal business office address is 300 Drakes Landing Road, Suite 175, Greenbrae, CA 94904.

Reporting Entities can be deemed to have beneficial ownership due to the fact that Reporting Entities have dispositive authority of the reported securities held in advisory accounts of ROI Capital Management, Inc. Reporting entities do not own any of the reported securities directly, only through an interest in one or more of the advisory accounts.

ROI Capital Management, Inc. is an investment advisor registered as such with the SEC. ROI Capital Management, Inc. has 2 owners, Mark T. Boyer, President and Mitchell J. Soboleski, Secretary.

None of ROI Capital Management, Inc., or ROI Capital Management, Inc.'s officers have, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors).

None of ROI Capital Management, Inc., or ROI Capital Management, Inc.'s officers have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

Item 3. Source and Amount of Funds or Other Consideration

Funds for the purchases of Common Stock were obtained from the working capital of advisory clients.

Item 4. Purpose of Transaction.

The purchases of Common Stock were made solely for investment purposes. Depending upon market conditions and other factors, ROI Capital Management may acquire additional securities of the Issuer, or alternatively, may dispose of some or all of the securities of the Issuer that it beneficially owns.

## Item 5. Interest in Securities of the Issuer

(a), (b) Reference is made hereby to Items 7-11 and 13 of page two (2), three (3) and four (4) of this Schedule, which Items are incorporated by reference herein. Of the shares beneficially owned, none are owned by reporting persons, except for dispositive power and interests held in advisory accounts of ROI Capital Management, Inc.

(c) ROI Capital Management, Inc. effected the following sales through registered broker-dealers in the last sixty days for its' advisory accounts:

Date	Number of Shares	Price/unit
9/20/04	700	10.04
9/21/04	1,900	10.01
9/22/04	600	9.90
9/23/04	5,768	9.67
9/24/04	11,600	9.81
9/28/04	30,932	10.01

(d), (e) Not applicable.

## Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

## Item 7. Material to be Filed as Exhibits

None.

## Signatures

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

DATED: October 12, 2004

MARK T. BOYER

/s/ Mark T. Boyer

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Mark T. Boyer

DATED: October 12, 2004

MITCHELL J. SOBOLESKI

/s/ Mitchell J. Soboleski

\_\_\_\_\_  
Mitchell J. Soboleski

DATED: October 12, 2004

ROI CAPITAL MANAGEMENT, INC.

/s/ Mitchell J. Soboleski

\_\_\_\_\_  
By: Mitchell J. Soboleski  
Its: Secretary

