UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 000-26408

Wayside Technology Group, Inc.

(Exact name of registrant as specified 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)

(732) 389-8950
Registrant's Telephone Number

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," and "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Check One:

Large Accelerated Filer ☐	Accelerated Filer ☐
Non-Accelerated Filer ☐	Smaller Reporting Company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

There were 4,806,311 outstanding shares of common stock, par value $.01 per share, ("Common Stock") as of July 30, 2015, not including 478,189 shares classified as treasury stock.

PART I — FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Wayside Technology Group, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Amounts in thousands, except share and per share amounts)

	June 30, 2015 (Unaudited)	December 31, 2014
ASSETS		
Current assets		
Cash and cash equivalents	$ 18,878	$ 23,124
Accounts receivable, net of allowances of $1,196 and $1,819, respectively	56,006	60,782
Inventory, net	2,360	1,491
Prepaid expenses and other current assets	1,247	933
Deferred income taxes	203	245
Total current assets	78,694	86,575
Equipment and leasehold improvements, net	396	412
Accounts receivable-long-term	5,531	7,660

Other assets		104		152
Deferred income taxes		182		182
	$	84,907	$	94,981
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued expenses	$	46,309	$	55,414
Total current liabilities		46,309		55,414
Commitments and contingencies				
Stockholders' equity				
Common Stock, $.01 par value; 10,000,000 shares authorized, 5,284,500 shares issued; 4,806,311 and 4,890,756 shares outstanding, respectively		53		53
Additional paid-in capital		31,744		31,013
Treasury stock, at cost, 478,189 and 393,744 shares, respectively		(8,431)		(6,166)
Retained earnings		16,252		15,225
Accumulated other comprehensive loss		(1,020)		(558)
Total stockholders' equity		38,598		39,567
	$	84,907	$	94,981

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

Wayside Technology Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings
(Unaudited)
(Amounts in thousands, except per share data)

	Six months ended June 30		Three months ended June 30,	
	2015	2014	2015	2014
Net sales	$ 184,662	$ 156,129	$ 91,970	$ 84,399
Cost of sales	171,880	144,452	85,545	78,260
Gross profit	12,782	11,677	6,425	6,139
Selling, general and administrative expenses	8,916	8,002	4,449	3,957
Income from operations	3,866	3,675	1,976	2,182
Other income:				
Interest, net	197	255	99	132
Foreign currency transaction (loss) gain	(5)	(4)	(4)	8
Income before provision for income taxes	4,058	3,926	2,071	2,322
Provision for income taxes	1,394	1,384	710	839
Net income	$ 2,664	$ 2,542	$ 1,361	$ 1,483
Income per common share — Basic	$ 0.57	$ 0.55	$ 0.29	$ 0.32
Income per common share —Diluted	$ 0.57	$ 0.54	$ 0.29	$ 0.31
Weighted average common shares outstanding — Basic	4,665	4,601	4,640	4,664
Weighted average common shares outstanding — Diluted	4,689	4,665	4,663	4,719
Dividends paid per common share	$ 0.34	$ 0.34	$ 0.17	$ 0.17

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

Wayside Technology Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)
(Amounts in thousands)

	Six Months Ended June 30,	Three months ended June 30,

	2015	2014	2015	2014
Net income	$ 2,664	$ 2,542	$ 1,361	$ 1,483
Other comprehensive loss, net of tax:				
Foreign currency translation adjustment	(462)	(64)	146	218
Other comprehensive (loss) income	(462)	(64)	146	218
Comprehensive income	$ 2,202	$ 2,478	$ 1,507	$ 1,701

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

Wayside Technology Group, Inc. and Subsidiaries
Condensed Consolidated Statement of Stockholders' Equity
(Unaudited)
(Amounts in thousands, except share amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Shares	Treasury Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at January 1, 2015	5,284,500	$ 53	$ 31,013	393,744	$ (6,166)	$ 15,225	$ (558)	$ 39,567
Net income						2,664		2,664
Translation adjustment							(462)	(462)
Dividends paid						(1,637)		(1,637)
Share-based compensation expense			534					534
Restricted stock grants (net of forfeitures)			(236)	(40,250)	236			—
Stock options exercised			298	(44,640)	276			574
Tax benefit from share-based compensation			135					135
Treasury stock repurchased				169,335	(2,777)			(2,777)
Balance at June 30, 2015	5,284,500	$ 53	$ 31,744	478,189	$ (8,431)	$ 16,252	$ (1,020)	$ 38,598

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

Wayside Technology Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(Amounts in thousands)

	Six months ended June 30, 2015	2014
Cash flows from operating activities		
Net income	$ 2,664	$ 2,542
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization expense	122	114
Deferred income tax expense (benefit)	42	(18)
Provision for doubtful accounts receivable	6	—
Share-based compensation expense	534	575
Changes in operating assets and liabilities:		
Accounts receivable	6,515	2,834
Inventory	(870)	94
Prepaid expenses and other current assets	(321)	1,142
Accounts payable and accrued expenses	(8,930)	(12,493)
Other assets	46	(5)
Net cash used in operating activities	(192)	(5,215)
Cash flows used in investing activities		
Purchase of equipment and leasehold improvements	(105)	(116)
Net cash used in investing activities	(105)	(116)
Cash flows (used in) provided by financing activities		
Dividends paid	(1,637)	(1,592)
Purchase of treasury stock	(2,776)	(315)
Tax benefit from share-based compensation	135	664
Proceeds from stock option exercises	574	1,791
Net cash (used in) provided by financing activities	(3,704)	548
Effect of foreign exchange rate on cash	(245)	(110)
Net decrease in cash and cash equivalents	(4,246)	(4,893)
Cash and cash equivalents at beginning of period	23,124	19,609
Cash and cash equivalents at end of period	$ 18,878	$ 14,716

(Amounts in tables in thousands, except share and per share amounts)

Supplementary disclosure of cash flow information:		
Income taxes paid	$ 1,803	$ 1,414

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

1. The accompanying unaudited condensed consolidated financial statements of Wayside Technology Group, Inc. and its subsidiaries (collectively, the "Company"), have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by U.S. GAAP for complete audited financial statements.

The preparation of these condensed consolidated 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, stock-based compensation, and contingencies and litigation. The Company bases its estimates on its 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 the Company's management, all adjustments that are of a normal recurring nature, considered necessary for fair presentation, have been included in the accompanying financial statements. The Company's actual results may differ from these estimates under different assumptions or conditions. The unaudited condensed consolidated statements of earnings 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 filed with the Securities Exchange Commission for the year ended December 31, 2014.

2. In May 2014, the Financial Accounting Standards Board ("FASB") issued guidance for revenue recognition for contracts, superseding the previous revenue recognition requirements, along with most existing industry-specific guidance. The guidance requires an entity to review contracts in five steps: 1) identify the contract, 2) identify performance obligations, 3) determine the transaction price, 4) allocate the transaction price, and 5) recognize revenue. The new standard will result in enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue arising from contracts with customers. The FASB approved a one-year deferral in July 2015, making the standard effective for reporting periods beginning after December 15, 2017, with early adoption permitted only for reporting periods beginning after December 15, 2016. We are currently evaluating the impact of this new accounting pronouncement, if any, the pronouncement will have on our financial statements.

3. Assets and liabilities of the Company's foreign subsidiaries have been translated at current exchange rates, and related sales and expenses have been translated at average rates of exchange in effect during the period. The sales from our Canadian operations in the first six months of 2015 were $11.0 million as compared to $11.5 million for the first six months of 2014. The sales from our Canadian operations for the second quarter of 2015 were $5.4 million as compared to $5.9 million for the second quarter of 2014.

4. Cumulative translation adjustments have been classified within accumulated other comprehensive income, which is a separate component of stockholders' equity in accordance with FASB Accounting Standards Codification ("ASC") Topic 220, "Comprehensive Income."

5. Revenue on product (software and hardware) and maintenance agreement sales are recognized once four criteria are met: (1) persuasive evidence of an arrangement exists, (2) the price is fixed and determinable, (3) delivery (software and hardware) or fulfillment (maintenance) has occurred, and (4) there is reasonable assurance of collection of the sales proceeds. Revenues from the sales of hardware products, software products and licenses and maintenance agreements are recognized on a gross basis with the selling price to the customer recorded as sales and the acquisition cost of the product recorded as cost of sales.

Product delivery to customers occur in a variety of ways, including (i) as physical product shipped from the Company's warehouse, (ii) via drop-shipment by the vendor, or (iii) via electronic delivery for software licenses. The Company leverages drop-ship arrangements with many of its vendors and suppliers to deliver products to customers without having to physically hold the inventory at its warehouse, thereby increasing efficiency and reducing costs. The Company recognizes revenue for drop-ship arrangements on a gross basis. Furthermore, in such drop-ship arrangements, the Company negotiates price with the customer, pays the supplier directly for the product shipped and bears credit risk of collecting payment from its customers. The Company serves as the principal with the customer and, therefore, recognizes the sale and cost of sale of the product upon receiving notification from the supplier that the product has shipped. Maintenance agreements allow customers to obtain technical support directly from the software publisher and to upgrade, at no additional cost, to the latest technology if new applications are introduced by the software publisher during the period that the maintenance agreement is in effect.

Sales are recorded net of discounts, rebates, and returns. Vendor rebates and price protection are recorded when earned as a reduction to cost of sales or merchandise inventory, as applicable.

Cooperative reimbursements from vendors, which are earned and available, are recorded in the period the related advertising expenditure is incurred. Cooperative reimbursements are recorded as a reduction of cost of sales in accordance with FASB ASC Topic 605-50 "Accounting by a Customer (including reseller) for Certain Consideration Received from a Vendor." Provisions for returns are estimated based on historical sales returns and credit memo analysis which are adjusted to actual on a periodic basis.

Accounts receivable-long-term result from product sales with extended payment terms that are discounted to their present values at the prevailing market rates. In subsequent periods, the accounts receivable are increased to the amounts due and payable by the customers through the accretion of interest income on the unpaid accounts receivable due in future years. The amounts due under these long-term accounts receivable due within one year are reclassified to the current portion of accounts receivable.

6. The carrying amounts of financial instruments, including cash and cash equivalents, accounts receivable and accounts payable approximated fair value at June 30, 2015 and December 31, 2014 because of the relative short maturity of these instruments. The Company's accounts receivable long-term is discounted to their present value at prevailing market rates so the balances approximate fair value.

(Amounts in tables in thousands, except share and per share amounts)

7. Balance Sheet Detail:

Equipment and leasehold improvements consist of the following as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
Equipment	$ 2,847	$ 2,744
Leasehold improvements	562	565
	3,409	3,309
Less accumulated depreciation and amortization	(3,013)	(2,897)
	$ 396	$ 412

Accounts payable and accrued expenses consist of the following as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
Trade accounts payable	$ 43,333	$ 52,328
Accrued expenses	2,976	3,086
	$ 46,309	$ 55,414

Accumulated other comprehensive loss consists of the following as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
Foreign currency translation adjustment	$ (1,020)	$ (558)
	$ (1,020)	$ (558)

8. On January 4, 2013, the Company entered into a $10,000,000 revolving credit facility (the "Credit Facility") with Citibank, N.A. ("Citibank") pursuant to a Business Loan Agreement (the "Loan Agreement"), Promissory Note (the "Note"), Commercial Security Agreements (the "Security Agreements") and Commercial Pledge Agreement (the "Pledge Agreement"). The Credit Facility, which will be used for business and working capital purposes, including financing of larger extended payment terms sales transactions. The Credit Facility matures on January 4, 2016, at which time the Company must pay this loan in one payment of any outstanding principal plus all accrued unpaid interest. In addition, the Company will pay regular monthly payments of all accrued unpaid interest. The interest rate for any borrowings under the Credit Facility is subject to change from time to time based on the changes in an independent index which is the LIBOR Rate (the "Index"). If the Index becomes unavailable during the term of this loan, Citibank may designate a substitute index after notifying the Company. Interest on the unpaid principal balance of the Note will be calculated using a rate of 1.500 percentage points over the Index. The Credit Facility is secured by the assets of the Company.

Among other affirmative covenants set forth in the Loan Agreement, the Company must maintain (i) a ratio of Total Liabilities to Tangible Net Worth (each as defined in the Loan Agreement) of not greater than 2.50 to 1.00, to be tested quarterly and (ii) a minimum Debt Service Coverage Ratio (as defined in the Loan Agreement) of 2.00 to 1.00. Additionally, the Loan Agreement contains negative covenants related to, among other items, prohibitions against the creation of certain liens, engaging in any business activities substantially different than those currently engaged in by the Company, and paying dividends on the Company's stock other than (i) dividends payable in its stock and (ii) cash dividends in amounts and frequency consistent with past practice, without first securing the written consent of Citibank. The Company is in compliance with all covenants at June 30, 2015.

At June 30, 2015, the Company had no borrowings outstanding under the Credit Facility.

9. Basic Earnings Per Share ("EPS") is calculated by dividing net income attributable to common stockholders by the weighted average number of shares of Common Stock outstanding during the period. Diluted EPS is calculated by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding, adjusted for potentially dilutive securities including unexercised stock option grants and nonvested shares of restricted stock.

A reconciliation of the numerators and denominators of the basic and diluted per share computations follows:

	Six months Ended June 30,		Three months ended June 30,	
	2015	2014	2015	2014
Numerator:				
Net income	$ 2,664	$ 2,542	$ 1,361	$ 1,483
Denominator:				
Weighted average shares (Basic)	4,665	4,601	4,640	4,664
Dilutive effect of outstanding options and non-vested shares of restricted stock	24	64	23	55

(Amounts in tables in thousands, except share and per share amounts)

Weighted average shares including assumed conversions (Diluted)	4,689	4,665	4,663	4,719
Basic income per share	$ 0.57	$ 0.55	$ 0.29	$ 0.32
Diluted income per share	$ 0.57	$ 0.54	$ 0.29	$ 0.31

10. The Company had three major vendors that accounted for 23.3%, 10.2% and 9.3%, respectively, of total purchases during the six months ended June 30, 2015, and 20.9%, 10.4% and 10.2% of total purchases for the three months ended June 30, 2015. The Company had one major vendor that accounted for 11.5% and 13.2% of total purchases during the six months and three months, respectively, that ended June 30, 2014. The Company had two major customers that accounted for 17.9% and 17.8%, respectively, of its total net sales during the six months ended June 30, 2015, and 17.9%, and 17.0% of total net sales for the three months ended June 30, 2015. These same customers accounted for 9.4% and 20.4%, respectively, of total net accounts receivable as of June 30, 2015. The Company had three major customers that accounted for 16.7%, 15.1% and 11.1% of its total net sales during the six months ended June 30, 2014, and 17.5%, 14.5% and 11.5% of total net sales for the three months ended June 30, 2014.

11. The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and in various state and foreign jurisdictions. The Company has identified its federal consolidated tax return and its state tax return in New Jersey and its Canadian tax return as major tax jurisdictions. As of June 30, 2015 the Company's 2013 and 2014 Federal tax returns remain open for examination, as the Company recently concluded an Internal Revenue Service examination for the 2011 and 2012 tax years. This examination resulted in no change to the previously filed Federal corporate tax returns. The Company's New Jersey and Canadian tax returns are open for examination for the years 2011 through 2014. The Company's policy is to recognize interest related to unrecognized tax benefits as interest expense and penalties as operating expenses. The Company believes that it has appropriate support for the income tax positions it takes and expects to take on its tax returns, and that its

accruals for tax liabilities are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter.

The effective tax rate for each of the six and three months ended June 30, 2015 was 34.4% and 34.3% respectively, compared with 35.3% and 36.1%, respectively, for the six and three months ended June 30, 2014.

12. The 2012 Stock-Based Compensation Plan (the "2012 Plan") authorizes the grant of Stock Options, Stock Units, Stock Appreciation Rights, Restricted Stock, Deferred Stock, Stock Bonuses and other equity-based awards. The total number of shares of Common Stock initially available for award under the 2012 Plan was 600,000. As of June 30, 2015, the number of shares of Common stock available for future award grants to employees and directors under the 2012 Plan is 473,598.

The 2006 Stock-Based Compensation Plan (the "2006 Plan") authorizes the grant of Stock Options, Stock Units, Stock Appreciation Rights, Restricted Stock, Deferred Stock, Stock Bonuses, and other equity-based awards. The total number of shares of Common Stock initially available for award under the 2006 Plan was 800,000. As of June 30, 2015, there are no shares of Common Stock available for future award grants to employees and directors under the 2006 Plan.

During 2010, the Company granted a total of 150,500 shares of Restricted Stock to officers and employees. These shares of Restricted Stock vest over 20 equal quarterly installments. In 2010, a total of 5,875 shares of Restricted Stock were forfeited as a result of employees and officers terminating employment with the Company.

During 2011, the Company granted a total of 15,000 shares of Restricted Stock to employees. These shares of Restricted Stock vest over 20 equal quarterly installments. In 2011, a total of 8,375 shares of Restricted Stock were forfeited as a result of employees terminating employment with the Company.

During 2012, the Company granted a total of 92,000 shares of Restricted Stock to officers, directors, and employees. These shares of Restricted Stock vest over 20 equal quarterly installments. A total of 3,525 shares of Restricted Stock were forfeited as a result of employees terminating employment with the Company.

During 2013, the Company granted a total of 56,500 shares of Restricted Stock to officers and employees. Included in these grants were 40,000 Restricted Shares granted to the Company's CEO in accordance with the satisfaction of certain performance criteria included in his compensation plan. These 40,000 Restricted Shares vest over 16 equal quarterly installments. The remaining grants of Restricted Stock vest over 20 equal quarterly installments. A total of 775 shares of Restricted Stock were forfeited as a result of employees terminating employment with the Company.

During 2014, the Company granted a total of 98,689 shares of Restricted Stock to officers, directors and employees. These shares of Restricted Stock vest between one and twenty equal quarterly installments. A total of 34,487 shares of Restricted Stock were forfeited as a result of officers and employees terminating employment with the Company.

During 2015, the Company granted a total of 44,000 shares of Restricted Stock to officers. These shares of Restricted Stock vest over sixteen equal quarterly installments. A total of 3,750 shares of Restricted Stock were forfeited as a result of officers and employees terminating employment with the Company.

Changes during 2015 in options outstanding under the Company's combined plans (i.e., the 2012 Plan, the 2006 Plan, the 1995 Non-Employee Director Plan and the 1995 Stock Option Plan) were as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value ($M)(1)
Outstanding at January 1, 2015	50,640	$ 12.85		
Granted in 2015	—	—		
Canceled in 2015	(6,000)	12.85		

(Amounts in tables in thousands, except share and per share amounts)

Exercised in 2015	(44,640)	12.85		
Outstanding at June 30, 2015	—	—	—	—
Exercisable at June 30, 2015	—	—	—	—

(1) The intrinsic value of an option is calculated as the difference between the market value on the last trading day of the quarter (June 30, 2015) and the exercise price of the outstanding options. The market value as of June 30, 2015 was $19.82 per share represented by the closing price as reported by The NASDAQ Global Market on that day.

A summary of nonvested shares of Restricted Stock awards outstanding under the Company's the 2012 Plan and 2006 Plan as of June 30, 2015, and changes during the six months then ended is as follows:

	Shares	Weighted Average Grant Date Fair Value
Nonvested shares at January 1, 2015	162,609	$ 14.36
Granted in 2015	44,000	14.99
Vested in 2015	(39,774)	13.67
Forfeited in 2015	(3,750)	12.61
Nonvested shares at June 30, 2015	163,085	$ 14.37

As of June 30, 2015, there is approximately $2.3 million of total unrecognized compensation costs related to nonvested share-based compensation arrangements. The unrecognized compensation cost is expected to be recognized over a weighted-average period of 2.8 years.

For the six months ended June 30, 2015 and 2014, the Company recognized share-based compensation cost of $534,000 and $575,000 respectively, which is included in the Company's general and administrative expense.

13. FASB ASC Topic 280, "Segment Reporting," requires that public companies report profits and losses and certain other information on their "reportable operating segments" in their annual and interim financial statements. The internal organization used by the public company's Chief Operating Decision Maker (CODM)

to assess performance and allocate resources determines the basis for reportable operating segments. The Company's CODM is the Chief Executive Officer.

The Company is organized into two reportable operating segments. The "Lifeboat Distribution" segment distributes technical software to corporate resellers, value added resellers (VARs), consultants and systems integrators worldwide. The "TechXtend" segment is a value-added reseller of software, hardware and services for corporations, government organizations and academic institutions in the United States and Canada.

As permitted by FASB ASC Topic 280, the Company has utilized the aggregation criteria in combining its operations in Canada with the domestic segments as the Canadian operations provide the same products and services to similar clients and are considered together when the Company's CODM decides how to allocate resources.

Segment income is based on segment revenue less the respective segment's cost of revenues as well as segment direct costs (including such items as payroll costs and payroll related costs, such as profit sharing, incentive awards and insurance) and excluding general and administrative expenses not attributed to an individual segment business unit. The Company only identifies accounts receivable and inventory by segment as shown below as "Selected Assets" by segment; it does not allocate its other assets, including capital expenditures by segment.

The following segment reporting information of the Company is provided:

	Six months ended June 30,		Three months ended June 30	
	2015	2014	2015	2014
Revenue:				
Lifeboat Distribution	$ 164,206	$ 129,237	$ 81,260	$ 69,979
TechXtend	20,456	26,892	10,710	14,420
	184,662	156,129	91,970	84,399
Gross Profit:				
Lifeboat Distribution	$ 10,344	$ 8,728	$ 5,110	$ 4,612
TechXtend	2,438	2,949	1,315	1,527
	12,782	11,677	6,425	6,139
Direct Costs:				
Lifeboat Distribution	3,708	$ 2,479	$ 1,931	$ 1,248
TechXtend	1,205	1,595	611	801
	4,913	4,074	2,542	2,049
Segment Income:				
Lifeboat Distribution	$ 6,636	$ 6,249	$ 3,179	$ 3,364
TechXtend	1,233	1,354	704	726
Segment Income	7,869	7,603	3,883	4,090
General and administrative	$ 4,003	$ 3,928	$ 1,907	$ 1,908
Interest, net	197	255	99	132
Foreign currency translation (loss)	(5)	(4)	(4)	8
Income before taxes	$ 4,058	$ 3,926	$ 2,071	$ 2,322

(Amounts in tables in thousands, except share and per share amounts)

Selected Assets By Segment:	As of June 30, 2015	As of December 31, 2014
Lifeboat Distribution	$ 39,100	$ 39,780
TechXtend	24,797	30,153
Segment Select Assets	63,897	69,933
Corporate Assets	21,010	25,048
Total Assets	$ 84,907	$ 94,981

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains, in addition to historical information, forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of risk and uncertainties, including those set forth under the heading "Certain Factors Affecting Results of Operations and Stock Price" and elsewhere in this report and those set forth in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission. The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and related notes included in this report and the consolidated financial statements and related notes included in our 2014 Annual Report on Form 10-K.

Overview

The Company is organized into two reportable operating segments. The "Lifeboat Distribution" segment distributes technical software to corporate resellers, value added resellers (VARs), consultants and systems integrators worldwide. The "TechXtend" segment is a value-added reseller of software, hardware and services for corporations, government organizations and academic institutions in the USA and Canada.

We offer an extensive line of products from leading publishers of software and tools for virtualization/cloud computing, security, networking, storage and infrastructure management, application lifecycle management and other technically sophisticated domains as well as computer hardware. We market these products through direct sales, the Internet, our catalogs, direct mail programs, advertisements in trade magazines and e-mail promotions.

The Company's sales, gross profit 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 but not limited to: the condition of the software industry in general, shifts in demand for software products, pricing, level of extended payment terms sales transactions, industry shipments of new software products or upgrades, the timing of new merchandise and catalog offerings, fluctuations in response rates, fluctuations 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 sales 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 unaudited condensed consolidated statements of earnings expressed as a percentage of net sales. This comparison of financial results is not necessarily indicative of future results:

	Six months ended June 30,		Three months ended June 30,	
	2015	2014	2015	2014
Net sales	100 %	100 %	100 %	100 %
Cost of sales	93.1	92.5	93.0	92.7
Gross profit	6.9	7.5	7.0	7.3
Selling, general and administrative expenses	4.8	5.1	4.8	4.7
Income from operations	2.1	2.4	2.2	2.6
Interest income, net	.1	.1	0.1	0.2
Income before income taxes	2.2	2.5	2.3	2.8
Provision for income taxes	0.8	0.9	0.8	1.0
Net income	1.4%	1.6%	1.5%	1.8%

Net Sales

Net sales for the second quarter ended June 30, 2015 increased 9% or $7.6 million to $92.0 million compared to $84.4 million for the same period in 2014. Total sales for the second quarter of 2015 for our Lifeboat Distribution segment were $81.3 million compared to $70.0 million in the second quarter of 2014, representing an increase of $11.3 million or 16%. Total sales for the second quarter of 2015 for our TechXtend segment were $10.7 million compared to $14.4 million in the second quarter of 2014, representing a decrease of $3.7 million or 26%.

The 16% increase in net sales for the Lifeboat Distribution segment was mainly a result of the addition of several key product lines and our ongoing strategy of strengthening of our account penetration. The 26% decrease in net sales in the TechXtend segment was primarily due to a decrease in both extended payment terms sales transactions and large transactions as compared to the second quarter ended June 30, 2014.

For the six months ended June 30, 2015, net sales increased 18% or $28.5 million to $184.7 million compared to $156.1 million for the same period in 2014. Net sales for the six months ended June 30, 2015 for our Lifeboat Distribution segment increased 27% or $35.0 million to $164.2 million compared to $129.2 million for the same period in 2014. Net sales for the six months ended June 30, 2015 for our TechXtend segment decreased 24% or $6.4 million to $20.5 million compared to $26.9 million for the same period in 2014.

The 27% increase in net sales from our Lifeboat Distribution segment in the first six months of 2015 compared to the same period in 2014 was mainly a result addition of the addition of several key product lines and our ongoing strategy of strengthening of our account penetration. The 24% decrease in net sales in the TechXtend segment was primarily due to a decrease in both extended payment terms sales transactions and large transactions as compared to the six months ended June 30, 2014.

Gross Profit

Gross Profit for the second quarter ended June 30, 2015 was $6.4 million, a 5% increase as compared to $6.1 million for the second quarter of 2014. Gross profit for our Lifeboat Distribution segment in the second quarter of 2015 was $5.1 million compared to $4.6 million for the second quarter of 2014, representing a 11% increase. The increase in gross profit for the Lifeboat Distribution segment was primarily due to higher sales volume. Gross profit for our TechXtend segment in the second quarter of 2015 was $1.3 million compared to $1.5 million for the second quarter of 2014, representing a 14% decrease. This decrease for the TechXtend segment was primarily due to the decreased sales volume in the current year.

For the six months ended June 30, 2015 gross profit increased 9% or $1.1 million to $12.8 million compared to $11.7 million for the same period in 2014. Lifeboat Distribution's gross profit for the six months ended June 30, 2015 increased 19% to $10.3 million as compared to $8.7 million for the first six months of 2014. The increase in gross profit for the Lifeboat Distribution segment was primarily due to higher sales volume. TechXtend gross profit for the six months ended June 30, 2015 decreased by 17% to $2.4 million as compared to $2.9 million for the first six months of 2014. The decrease in gross profit margin for the TechXtend segment was primarily caused by the decreased sales volume in the current year.

Gross profit margin (gross profit as a percentage of net sales) for the second quarter ended June 30, 2015 was 7.0% compared to 7.3% for the second quarter of 2014. Gross profit margin for the six months ended June 30, 2015 was 6.9% compared to 7.5% in the same period in 2014. Gross profit margin for our Lifeboat Distribution segment for the second quarter of 2015 was 6.3% compared to 6.6% for the second quarter of 2014. The decrease in gross profit margin for the Lifeboat Distribution segment was primarily caused by a change in our product mix with an increase in sales of lower margin products. Gross profit margin for our TechXtend segment for the second quarter of 2015 was 12.3% compared to 10.6% for the second quarter of 2014. The increase in gross profit margin for the TechXtend segment was primarily caused by the decrease in larger extended payment term sales transactions which typically carry lower margins.

Vendor rebates and discounts for the six month period ended June 30, 2015 amounted to $1.0 million compared to $0.8 million for the six month period ended June 30, 2014. Vendor rebates are dependent on reaching certain targets set by our vendors. Vendors have been periodically substantially increasing their target revenues for rebate eligibility. The Company monitors gross profits and gross profit margins carefully. Price competition in our market continued in 2015. We anticipate that margins, as well as discounts and rebates, for the remainder of the year will continue to be affected by this current trend. To the extent that the Company finances larger transactions with extended payment terms, as anticipated, gross margins also will be negatively impacted.

Selling, General and Administrative Expenses

Total selling, general, and administrative ("SG&A") expenses for the second quarter of 2015 were $4.4 million compared to $4.0 million for the second quarter of 2014, representing an increase of $0.5 million or 12%. This increase is primarily the result of an increase in employee and employee related expenses to support our growth in our Lifeboat Distribution segment (salaries, commissions, and benefits) in 2015 compared to 2014. As a percentage of net sales, SG&A expenses for the second quarter of 2015 were 4.8% compared to 4.7% for the second quarter of 2014.

For the six months ended June 30, 2015, SG&A expenses were $8.9 million compared to $8.0 million in the same period in 2014, representing an increase of $0.9 million or 11%. This increase is primarily the result of an increase in employee and employee related expenses to support our growth in our Lifeboat Distribution segment (salaries, commissions, and benefits) in 2015 compared to 2014. As a percentage of net sales, SG&A expenses for the six months ended June 30, 2015 were 4.8% compared to 5.1% for the six months ended June 2014. The decline in SG&A as a percentage of net sales is the result of the increase in net sales offset in part by the increase in employee and employee related expenses.

Direct selling costs (a component of SG&A) for the second quarter of 2015 were $2.5 million compared to $2.0 million for the second quarter of 2014. Total direct selling costs for our Lifeboat Distribution segment for the second quarter of 2015 were $1.9 million compared to $1.3 million for the same period in 2014. The increase was primarily due to the Company's investment in a field sales and professional service teams as part of our growth strategy for the Lifeboat Distribution segment. Total direct selling costs for our TechXtend segment for the second quarter of 2015 were $0.6 million compared to $0.8 million for the same period in 2014.

The Company expects that its SG&A expenses, as a percentage of net sales, may vary by quarter depending on changes in sales volume, and levels of continuing investments in employee headcount and marketing. We plan to continue our investments in our Lifeboat Distribution segment and to monitor our SG&A expenses closely.

Income Taxes

For the three months ended June 30, 2015, the Company recorded a provision for income taxes of $0.7 million or 34.3% of income, compared to $0.8 million or 36.1% of income for the same period in 2014.

For the six months ended June 30, 2015, the Company recorded a provision for income taxes of $1.4 million or 34.4% of income, compared to $1.4 million or 35.3% of income for the same period in 2014.

Liquidity and Capital Resources

During the first six months of 2015 our cash and cash equivalents decreased by $4.2 million to $18.9 million at June 30, 2015, from $23.1 million at December 31, 2014. During the first six months of 2015, net cash used for operating activities amounted to $0.2 million, net cash used in investing activities amounted to $0.1 million and net cash used in financing activities amounted to $3.7 million.

Net cash used in operating activities in the first the six months of 2015 was $0.2 million and primarily resulted from a decrease of $8.9 in accounts payable and accrued expenses, an increase of $0.9 million in inventory and an increase of $0.3 million in prepaid expenses and other current assets offset in part by $3.4 million in net income excluding non-cash charges, and a $6.5 million decrease in accounts receivable. The decreases in accounts receivable and accounts payable and accrued expenses were mainly due to lower sales volume, in the second quarter of 2015 compared to the fourth quarter of 2014.

Net cash used in investing activities in the first six months of 2015 amounted to $0.1 million. This was the result of capital expenditures of $0.1 million.

Net cash used in financing activities in the first six months of 2015 amounted to $3.7 million. This consisted primarily of dividends paid of $1.6 million and treasury stock repurchases of $2.8 million offset in party by proceeds from stock option exercises of $0.6 million and the tax benefit from share based compensation of $0.1 million.

The Company's current and anticipated use of its cash and cash equivalents is, and will continue to be, to fund working capital, operational expenditures, the Common Stock repurchase program and dividends if declared by the board of directors.

We believe that the funds held in cash and cash equivalents and our unused borrowings on our credit facility will be sufficient to fund our working capital and cash requirements for at least the next 12 months.

Contractual Obligations as of June 30, 2015 are summarized as follows:

Payment due by Period	**Total**	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
Operating Lease obligations (1)	$ 522	$ 298	$ 224	—	—
Total Contractual Obligations	$ 522	$ 298	$ 224	—	—

(1) Operating leases relate primarily to the leases of the space used for our operations in Shrewsbury and Eatontown, New Jersey, Mesa, Arizona, Mississauga, Canada and Amsterdam, Netherlands. The commitments for operating leases include the minimum rent payments.

As of June 30, 2015, the Company has no borrowings outstanding under lines of credit and no commitments relating to standby letters of credit, and has no standby repurchase obligations or other commercial commitments (see Note 8 in the Notes to our Consolidated Financial Statements).

Foreign Exchange

The Company's Canadian business is subject to changes in demand or pricing resulting from fluctuations in currency exchange rates or other factors. We are subject to fluctuations primarily in the Canadian Dollar-to-U.S. Dollar exchange rate.

Off-Balance Sheet Arrangements

As of June 30, 2015, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Critical Accounting Policies and Estimates

Management's discussion and analysis of the Company's 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 of America. 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 expenses the advertising costs associated with producing its catalogs. The costs of these catalogs are expensed in the same month the catalogs are mailed.

On an on-going basis, the Company evaluates its estimates, including those related to product returns, bad debts, inventories, investments, intangible assets, income taxes, stock-based compensation, 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.

The Company believes the following critical accounting policies, used in the preparation of its unaudited condensed 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 has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance related to deferred tax assets. In the event the Company was to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made.

Under the fair value recognition provision stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense as it is amortized on a straight-line basis over the requisite service period, which is the vesting period. We make certain assumptions in order to value and expense

our various share-based compensation awards. In connection with valuing stock options, we use the Black-Scholes model, which requires us to consider certain facts and to estimate certain subjective assumptions. The key facts and assumptions we consider are: (i) the expected volatility of our Common Stock; (ii) the expected term of the award; and (iii) the expected forfeiture rate. In connection with our restricted stock program we make assumptions principally related to the forfeiture rate. We review our valuation assumptions periodically and, as a result, we may change our valuation assumptions used to value stock based awards granted in future periods. Such changes may lead to a significant change in the expense we recognize in connection with share-based payments.

Certain Factors Affecting Results of Operations and Stock Price

This report includes "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements in this report regarding future events or conditions, including but not limited to statements regarding industry prospects and the Company's expected financial position, results of operations, business and financing plans, are forward-looking statements. These statements can be identified by forward-looking words such as "may," "will," "expect," "intend," "anticipate," "believe," "estimate," and "continue" or similar words.

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. Substantial risks and uncertainties unknown at this time could cause actual results to differ materially from those indicated by such forward-looking statements, including, but not limited to, the continued acceptance of the Company's distribution channel by vendors and customers, the timely availability and acceptance of new products, product mix, market conditions, competitive pricing pressures, contribution of key vendor relationships and support programs, including vendor rebates and discounts, as well as factors that affect the software industry in general and other factors generally. We strongly urge current and prospective investors to carefully consider the cautionary statements and risk factors contained in this report and our annual report on Form 10-K for the year ended December 31, 2014.

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 statements concerning future sales, future gross profit margin and future selling and administrative expenses are forward looking statements involving certain risks and uncertainties such as availability of products, product mix, pricing pressures, 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, 6.0% of the Company sales during the six months ended June 30, 2015 were generated 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. See *"Item 2 — Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations - Foreign Currency Transactions Gain (Loss)."*

The Company's cash balance is invested in short-term savings accounts with our primary banks, Citibank, and JPMorgan Chase Bank. As such, we believe that the risk of significant changes in the value of our cash invested is minimal.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. As required by Rule 13a-15(b) under the Exchange Act, our management carried out an evaluation of the effectiveness of the design and operation of the Company's "disclosure controls and procedures", as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of various members of our management, including our Company's President, Chairman of the Board and Chief Executive Officer (principal executive officer) and Vice President and Chief Accounting Officer (principal financial officer). Based upon that evaluation, the Company's Chief Executive Officer and Chief Accounting Officer concluded that the Company's disclosure controls and procedures were effective, as of the end of the period covered by this report, to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) under the Exchange Act, that occurred during the quarter ended June 30, 2015, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 2. - Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the repurchase of Common Stock by the Company and its affiliated purchasers during the second quarter of 2015.

ISSUER PURCHASE OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid Per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Average Price Paid Per Share (3)	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (4)(5)
April 1, 2015- April 30, 2015	2,900	$ 17.43	2,900	$ 17.43	552,265
May 1, 2015- May 31, 2015	10,263 (1)	17.78	3,116	17.77	549,149
June 1, 2015- June 30, 2015	—	—	—	—	549,149
Total	13,163	$ 17.70	6,015	$ 17.61	549,149`

(1) Includes 7,147 shares surrendered to the Company by employees to satisfy individual tax withholding obligations upon vesting of previously issued shares of Restricted

Stock. These shares are not included in the Common Stock repurchase program referred to in footnote (4) below.

(2) Average price paid per share reflects the closing price the Company's Common Stock on the business date the shares were surrendered by the employee stockholder to satisfy individual tax withholding obligations upon vesting of Restricted Stock or the price of the Common Stock paid on the open market purchase, as applicable.

(3) Average price paid per share reflects the price of the Company's Common Stock purchased on the open market.

(4) On December 3, 2014, the Board of Directors authorized the purchase of 500,000 shares of our Common Stock. On July 31, 2008, the Company approved the increase of its Common Stock repurchase program by an additional 500,000 shares. The Company expects to purchase shares of its Common Stock from time to time in the market or otherwise subject to market conditions. The Common Stock repurchase program does not have an expiration date.

(5) On October 29, 2014, the Board of Directors approved, and on November 10, 2014, the Company entered into a written purchase plan intended to comply with the requirements of Rule 10b5-1 under the Exchange Act, as amended (the "Plan") which terminated by its own terms on May 10, 2015. Accordingly no further purchases of the Company's Common Stock may be effected under its 10b5-1 plan.

Item 6. Exhibits

(a) Exhibits

31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Simon F. Nynens, the Chairman of the Board , President and Chief Executive Officer (principal executive officer) of the Company.

31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Kevin T. Scull, the Vice President and Chief Accounting Officer (principal financial officer) of the Company.

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Simon F. Nynens, the Chairman of the Board, President and Chief Executive Officer (principal executive officer) of the Company.

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Kevin T. Scull, the Vice President and Chief Accounting Officer (principal financial officer) of the Company.

101 The following financial information from Wayside Technology Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, filed with the SEC on August 4, 2015, formatted in XBRL (Extensible Business Reporting Language) includes: (1) Condensed Consolidated Balance Sheets, (2) Condensed Consolidated Statements of Earnings, (3) Condensed Consolidated Statements of Stockholders' Equity, (4) Condensed Consolidated Statements of Comprehensive Income, (5) Condensed Consolidated Statements of Cash Flows, and (6) the Notes to the Unaudited Condensed Consolidated Financial Statements.

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.

		WAYSIDE TECHNOLOGY GROUP, INC
August 4, 2015	By:	/s/ Simon F. Nynens
Date		Simon F. Nynens, Chairman of the Board, President and Chief Executive Officer
August 4, 2015	By:	/s/ Kevin T. Scull
Date		Kevin T. Scull, Vice President and Chief Accounting Officer

Exhibit 31.1

CERTIFICATION

I, Simon F. Nynens, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wayside Technology Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d) -15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2015

/s/ Simon F. Nynens
Simon F. Nynens
Chairman of the Board
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Kevin T. Scull, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wayside Technology Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d) -15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2015

/s/ Kevin T. Scull
Kevin T. Scull
Vice President and Chief Accounting Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Wayside Technology Group, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Simon F. Nynens, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Simon F. Nynens
Simon F. Nynens
Chairman of the Board
President and Chief Executive Officer (Principal Executive Officer)
August 4, 2015

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Wayside Technology Group, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Kevin T. Scull, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kevin T. Scull
Kevin T. Scull
Vice President and Chief Accounting Officer
(Principal Financial Officer)
August 4, 2015

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by Company and furnished to the Securities and Exchange Commission or its staff upon request.