

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended December 31, 2009

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 number: 000-26408

WAYSIDE TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware **13-3136104**
(State or other jurisdiction of incorporation) (IRS Employer Identification Number)

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

Registrant's telephone number, including area code: **(732) 389-8950**

Securities registered pursuant to section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	The Nasdaq Global Market

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or other information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

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 Act). Yes No

The aggregate market value of the Common Stock held by non-affiliates of the Registrant computed by reference to the closing sale price for the Registrant's Common Stock as of June 30, 2009, which was the last business day of the Registrant's most recently completed second fiscal quarter, as reported on The NASDAQ Global Market, was approximately \$26,834,275. (In determining the market value of the Common Stock held by any non-affiliates, shares of Common Stock of the Registrant beneficially owned by directors, officers and holders of more than 10% of the outstanding shares of Common Stock of the Registrant have been excluded. This determination of affiliate status is not necessarily a conclusive determination for other purposes.)

The number of shares outstanding of the Registrant's Common Stock as of February 12, 2010 was 4,828,797 shares.

Documents Incorporated by Reference: Portions of the Registrant's definitive Proxy Statement for its 2010 Annual Meeting of Stockholders to be filed on or before April 30, 2010 are incorporated by reference into Part III of this Report.

PART I

Item 1. Business

General

Wayside Technology Group, Inc. (the "Company," "us," "we," or "our") is a marketer of software in the United States and Canada targeting software development and information technology professionals within enterprise organizations.

Wayside Technology Group, Inc. was incorporated in Delaware in 1982. Our Common Stock is listed on The NASDAQ Global Market under the symbol "WSTG". Our main web site address is www.waysidetechnology.com, and the other web sites maintained by our business include www.programmers.com, www.lifeboatdistribution.com, and www.techxtend.com. Reference to these "uniform resource locators" or "URL" is made as an inactive textual reference for informational purposes only. Information on our web sites should not be considered filed with the Securities and Exchange Commission, and is not, and should not be deemed to be, a part of this report.

The Company markets software to software development and information technology professionals in the United States and Canada. It operates through two segments, Programmer's Paradise and Lifeboat. The Programmer's Paradise segment sells technical software, hardware, and services for microcomputers, servers, and networks to individual programmers, corporations, government agencies, and educational institutions. The Lifeboat segment distributes technical software to corporate and value-added resellers, consultants, and systems integrators. For each of our segments, revenues from unaffiliated customers, income and total assets among other financial information, is presented in Note 10 in the Notes to our Consolidated Financial Statements.

The Company's catalogs are full color "magalogs" and offer some of the most complete collections of microcomputer technical software, including programming languages, tools, utilities, libraries, development systems, interfaces and communication products.

Competition

The software distribution market is highly competitive. Pricing is very aggressive and the Company expects pricing pressure to continue. The Company faces competition from a wide variety of sources including: vendors who sell directly to customers; software resellers; superstores; catalogers; web sites; and other direct marketers of software products. Some of our competitors are significantly larger and have substantially greater resources than the Company. Many of our competitors compete principally on the basis of price, product availability, customer service and technical support.

There can be no assurance that the Company can compete effectively against existing competitors or new competitors that may enter the market and that it can generate profit margins which represent a fair return to the Company. In addition, price is an important competitive factor in the personal computer software market and there can be no assurance that the Company will not be subject to increased price competition. An increase in the amount of competition faced by the Company, or its failure to compete effectively against its competitors, could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company competes in acquiring prospective buyers and in sourcing new products from software developers and publishers, as well as in marketing its current product line to its customers. The Company believes that its ability to offer software developers and information technology ("IT") professionals a wide selection of products at low prices with prompt delivery and high customer service levels, along with its good relationships with vendors and suppliers, allow it to compete effectively in acquiring prospective buyers and marketing its current product line to its customers. The Company competes to gain distribution rights for new products primarily on the basis of its reputation and its relationships with software publishers.

The market for developer software products is characterized by rapid changes in technology, user requirements, and customer specifications. The manner in which software products are distributed and sold is changing, and new methods of distribution and sale may emerge or expand. Software developers and publishers have sold, and may intensify their efforts to sell, their products directly to end-users. The evolution of the Internet as a viable platform in which to conduct e-commerce business transactions has both lowered the barriers for competition and broadened customer access to products and information. From time to time, certain software developers and publishers have instituted programs for the direct sale of large order quantities of software to certain major corporate accounts. These types of programs may continue to be developed and used by various developers and publishers. While Microsoft and other vendors currently sell new releases or upgrades directly to end users, they have not attempted to completely bypass the reseller channel. There can be no assurances, however, that software developers and publishers will continue using resellers to the same extent they currently do. Future efforts by software developers and publishers to bypass third party sales channels could materially and adversely affect the Company's business, result of operations and financial conditions.

In addition, resellers and publishers may attempt to increase the volume of software products distributed electronically through ESD (Electronic Software Distribution) technology, through subscription services, and through on-line shopping services. Any of these competitive programs, if successful, could have a material adverse effect on the Company's business, result of operations and financial condition. For a description of additional risks relating to competition in our industry, please refer to "Item 1.A. Risk Factors--We rely on our suppliers for product availability, marketing funds, purchasing incentives and competitive products to sell" and "--The IT products and services industry is intensely competitive and actions of competitors, including manufacturers of products we sell, can negatively affect our business."

Products

The Company offers a wide variety of products from a broad range of publishers and manufacturers, including CA Inc., Quest Software, Inc., GFI Software, Intel Corporation, Infragistics, TechSmith Corporation, Flexera Corp., Vizioncore Inc. and Veeam Corporation. On a continuous basis, new products are screened for inclusion in our catalogs and web sites based on their features, quality, price, profit margins and warranties, as well as on current sales trends. Since the Company predominantly sells software, sales of hardware and peripherals represented only 7%, 4% and 3%, respectively, of our overall revenue in 2009, 2008 and 2007.

Marketing and Distribution

We market products through creative marketing communications, our catalogs, our web sites, industry magazines, and national trade shows. We also use direct e-mail and printed material to introduce new products and upgrades, to cross-sell products to current customers, and to educate and inform existing and potential customers. We believe that our catalogs are important marketing vehicles for software publishers and manufacturers. These catalogs provide a cost-effective and service-oriented means to market, sell and fulfill software products.

The Company had two major customers that accounted for more than 10% of total sales for 2009. For the year ended December 31, 2009, CDW Corporation and Software House International accounted for 10.5% and 10.7% of consolidated net sales, respectively. These same customers accounted for 11.3% and 4.1% of total net accounts receivable as of December 31, 2009. The Company had no major customers that accounted for more than 10% of total sales for 2008. One customer, CDW Corporation, accounted for 10.9%, of consolidated net sales in 2007. Our top five customers accounted for 36%, 31%, and 28% of consolidated net sales in 2009, 2008 and 2007, respectively. The Company generally ships products within 48 hours of confirming a customer's order. This allows for minimum backlog in the business.

Sales in Canada represented 8% of our consolidated revenues in 2009 as compared to 11% in 2008, and 13% in 2007. For geographic financial information, please refer to Note 10 in the Notes to our Consolidated Financial Statements.

Customer Support

We believe that providing a high level of customer service is necessary to compete effectively and is essential to continued sales and revenue growth. Our account representatives assist our customers with all aspects of purchasing decisions, process products ordered and respond to customer inquiries on order status, product pricing and availability. The account representatives are trained to answer all basic questions about the features and functionality of products. To deal with technical issues, we maintain an in-house technical support staff.

Purchasing and Fulfillment

The Company's success is dependent, in part, upon the ability of its suppliers to develop and market products that meet the changing requirements of the marketplace. The Company believes it enjoys good relationships with its vendors. The Company and its principal vendors have cooperated frequently in product introductions and in other marketing programs. As is customary in the industry, the Company has no long-term supply contracts with any of its suppliers. Substantially all of the Company's contracts with its vendors are terminable upon 30 days' notice or less. The manner in which software products are distributed and sold is changing, and new methods of distribution and sale may emerge or expand. Software publishers have sold, and may intensify their efforts to sell, their products directly to end-users. The Company's business and results of operations may be adversely affected if the terms and conditions of the Company's authorizations with its vendors were to be significantly modified or if certain products become unavailable to the Company.

We believe that effective purchasing from a diverse vendor base is a key element of our business strategy. For the year ended December 31, 2009, Quest was the only individual vendor from whom our purchases exceeded 10%. For the year ended December 31, 2009 Quest represented 10.2% of total purchases. For the year ended December 31, 2008, VMware accounted for 23.3% of total purchases and Quest represented 13% of total purchases. For the years ended December 31, 2007, VMware accounted for 36.8% of total purchases. VMware terminated its distributor agreement with Lifeboat Distribution, Inc. in 2008. As a result, our Lifeboat segment ceased distributing VMware products as of October 1, 2008, the distribution of which had accounted for \$29.2 million, or 17% of our 2008 revenue and \$57.2 million or 32% of our 2007 revenue. The loss of any of these vendors, or any other key vendor, could disrupt product availability and otherwise have an adverse effect on the Company.

In 2009, the Company purchased approximately 85% of its products directly from manufacturers and publishers and the balance from multiple distributors, as compared to 90% in 2008, and 90% in 2007. Most suppliers or distributors will "drop ship" products directly to the customers, which reduces physical handling by the Company. These inventory management techniques allow the Company to offer a greater range of products without increased inventory requirements.

Inventory levels may vary from period to period, due in part to increases or decreases in sales levels, the Company's practice of making large-volume purchases when it deems the terms of such purchases to be attractive, and the addition of new suppliers and products. Moreover, the Company's order fulfillment and inventory control allow the Company to order certain products just in time for next day shipping. The Company promotes the use of electronic data interchange ("EDI") with its suppliers, which helps reduce overhead and the use of paper in the ordering process. Although brand names and individual products are important to our business, we believe that competitive sources of supply are available for substantially all product categories we carry.

The Company operates distribution facilities in Shrewsbury, New Jersey and Mississauga, Canada.

Management Information Systems

The Company operates management information systems on Windows NT and MPE platforms that allow for centralized management of key functions, including inventory, accounts receivable, purchasing, sales and distribution. We are dependent on the accuracy and proper utilization of our information technology systems, including our telephone, web sites, e-mail and fax systems.

The management information systems allow the Company to monitor sales trends, provide product availability and order status information, track direct marketing campaign performance and to make marketing event driven purchasing decisions. In addition to the main system, the Company has systems of networked personal computers, as well as microcomputer-based desktop publishing systems, which facilitate data sharing and provide an automated office environment.

The Company recognizes the need to continually upgrade its management information systems to most effectively manage its operations and customer database. In that regard, the Company anticipates that it will, from time to time, require software and hardware upgrades for its present management information systems.

Trademarks

The Company conducts its business under the various trademarks and service marks of Programmer's Paradise, the "Island Man" cartoon character logo, and Lifeboat. The Company protects these trademarks and service marks and believes that they have significant value and are important factors in its marketing programs.

Employees

As of December 31, 2009, Wayside Technology Group, Inc. and its subsidiaries had 91 full-time employees and 1 part-time employee. The Company is not a party to any collective bargaining agreements with its employees, has experienced no work stoppages and considers its relationships with its employees to be satisfactory.

Executive Officers of the Company

Set forth below are the name, age, present title, principal occupation and certain biographical information for our executive officers as of February 1, 2010, all of whom have been appointed by and serve at the discretion of our board of directors.

Name	Age	Position
Simon F. Nynens	38	Chairman, President and Chief Executive Officer
Richard J. Bevis	60	Vice President Marketing
Daniel T. Jamieson	52	Vice President and General Manager-Lifeboat
Vito Legrottaglie	45	Vice President - Operations
Kevin T. Scull	44	Vice President and Chief Accounting Officer
Shawn J. Giordano	40	Vice President-Programmers and TechXtend

Simon F. Nynens was appointed President and Chief Executive Officer in January 2006. Mr. Nynens also serves on the Board of Directors and was named Chairman in June 2006. He previously held the position of Executive Vice President and Chief Financial Officer (June 2004- January 2006) and Vice President and Chief Financial Officer (January 2002- June 2004). Prior to January 2002, Mr. Nynens served as the Vice President and Chief Operating Officer of the Company's European operations.

Richard J. Bevis was appointed Vice President Marketing in July 2007. Prior to joining Wayside Technology Group, Inc., Mr. Bevis worked for Covance Inc., a drug development service company, as Senior Director Marketing Communication from 2003 to 2007. He also held the position of Vice President Corporate Communications for Eyretel, PLC. from 2002 to 2003.

Daniel T. Jamieson was appointed Vice President and General Manager of Lifeboat in April 2003. Prior to that, and since 1992, Mr. Jamieson held various sales and marketing management positions within the Company.

Vito Legrottaglie was appointed to the position of Vice President of Operations in April 2007. He previously held the position of Vice President of Information Systems since June 2003. Mr. Legrottaglie has previously served as Vice President of Information Systems from 1999 to 2000 and had been with the Company since 1996. Mr. Legrottaglie has also held the positions of Chief Technology Officer at Swell Commerce Incorporated, Vice President of Operations for The Wine Enthusiast Companies and Director of Information Systems at Barnes & Noble.

Kevin T. Scull was appointed Vice President and Chief Accounting Officer in January 2006. He previously held the position of Corporate Controller of the Company since January 2003. Prior to joining Wayside Technology Group, Inc., Mr. Scull worked for Niksun Inc. as Accounting Manager since January 2001 and, prior to that, he worked for Telcordia Inc. since December 2000 as Manager of Accounting Policies.

Shawn J. Giordano was appointed Vice President of Sales in August 2008. Mr. Giordano joined Wayside Technology Group in November 2007 as Senior Director of Sales for Programmer's Paradise and TechXtend. Prior to joining Wayside Technology Group, he worked for CA, Inc. (Computer Associates), a business consulting and software development company, from 2000 to 2007, most recently as Director of Channel Sales. Mr. Giordano began his career at Microwarehouse, Inc., and in over eight years with that company, progressed through positions of increasing responsibility in sales, marketing, and management. Mr. Giordano received a bachelor of science degree in management information science from the Stillman School of Business, Seton Hall University.

Available Information

Under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company is required to file annual, quarterly and current reports, proxy and information statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Company files electronically with the SEC. The Company makes available, free of charge, through its internet web site its reports on Forms 10-K, 10-Q and 8-K, and amendments to those reports, as soon as reasonably practicable after they are filed with the SEC. The following address for the Company's web site includes a hyperlink to those reports under "Financials/SEC Filings": <http://www.waysidetechnology.com>.

In January 2004, we adopted a Code of Ethical Conduct. The full text of the Code of Ethical Conduct, which applies to all employees, officers and directors of the Company, including our Chief Executive Officer, Chief Accounting Officer and our Controller is available at our web site, <http://www.waysidetechnology.com>, under "Corporate Governance." The Company intends to disclose any amendment to, or waiver from, a provision of the Code of Ethical Conduct that applies to its Chief Executive Officer, Chief Accounting Officer or Controller on its web site under "Investor Information."

Reference to the "uniform resource locators" or "URL" contained in this section is made as an inactive textual reference for informational purposes only. Information on our web sites should not be considered filed with the Securities and Exchange Commission, and is not, and should not be deemed to be part of this report.

Item 1A. Risk Factors

Investors should carefully consider the risk factors set forth below as well as the other information contained in this report. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or those currently viewed by us to be immaterial may also materially and adversely affect our business, financial condition or results of operations.

Changes in the information technology industry and/or economic environment may reduce demand for the products and services we sell. Our results of operations are influenced by a variety of factors, including the condition of the IT industry, general economic conditions, shifts in demand for, or availability of, computer products and software and IT services and industry introductions of new products, upgrades or methods of distribution. The information technology products industry is characterized by abrupt changes in technology, rapid changes in customer preferences, short product life cycles and evolving industry standards. Net sales can be dependent on demand for specific product categories, and any change in demand for or supply of such products could have a material adverse effect on our net sales, and/or cause us to record write-downs of obsolete inventory, if we fail to react in a timely manner to such changes.

We rely on our suppliers for product availability, marketing funds, purchasing incentives and competitive products to sell. We acquire products for resale both directly from manufacturers and indirectly through distributors. The loss of a supplier could cause a disruption in the availability of products. Additionally, there is no assurance that as manufacturers continue to sell directly to end users and through the distribution channel, they will not limit or curtail the availability of their product to resellers like us. For example, resellers and publishers may attempt to increase the volume of software products distributed electronically through ESD (Electronic Software Distribution) technology, through subscription services, and through on-line shopping services, and correspondingly, decrease the volume of product sold through us. Our inability to obtain a sufficient quantity of product, or an allocation of products from a manufacturer in a way that favors one of our competitors, or competing distribution channels, relative to us, could cause us to be unable to fill clients' orders in a timely manner, or at all, which could have a material adverse effect on our business, results of operations and financial condition. We also rely on our suppliers to provide funds for us to market their products, including through our catalogs and on-line marketing efforts, and to provide purchasing incentives to us. If any of the suppliers that have historically provided these benefits to us decide to reduce the benefits, our expenses would increase, adversely affecting our results of operations.

The Current Economic Downturn May Reduce our Revenues and Profits. The ongoing general economic downturn is causing some of our current and potential customers to delay or reduce technology purchases and results in longer sales cycles, slower adoption of new technologies and increased price competition. We may therefore experience a decline in demand for the products we sell, resulting in increased competition and pressure to reduce the cost of operations. Any benefits from cost reductions may take longer to realize and may not fully mitigate the impact of the reduced demand. In addition, weak financial and credit markets heighten the risk of customer bankruptcies and a corresponding delay in collecting receivables from those customers and may also affect our vendors' ability to supply products, which could disrupt our operations. The realization of any or all of these risks could have a material adverse effect on our business, results of operation and financial condition.

The IT products and services industry is intensely competitive and actions of competitors, including manufacturers of products we sell, can negatively affect our business. Competition has been based primarily on price, product availability, speed of delivery, credit availability and quality and breadth of product lines and, increasingly, is also based on the ability to tailor specific solutions to client needs. We compete with manufacturers, including manufacturers of products we sell, as well as a large number and wide variety of marketers and resellers of IT products and services. In addition, manufacturers are increasing the volume of software products distributed electronically directly to end-users and in the future will likely pay lower referral fees for sales of certain software licensing agreements sold by us. Generally, pricing is very aggressive in the industry, and we expect pricing pressures to continue. There can be no assurance that we will be able to negotiate prices as favorable as those negotiated by our competitors or that we will be able to offset the effects of price reductions with an increase in the number of clients, higher net sales, cost reductions, greater sales of services, which are typically at higher gross margins, or otherwise. Price reductions by our competitors that we either cannot or choose not to match could result in an erosion of our market share and/or reduced sales or, to the extent we match such reductions, could result in reduced operating margins, any of which could have a material adverse effect on our business, results of operations and financial condition.

Disruptions in our information technology and voice and data networks could affect our ability to service our clients and cause us to incur additional expensesWe believe that our success to date has been, and future results of operations will be, dependent in large part upon our ability to provide prompt and efficient service to clients. Our ability to provide such services is largely dependent on the accuracy, quality and utilization of the information generated by our IT systems, which affect our ability to manage our sales, client service, distribution, inventories and accounting systems and the reliability of our voice and data networks.

We depend on certain key personnel. Our future success will be largely dependent on the efforts of key management personnel. We also believe that our future success will be largely dependent on our continued ability to attract and retain highly qualified management, sales, service and technical personnel. We cannot assure you that we will be able to attract and retain such personnel. Further, we make a significant investment in the training of our sales account executives. Our inability to retain such personnel or to train them either rapidly enough to meet our expanding needs or in an effective manner for quickly changing market conditions could cause a decrease in the overall quality and efficiency of our sales staff, which could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Our Common Stock. The exercise of outstanding options or any other issuance of shares by us may dilute your ownership of our common stock. Our common stock is thinly traded. As a result of the thin trading market for our stock, its market price may fluctuate significantly more than the stock market as a whole or the stock prices of similar companies. Without a larger float, our common stock will be less liquid than the stock of companies with broader public ownership, and, as a result, the trading prices for our common stock may be more volatile. Among other things, trading of a relatively small volume of our common stock may have a greater impact on the trading price for our stock than would be the case if our public float were larger.

Our common stock is listed on The NASDAQ Global Market, and we are therefore subject to continued listing requirements, including requirements with respect to the market value and number of publicly-held shares, number of stockholders, minimum bid price, number of market makers and either (i) stockholders' equity or (ii) total market value of stock, total assets and total revenues. If we fail to satisfy one or more of the requirements, we may be delisted from The NASDAQ Global Market. If we are delisted from The NASDAQ Global Market, we do not qualify for listing on The NASDAQ Capital Market, and we are not able to list our common stock on another exchange, our common stock could be quoted on the OTC Bulletin Board or on the "pink sheets". As a result, we could face significant adverse consequences including, among others, a limited availability of market quotations for our securities and a decreased ability to issue additional securities or obtain additional financing in the future.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

The Company leases 18,000 square feet of space in Shrewsbury, New Jersey for its corporate headquarters and warehouse under a lease expiring in December 2012. Total annual rent expense for these premises is approximately \$225,000. Additionally, the Company leases approximately 3,700 square feet of office and warehouse space in Mississauga, Canada, under a lease, which expires November 30, 2010. Total annual rent expense for these premises is approximately \$30,000. We believe that each of the properties is in good operating condition and such properties are adequate for the operation of the Company's business as currently conducted.

Item 3. Legal Proceedings

There are no material legal proceedings to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

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

There were no matters submitted during the fourth quarter of 2009 to a vote of security holders, through the solicitation of proxies or otherwise.

PART II

Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Shares of our Common Stock, par value \$0.01, trade on The NASDAQ Global Market under the symbol "WSTG". Following is the range of low and high sales prices for our Common Stock as reported on The NASDAQ Global Market.

	High		Low	
2009				
First Quarter	\$	7.970	\$	6.650
Second Quarter		7.630		6.760
Third Quarter		8.880		6.840
Fourth Quarter		8.990		7.050

2008				
First Quarter	\$	11.370	\$	7.490
Second Quarter		10.820		7.090
Third Quarter		9.000		6.450
Fourth Quarter		7.740		4.930

In 2009 and 2008, we declared quarterly dividends totaling \$0.60 per share on our Common Stock. There can be no assurance that we will continue to pay comparable cash dividends in the future.

During 2009, the Company granted a total of 140,000 shares of restricted stock to officers and employees from treasury stock. These shares vest over 60 months in equal quarterly installments beginning on May 5, 2009.

The share issuances in all of the above transactions were not registered under the Securities Act of 1933, as amended (the "Securities Act"). The issuances were exempt from registration pursuant to Section 4(2) of the Securities Act and/or Regulation D thereunder, as they were transactions by the issuer that did not involve public offerings of securities and/or involved issuances to accredited investors.

As of February 11, 2010 there were approximately 38 record holders of our Common Stock.

During the fourth quarter of 2009, we repurchased shares of our Common Stock as follows:

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)
October 1- October 31, 2009	-	\$ -	-	\$ -	-
November 1- November 30, 2009	30,080(1)	\$ 7.89	23,576	\$ 7.88	550,680
December 1 - December 31, 2009	48,894	\$ 7.33	48,894	\$ 7.33	501,786
Total	78,974	\$ 7.55	72,470	\$ 7.51	501,786

(1) Includes 6,504 shares surrendered to the Company by employees to satisfy individual tax withholding obligations upon vesting of previously issued shares of restricted common stock.

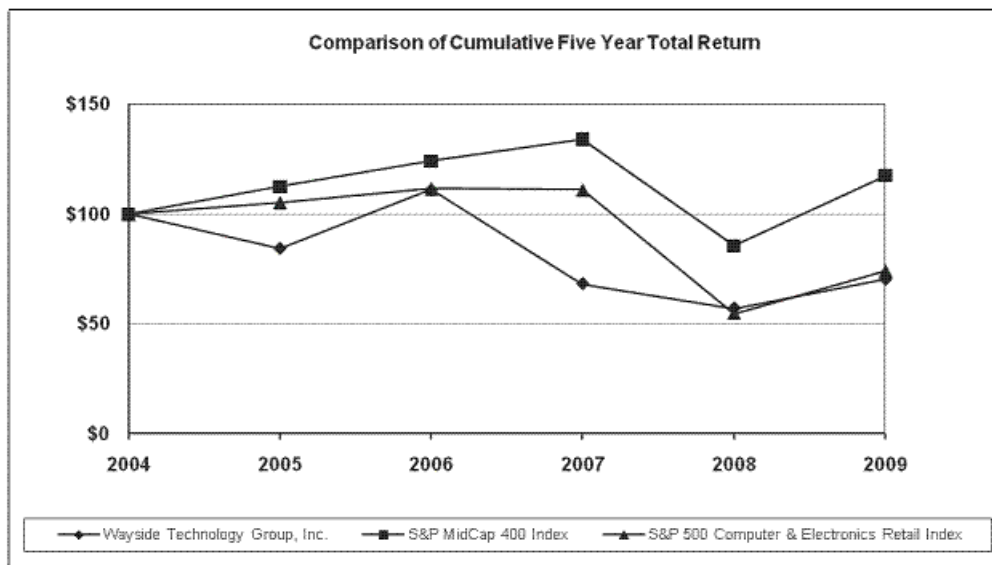
(2) Average price paid per share reflects the closing price of Wayside Technology Group, Inc. common stock on the business date the shares were surrendered by the employee stockholder to satisfy individual tax withholding obligations upon vesting of restricted common stock or the price of the stock paid on the open market purchase, as applicable.

(3) Average price paid per share reflects the price of Wayside Technology Group, Inc. common stock purchased on the open market.

(4) On October 9, 2002, our Board of Directors adopted a stock repurchase program whereby the Company was authorized to repurchase up to 500,000 shares of our common stock from time to time. On July 31, 2008, the Company approved the increase of its common stock repurchase program by 500,000 shares. The company expects to purchase shares from time to time in the market or otherwise subject to market conditions. The stock repurchase program does not have an expiration date.

STOCK PRICE PERFORMANCE GRAPH

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock with the cumulative total return of the S&P Midcap 400 Index and the S&P 500 Computer and Electronics Retail Index for the period commencing December 31, 2004 and ending December 31, 2009, assuming \$100 was invested on December 31, 2004 and the reinvestment of dividends.



Company / Index	Base Period Dec04	INDEXED RETURNS Years Ending				
		Dec05	Dec06	Dec07	Dec08	Dec09
Wayside Technology Group, Inc.	100	84.43	111.11	68.27	57.06	70.24
S&P MidCap 400 Index	100	112.56	124.17	134.08	85.50	117.46
S&P 500 Computer & Electronics Retail Index	100	105.33	111.60	111.16	54.74	74.00

Item 6. Selected Financial Data

The following tables set forth, for the periods indicated, selected consolidated financial and other data for Wayside Technology Group, Inc. and its Subsidiaries. You should read the selected consolidated financial and other data below in conjunction with our consolidated financial statements and the related notes and with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Form 10-K.

Year Ended December 31,
(In thousands, except per share data)

	2005	2006	2007	2008	2009
Consolidated Statement of Operations Data:					
Net sales	\$ 137,655	\$ 182,319	\$ 179,865	\$ 174,025	\$ 146,384
Cost of sales	122,685	165,350	162,630	157,228	130,791
Gross profit	14,970	16,969	17,235	16,797	15,593
Selling, general and administrative expenses	12,203	12,163	12,081	12,207	11,319
Income from operations	2,767	4,806	5,154	4,590	4,274
Other income, net	300	741	991	744	521
Income before income taxes	3,067	5,547	6,145	5,334	4,795
Income tax provision	414	2,279	2,442	2,168	1,928
Net income	\$ 2,653	\$ 3,268	\$ 3,703	\$ 3,166	\$ 2,867
Net income per common share:					
Basic	\$ 0.67	\$ 0.78	\$ 0.84	\$ 0.72	\$ 0.65
Diluted	\$ 0.61	\$ 0.72	\$ 0.80	\$ 0.71	\$ 0.65
Weighted average common shares outstanding:					
Basic	3,976	4,191	4,406	4,414	4,399
Diluted	4,384	4,521	4,656	4,461	4,427

	December 31,				
	2005	2006	2007	2008	2009
Balance Sheet Data:					
Cash and cash equivalents	\$ 7,369	\$ 13,832	\$ 14,241	\$ 9,349	\$ 8,560
Marketable securities	7,884	7,032	9,641	9,367	7,571
Working capital	14,595	16,471	19,479	14,806	16,583
Total assets	44,268	57,281	56,753	47,485	53,667
Total stockholders' equity	17,998	21,298	24,492	23,884	24,359

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following management's discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the Company's Consolidated Financial Statements and the Notes thereto. This discussion and analysis contains, in addition to historical information, forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and uncertainties, including those set forth under the heading "Risk Factors" and elsewhere in this report.

Overview

As of January 1, 2006 we have organized our Company into two reportable operating segments — the "Programmer's Paradise" segment, which sells technical software, hardware and services directly to end-users (such as individual programmers, corporations, government agencies, and educational institutions) and the "Lifeboat" segment, which distributes technical software to corporate resellers, VARs, consultants and systems integrators.

We offer a wide variety of technical and general business application software from a broad range of publishers and manufacturers. We market these products through our catalogs, direct mail programs, advertisements in trade magazines, as well as through Internet and e-mail promotions.

Forward-looking Statements

This report includes "forward-looking statements" within the meaning of Section 21E of 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, 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, particularly the risks described under "Item 1A. Risk Factors" above. Such risks include, but 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 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, 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.

Financial Overview

We reported a net income of \$2.9 million for the year 2009 as compared to a net income of \$3.2 million in 2008. The decrease primarily resulted from the decline in revenue. Our income before income taxes decreased by \$0.5 million to \$4.8 million compared to \$5.3 million in 2008.

Income from operations amounted to \$4.3 million in 2009 as compared to \$4.6 million in 2008, representing a decrease of \$0.3 million as compared to 2008. Gross profit decreased by \$1.2 million and Selling, General and Administrative ("SG&A") expenses decreased by \$0.9 million.

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; 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 years indicated the percentage of net sales represented by selected items reflected in the Company's Consolidated Statements of Earnings. The year-to-year comparison of financial results is not necessarily indicative of future results:

	Years ended December 31,		
	2007	2008	2009
Net sales	100.0%	100.0%	100.0%
Cost of sales	90.4	90.3	89.4
Gross profit	9.6	9.7	10.6
Selling, general and administrative expenses	6.7	7.0	7.7
Income from operations	2.9	2.7	2.9
Other income, net	0.5	0.4	0.4
Income before income taxes	3.4	3.1	3.3
Income tax provision	1.4	1.3	1.3
Net income	2.0%	1.8%	2.0%

Year ended December 31, 2009 Compared to Year Ended December 31, 2008

Net Sales

Net sales for 2009 decreased 16% or \$27.6 million to \$146.4 million compared to \$174.0 million in 2008. Total sales for our Lifeboat segment were \$98.1 million compared to \$117.1 million in 2008, representing a 16% decrease. Total sales for the Programmer's Paradise segment in 2009 amounted to \$48.3 million, compared to \$56.9 million in 2008, representing a 15% decrease.

The decline in sales for our Lifeboat segment was primarily due to a decrease in VMware sales. VMware terminated its distributor agreement with Lifeboat Distribution, Inc. in 2008. As a result, our Lifeboat segment ceased distributing VMware products as of October 1, 2008, the distribution of which had accounted for \$29.2 million, or 17% of our 2008 revenue and \$57.2 million, or 32% of our 2007 revenue. Excluding the effect of VMware, Lifeboat segment sales during 2009 showed strong growth, increasing by \$10.1 million from 2008, or 11.5%.

In the Programmer's Paradise segment, sales for 2009 decreased by \$8.6 million, compared with the year-earlier period. This decline was primarily due to a shift in mix of order size: We had fewer large transactions, the decrease in revenue from which was not completely offset by increased sales of our smaller specialized software lines in 2009.

Gross Profit

Gross Profit for 2009 was \$15.6 million compared to \$16.8 million in 2008, a 7% decrease. Total gross profit for our Programmer's Paradise segment was \$5.7 million compared to \$6.5 million in 2008, representing a 13% decrease. Total gross profit for our Lifeboat segment was \$9.9 million compared to \$10.3 million in 2008, representing a 3% decrease.

Gross profit margin, as a percentage of net sales, for 2009 was 10.7% compared to 9.7% in 2008. Gross profit margin percentage for our Programmer's Paradise segment in 2009 was 11.7% compared to 11.4% in 2008. Gross profit margin percentage for our Lifeboat segment in 2009 was 10.1% compared to 8.8% in 2008.

The increase in gross profit margin as a percentage of net sales was primarily caused by the decline in VMware sales which carried lower margins than our other lines. The Lifeboat segment represented 67% of total sales in 2009 and 2008. Gross profit margin percentage for our Lifeboat segment was 10.1% compared to 11.7% for our Programmer's Paradise segment.

Selling, General and Administrative Expenses

Total SG&A expenses for 2009 were \$11.3 million compared to \$12.2 million in 2008. As a percentage of net sales, SG&A expenses for 2009 and 2008 were 7.7% and 7.0%, respectively. This decrease was the result of lower employee and employee related costs of \$0.6 million (including salaries, bonuses, employee benefits, commissions, and travel and entertainment), and lower occupancy related costs of \$0.3 million primarily because we did not take any additional reserve related to the Long Island lease and lower depreciation compared to 2008.

The Company expects that its SG&A expenses, as a percentage of net sales, may vary depending on changes in sales volume, as well as the levels of continuing investments in key growth initiatives. We plan to expand our investment in information technology and marketing, while monitoring our sales and remaining general and administrative expenses closely.

Direct selling costs (a component of SG&A) for 2009 were \$5.5 million compared to \$5.8 million in 2008. Total direct selling costs for our Programmer's Paradise segment for 2009 were \$2.6 million compared to \$2.9 million in the same period in 2008. Total direct selling costs for our Lifeboat segment were \$2.9 million in each of 2009 and 2008.

Income Taxes

For the year ended December 31, 2009, the Company recorded a provision for income taxes of \$1.9 million which consists of a provision of \$1.1 million for U.S. federal income taxes, as well as a \$0.4 million provision for state and local taxes, a \$0.2 million provision for Canadian taxes, and a deferred tax expense of \$0.3 million.

As of December 31, 2009 the Company had a U.S. deferred tax asset of approximately \$1.2 million.

For the year ended December 31, 2008, the Company recorded a provision for income taxes of \$2.2 million which consists of a provision of \$1.4 million for U.S. federal income taxes, as well as a \$0.2 million provision for state and local taxes, a \$0.2 million provision for Canadian taxes, and a deferred tax expense of \$0.4 million.

As of December 31, 2008 the Company had a U.S. deferred tax asset of approximately \$1.5 million.

Year ended December 31, 2008 Compared to Year Ended December 31, 2007

Net Sales

Net sales for 2008 decreased 3.3% or \$5.8 million to \$174.0 million compared to \$179.9 million in 2007. Total sales for our Lifeboat segment were \$117.1 million compared to \$135.1 million in 2007, representing a 13% decrease. Total sales for the Programmer's Paradise segment in 2008 amounted to \$56.9 million, compared to \$44.8 million in 2007, representing a 27% increase.

The decline in sales for our Lifeboat segments was primarily due to a decrease in VMware sales in our Lifeboat segment. VMware terminated its distributor agreement with Lifeboat Distribution, Inc. in 2008. As a result, our Lifeboat segment ceased distributing VMware products as of October 1, 2008, the distribution of which had accounted for \$29.2 million in 2008, or 17% of our 2008 revenue and \$57.2 million in 2007, or 32% of our 2007 revenue. Our remaining distribution sales showed strong growth. Excluding VMware, sales during 2008 increased by \$10.0 million from 2007, or 12.9%.

In the Programmer's Paradise segment, sales for 2008 increased by \$12.1 million, compared with the year-earlier period, primarily due to our customer service centric sales approach, aggressive pricing and an increase in orders by customers utilizing our flexible payment option arrangement.

Gross Profit

Gross Profit for 2008 was \$16.8 million compared to \$17.2 million in 2007, a 3% decrease. Total gross profit for our Programmer's Paradise segment was \$6.5 million compared to \$5.8 million in 2007, representing a 13% increase. Total gross profit for our Lifeboat segment was \$10.3 million compared to \$11.5 million in 2007, representing a 10% decrease.

Gross profit margin, as a percentage of net sales, for 2008 was 9.7% compared to 9.6% in 2007. Gross profit margin percentage for our Programmer's Paradise segment was 11.4% compared to 12.9% in 2007. Gross profit margin percentage for our Lifeboat segment in 2008 was 8.8% compared to 8.5% in 2007.

The increase in gross profit margin as a percentage of net sales was primarily caused by the decline in VMware sales which carry lower margins than our other lines. The Lifeboat segment represented 67% of total sales in 2008 compared to 75% in 2007. Gross profit margin percentage for our Lifeboat segment was 8.8% compared to 11.4% for our Programmer's Paradise segment.

Selling, General and Administrative Expenses

Total SG&A expenses for 2008 were \$12.2 million compared to \$12.1 million in 2007. As a percentage of net sales, SG&A expenses for 2008 and 2007 were 7.0% and 6.7%, respectively. This increase was the result of increased employee related costs (including bonuses, benefits and stock compensation), professional fees and an additional charge related to the sublease of our Long Island office compared to 2007.

The Company expects that its SG&A expenses, as a percentage of net sales, may vary depending on changes in sales volume, as well as the levels of continuing investments in key growth initiatives. We plan to expand our investment in information technology and marketing, while monitoring our sales and remaining general and administrative expenses closely.

Direct selling costs representing (such items as payroll costs and payroll related costs, including profit sharing, incentive awards and insurance), for each of 2008 and 2007 were approximately \$5.8 million. Total direct selling costs for our Programmer's Paradise segment were \$2.9 million in each of 2008 and 2007. Total direct selling costs for our Lifeboat segment were \$2.9 million in each of 2008 and 2007.

Income Taxes

For the year ended December 31, 2008, the Company recorded a provision for income taxes of \$2.2 million which consists of a provision of \$1.4 million for U.S. federal income taxes, as well as a \$0.2 million provision for state and local taxes, a \$0.2 million provision for Canadian taxes, and a deferred tax expense of \$0.4 million.

As of December 31, 2008 the Company had a U.S. deferred tax asset of approximately \$1.5 million. The Company fully utilized its U.S. federal loss carry forwards during 2007 as well as the majority of its state tax loss carry forwards.

For the year ended December 31, 2007, the Company recorded a provision for income taxes of \$2.4 million which consists of a provision of \$1.0 million for U.S. federal income taxes as well as a \$0.2 million provision for Canadian taxes, and a deferred tax expense of \$1.2 million

As of December 31, 2007, the Company had a U.S. deferred tax asset of approximately \$1.9 million. The Company fully utilized its U.S. federal loss carry forwards during 2007 as well as the majority of its state tax loss carry forwards.

Recent Accounting Pronouncements

As of December 31, 2009, the Financial Accounting Standards Board ("FASB") issued several pronouncements of significance to the Company which are discussed in detail below.

In May 2009, the FASB issued guidance now codified as FASB ASC Topic 855, "Subsequent Events," which establishes general standards of accounting for, and disclosures of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement is effective for interim or fiscal periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. However, the provisions of FASB ASC Topic 855 resulted in additional disclosures with respect to subsequent events. The Company evaluated all events or transactions that occurred after December 31, 2009 up through February 22, 2010, the date we filed this annual report on Form 10-K. During this period no material subsequent events came to our attention.

In June 2009, the FASB issued guidance now codified as FASB ASC Topic 105, "Generally Accepted Accounting Principles," as the single source of authoritative nongovernmental U.S. GAAP. FASB ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the FASB Codification will be considered non-authoritative. These provisions of FASB ASC Topic 105 are effective for interim and annual periods ending after September 15, 2009 and, accordingly, are effective for the Company for the current fiscal reporting period. The adoption of this pronouncement did not have an impact on the Company's financial condition or results of operations, but will impact our financial reporting process by eliminating all references to pre-codification standards. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 320, "Investments — Debt and Equity Securities" and Topic 325 "Investments — Other," which is designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities. The pronouncement is effective for periods ending after June 15, 2009. The adoption of this guidance did not have a material impact on our consolidated financial position, results of operations or cash flows.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 825, "Financial Instruments," which amends previous Topic 825 guidance to require disclosures about fair value of financial instruments in interim as well as annual financial statements. This pronouncement is effective for periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows.

Liquidity and Capital Resources

Our cash and cash equivalents decreased by \$0.8 million to \$8.6 million at December 31, 2009 from \$9.3 million at December 31, 2008. Net cash provided by operating activities amounted to \$1.0 million, net cash provided by investing activities amounted to \$1.6 million, net cash used in financing activities amounted to \$3.6 million and the effect of foreign exchange on cash was \$0.2 million.

Net cash provided by operating activities in 2009 was \$1.0 million. In 2009, cash was mainly provided by \$4.4 million from income from operations net of non-cash charges, and a \$5.7 million increase in accounts payable and a decrease in inventory of \$0.1 million, offset by a \$9.0 million increase in accounts receivable. The increase in accounts receivable relates primarily to our increased revenue in December of 2009, compared to the comparable period in 2008. The increase in accounts payable is primarily due to our increased net sales in December 2009 as compared to 2008 and our normal cycle of payments.

In 2009, cash provided in investing activities was \$1.6 million. This primarily resulted from net sales of \$1.8 million in marketable securities. These securities are highly rated and highly liquid. These securities are classified as available-for-sale securities in accordance with ASC Topic 320 "Investments in Debt and Equity Securities", and as a result, unrealized gains and losses are reported as part of accumulated other comprehensive income. Cash was also used in investing activities in the amount of \$0.2 million for the purchase of equipment and leasehold improvements.

Net cash used in financing activities in 2009 of \$3.6 million consisted of \$2.8 million of dividend payments on our Common Stock and \$0.7 million for the purchases of shares of our Common Stock

In 2008, the Company's Board of Directors authorized the purchase of 500,000 shares of our Common Stock. In 2002, the Company's Board of Directors authorized the purchase of 1,490,000 shares of our Common Stock. In October 1999, the Company was authorized by the Board of Directors to buy back 521,013 shares of our Common Stock in both open market and private transactions, as conditions warrant. A total of 2,009,227 shares of the Company's stock have been bought back to date leaving a balance of 501,786 shares of Common Stock that the Company is authorized to buy back in the future.

The repurchase program is expected to remain effective for the remainder of 2010. We intend to hold the repurchased shares in treasury for general corporate purposes, including issuances under various stock plans. As of December 31, 2009, we held 595,656 shares of our Common Stock in treasury at an average cost of \$5.97 per share. As of December 31, 2008, we held 640,838 shares of our Common Stock in treasury at an average cost of \$5.28 per share.

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 stock repurchase program and dividends, if any, declared by the board of directors. 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 cash flows from operations and funds held in cash and cash equivalents will be sufficient to fund the Company's working capital and cash requirements for at least the next 12 months. 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.

The ongoing general economic downturn is causing some of our current and potential customers to delay or reduce technology purchases and results in longer sales cycles, slower adoption of new technologies and increased price competition. We have taken steps to reduce our costs of operations. While we have reduced our cost of sales as a percentage of net sales for in 2009 compared to 2008, this was primarily due to the decline in VMware sales which carried lower margins than our other lines, and our selling, general and administrative expenses have increased as a percentage of net sales over the same period. Any benefits from cost reduction measures we implement may take longer to realize and may not fully mitigate the impact of the reduced demand. Limited access to financing may also affect our vendors' ability to supply products, and could result in changes in vendor terms and conditions, such as rebates, cash discounts and cooperative marketing efforts, which may result in downward pressure on our gross margins. The realization of any or all of these risks could have a material adverse effect on our business, results of operation and financial condition.

Contractual Obligations
(Dollars in thousands)

	Payment due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-term debt	-	-	-	-	-
Capital Lease Obligations	-	-	-	-	-
Operating Leases(1)	\$ 987	\$ 366	\$ 621	-	-
Unconditional Purchase Obligations	-	-	-	-	-
Other Long term Obligations reflected on the Company's Balance Sheet under GAAP	-	-	-	-	-
Total Contractual Obligations	\$ 987	\$ 366	\$ 621	-	-

(1) Operating leases primarily relates to the lease of the space used for our operations in Shrewsbury, New Jersey, and Mississauga, Canada as well as our former sales office in Hauppauge New York. The commitments for operating leases include the minimum rent payments and a proportionate share of operating expenses and property taxes.

(2) In addition to the contractual obligations disclosed in this table, we have unrecognized tax benefits totaling \$78,000 with respect to which, based on uncertainties associated with the items, we are unable to make reasonably reliable estimates of the period of potential cash settlements, if any, with taxing authorities. As a result, such potential liabilities are not listed in the table. See Note 6 to our Consolidated Financial Statements.

The Company is not committed by lines of credit, standby letters of credit, has no standby repurchase obligations or other commercial commitments.

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 in the Canadian Dollar-to-U.S. Dollar exchange rate.

Off- Balance Sheet Arrangements

As of December 31, 2009, 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 generally accepted accounting principles. 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 and costs associated with exit or disposal activities, 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.

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 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 were 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 expense 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 payment awards. In connection with valuing stock options, we use the Black-Scholes model, which requires us to estimate certain subjective assumptions. The key assumptions we make are: the expected volatility of our stock; the expected term of the award; and the expected forfeiture rate. In connection with our restricted stock programs 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.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

In addition to its activities in the United States, 7.8% of the Company's 2009 sales 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.

The Company's \$7.6 million investments in marketable securities at December 31, 2009 are invested in highly rated and liquid U.S. government securities and insured certificates of deposit.

Item 8. Financial Statements and Supplementary Data

See Index to Consolidated Financial Statements at Item 15(a).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. 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 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.

Management Report on Internal Control Over Financial Reporting Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Accounting Officer, and effected by the Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Internal control over financial reporting includes maintaining records in reasonable detail that accurately and fairly reflect our transactions and disposition of assets; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with GAAP; providing reasonable assurance that receipts and expenditures of the Company, are made in accordance with authorizations of management and directors of the Company; and providing reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that, owing to changes in conditions, controls may become inadequate, or that the degree of compliance with policies or procedures may deteriorate.

Management, with the participation of our Chief Executive Officer and Chief Accounting Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2009. There were no changes in our internal control over financial reporting during the quarter ended December 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Item 9B. Other Information

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

The information required hereunder, with the exception of the information relating to the executive officers of the Registrant that is presented in Part I under the heading "Executive Officers of the Company," and the information relating to the Company's Code of Ethical Conduct that is presented in Part I under the heading "Available Information," is incorporated by reference herein from our Definitive Proxy Statement for the 2010 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A not later than April 30, 2010 (the "Definitive Proxy Statement") under the sections captioned "Election of Directors," "Corporate Governance" and "Section 16 (a) Beneficial Ownership Reporting Compliance."

Item 11. Executive Compensation

The information required hereunder is incorporated by reference herein from the Definitive Proxy Statement under the sections captioned "Executive Compensation" and "Corporate Governance."

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required hereunder is incorporated by reference herein from the Definitive Proxy Statement under the sections captioned "Executive Compensation – Securities Authorized for Issuance under Equity Compensation Plans" and "Security Ownership of Certain Beneficial Owners and Management."

Item 13. Certain Relationships and Related Party Transactions, and Director Independence

The information required hereunder is incorporated by reference herein from the Definitive Proxy Statement under the sections captioned "Executive Compensation," "Corporate Governance" and "Transactions with Related Persons."

Item 14. Principal Accounting Fees and Services

The information required hereunder is incorporated by reference herein from the Definitive Proxy Statement under the section captioned "Appointment of Independent Registered Public Accounting Firm."

PART IV

Item 15 Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Report:

1. **Consolidated Financial Statements** (See Index to Consolidated Financial Statements on page F-1 of this report);
2. **Financial Statement Schedule:**

Schedule II Valuation and Qualifying Accounts

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.

3. **Exhibits Required by Regulation S-K, Item 601:**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Amended and Restated Certificate of Incorporation of the Company. (1)
3.2	Form of Amended and Restated By-Laws of the Company.(1a)
4.1	Specimen of Common Stock Certificate.(1a)
10.18	1995 Stock Plan, as amended. (3)
10.19	1995 Non-Employee Director Plan, as amended. (3)
10.19(a)	2006 Stock-Based Compensation Plan. (4)
10.19(b)	First Amendment to 2006 Stock-Based Compensation Plan. (5)
10.19(c)	Second Amendment to 2006 Stock-Based Compensation Plan. (5)

- 10.20 Form of Officer and Director Indemnification Agreement. (1a)
- 10.42 Lease dated as of May 14, 1997 between Robert C. Baker, et al as Landlord and the Company (6)
- 10.42(a) Modification of Lease, dated as of July 27, 2006, between SBC Holdings, L.P. (successor in interest to Robert C. Baker, et al.) and the Company. (2)
- 10.43 Employment Agreement, dated January 12, 2006, between the Company and Simon F. Nynens. (7)
- 10.45 Offer Letter, dated January 6, 2003, from the Company to Vito Legrottaglie.(8)
- 10.46 Resignation Letter, dated May 16, 2007, from Wayside Technology Group, Inc. to Jeffrey Largiader. (9)
- 10.47 General Release, dated May 18, 2007, between Jeffrey Largiader and Wayside Technology Group, Inc. (5)
- 10.48 Restricted Stock Letter, dated August 15, 2006, between Vito Legrottaglie and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.49 Restricted Stock Letter, dated August 15, 2006, between Jeffrey Largiader and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.50 Restricted Stock Letter, dated August 15, 2006, between Daniel Jamieson and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.51 Restricted Stock Letter, dated August 15, 2006, between Allan Weingarten and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.52 Restricted Stock Letter, dated August 15, 2006, between Edwin Morgens and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.53 Restricted Stock Letter, dated August 15, 2006, between Duff Meyercord and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.54 Restricted Stock Letter, dated August 15, 2006, between Simon F. Nynens and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.55 Restricted Stock Letter, dated August 15, 2006, between Simon F. Nynens and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.56 Restricted Stock Letter, dated August 15, 2006, between Kevin Scull and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.57 Restricted Stock Letter, dated January 31, 2007, between William Willett and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.58 Restricted Stock Letter, dated November 19, 2007, between Richard Bevis and Wayside Technology Group, Inc (f/k/a Programmer's Paradise Inc.) (5)
- 10.59 Form of Non-Qualified Stock Option Agreement (5)

- 10.60 Restricted Stock Letter, dated February 5, 2008, between Kevin Scull and Wayside Technology Group, Inc. (10)
- 10.61 Restricted Stock Letter, dated February 5, 2008, between Richard Bevis and Wayside Technology Group, Inc. (10)
- 10.62 Restricted Stock Letter, dated February 5, 2008, between Simon Nynens and Wayside Technology Group, Inc. (10)
- 10.63 Restricted Stock Letter, dated February 5, 2008, between Vito Legrottaglie and Wayside Technology Group, Inc. (10)
- 10.64 Restricted Stock Letter, dated February 5, 2008, between Daniel Jamieson and Wayside Technology Group, Inc. (10)
- 10.65 Restricted Stock Letter, dated February 5, 2008, between Edwin Morgens and Wayside Technology Group, Inc. (10)
- 10.66 Restricted Stock Letter, dated February 5, 2008, between William Willett and Wayside Technology Group, Inc. (10)
- 10.67 Restricted Stock Letter, dated February 5, 2008, between Allan Weingarten and Wayside Technology Group, Inc. (10)
- 10.68 Restricted Stock Letter, dated February 5, 2008, between Mark Boyer and Wayside Technology Group, Inc. (10)
- 10.69 Restricted Stock Letter, dated February 5, 2008, between Duff Meyercord and Wayside Technology Group, Inc. (10)
- 10.72 Restricted Stock Letter, dated May 5, 2009, between Simon Nynens and Wayside Technology Group, Inc. (11)
- 10.73 Restricted Stock Letter, dated May 5, 2009, between Kevin Scull and Wayside Technology Group, Inc. (11)
- 10.74 Restricted Stock Letter, dated May 5, 2009, between Richard Bevis and Wayside Technology Group, Inc. (11)
- 10.75 Restricted Stock Letter, dated May 5, 2009, between Shawn Giordano and Wayside Technology Group, Inc. (11)
- 10.76 Restricted Stock Letter, dated May 5, 2009, between Daniel Jamieson and Wayside Technology Group, Inc. (11)
- 10.77 Restricted Stock Letter, dated May 5, 2009, between Vito Legrottaglie and Wayside Technology Group, Inc. (11)
- 21.1 Subsidiaries of the Registrant
- 23.1 Consent of Amper, Politziner & Mattia, LLP
- 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 Chief 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 Chief Accounting Officer of the Company.
- 32.1 Certification pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Simon F. Nynens, the Chief Executive Officer of the Company.
- 32.2 Certification pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Kevin T. Scull, the Chief Accounting Officer of the Company.
- (1) The Restated Certificate of Incorporation was initially filed as an Exhibit of the same number to the Registrant's Registration Statement on Form S-1 or amendments thereto (File No. 333-92810) and the Certificate of Amendment to the Restated Certificate of Incorporation was initially filed as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed on November 3, 2006. Both are refiled herewith.
- (1a) Incorporated by reference to the Exhibits of the same number to the Registrant's Registration Statement on Form S-1 or amendments thereto (File No. 333-92810).
- (2) Incorporated by reference to the Exhibits of the same number to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed on November 3, 2006.
- (3) Incorporated by reference to Exhibit A and Exhibit B, respectively, to the Registrant's Definitive Annual Meeting Proxy Statement filed on April 30, 1998.
- (4) Incorporated by reference to Exhibit A of the Registrant's Definitive Annual Meeting Proxy Statement filed on April 28, 2006.
- (5) Incorporated by reference to exhibits of the same number filed with the Registrant's Annual Report on Form 10-K for the Year Ended December 31, 2007 filed on March 13, 2008.
- (6) Incorporated by reference to Exhibit 10.42 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1998 filed on March 31, 1999.
- (7) Incorporated by reference to Exhibit 10.43 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 filed on May 12, 2006.
- (8) Incorporated by reference to exhibits of the same number filed with the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed on May 15, 2007.
- (9) Incorporated by reference to exhibits of the same number filed with the Registrant's Current Report on Form 8-K filed on May 21, 2007.
- (10) Incorporated by reference to exhibits of the same number filed with the Registrant's Quarterly Report on Form 10-Q for the Period Ended March 31, 2008 filed on May 12, 2008.

- (11) Incorporated by reference to exhibits of the same number filed with the Registrant's Quarterly Report on Form 10-Q for the Period Ended June 30, 2009 filed on August 11, 2009.
- (b) The exhibits required by Item 601 of Regulation S-K are reflected above in Section (a) 3. of this Item.
- (c) The financial statement schedule is included as reflected in Section (a) 2. of this Item.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in Shrewsbury, New Jersey, on February 22, 2010.

WAYSIDE TECHNOLOGY GROUP, INC.

By: /s/ Simon F. Nynens
Simon F. Nynens, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Simon F. Nynens</u> Simon F. Nynens	President and Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 22, 2010
<u>/s/ Kevin T. Scull</u> Kevin T. Scull	Vice President and Chief Accounting Officer (Principal Financial and Accounting Officer)	February 22, 2010
<u>/s/ William H. Willett</u> William H. Willett	Director	February 22, 2010
<u>/s/ Mark. T. Boyer</u> Mark. T. Boyer	Director	February 22, 2010
<u>/s/ Duffield Meyercord</u> Duffield Meyercord	Director	February 22, 2010
<u>/s/ Edwin H. Morgens</u> Edwin H. Morgens	Director	February 22, 2010
<u>/s/ Allan D. Weingarten</u> Allan D. Weingarten	Director	February 22, 2010

Items 8 and 15(a)

Wayside Technology Group, Inc. and Subsidiaries

Index to Consolidated Financial Statements and Schedule

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Wayside Technology Group, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Wayside Technology Group, Inc. and Subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of earnings, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Wayside Technology Group, Inc. and Subsidiaries as of December 31, 2009 and 2008, and the results of their earnings and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

We have also audited the consolidated financial statement schedule, Schedule II – Valuation and Qualifying Accounts, for each of the three years in the period ended December 31, 2009. In our opinion, this financial schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly, in all material respects, the information stated therein.

/s/ Amper, Politziner & Mattia, LLP

February 22 2010
Edison, New Jersey

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

	December 31,	
	2008	2009
Assets		
Current assets:		
Cash and cash equivalents	\$ 9,349	\$ 8,560
Marketable securities	9,367	7,571
Accounts receivable, net of allowances of \$1,086 and \$1,097 in 2008 and 2009, respectively	16,940	27,040
Inventory, net	1,058	967
Prepaid expenses and other current assets	776	998
Deferred income taxes	712	677
Total current assets	38,202	45,813
Equipment and leasehold improvements, net	549	432
Accounts receivable-long-term	7,860	6,901
Other assets	66	38
Deferred income taxes	808	483
	\$ 47,485	\$ 53,667
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 23,396	\$ 29,230
Total current liabilities	23,396	29,230
Other liabilities	205	78
Total liabilities	23,601	29,308
Commitments and Contingencies		
Stockholders' equity:		
Common Stock, \$.01 par value; 10,000,000 shares authorized; 5,284,500 shares issued; and 4,643,662 and 4,688,844 shares outstanding in 2008 and 2009, respectively	53	53
Additional paid-in capital	26,636	24,826
Treasury stock, at cost, 640,838 and 595,656 shares in 2008 and 2009, respectively	(3,383)	(3,555)
Retained earnings	567	2,727
Accumulated other comprehensive income	11	308
Total stockholders' equity	23,884	24,359
	\$ 47,485	\$ 53,667

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

Wayside Technology Group, Inc. and Subsidiaries
Consolidated Statements of Earnings
(Dollars in thousands, except per share amounts)

	Years ended December 31,		
	2007	2008	2009
Net sales	\$ 179,865	\$ 174,025	\$ 146,384
Cost of sales	162,630	157,228	130,791
Gross profit	17,235	16,797	15,593
Selling, general and administrative expenses	12,081	12,207	11,319
Income from operations	5,154	4,590	4,274
Other income:			
Interest income	989	741	521
Foreign currency transaction gain	2	3	-
Income before provision for income taxes	6,145	5,334	4,795
Provision for income taxes	2,442	2,168	1,928
Net income	\$ 3,703	\$ 3,166	\$ 2,867
Income per common share-Basic	\$ 0.84	\$ 0.72	\$ 0.65
Income per common share-Diluted	\$ 0.80	\$ 0.71	\$ 0.65
Weighted average common shares outstanding-Basic	4,406	4,414	4,399
Weighted average common shares outstanding-Diluted	4,656	4,461	4,427

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

Wayside Technology Group, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity and Comprehensive Income
(Dollars in thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Treasury		Retained earnings (Deficit)	Accumulated Other Comprehensive Income	Total
	Shares	Amount		Shares	Amount			
Balance at January 1, 2007	5,284,500	\$ 53	\$ 29,252	687,879	\$ (1,905)	\$ (6,302)	\$ 200	\$ 21,298
Net income						3,703		3,703
Other comprehensive income:								
Translation adjustment							253	253
Unrealized gain on available-for-sale securities							8	8
Comprehensive income								3,964
Dividends paid			(2,047)					(2,047)
Exercise of stock options			588	(159,445)	486			1,074
Tax benefit from exercises of non-qualified stock options			522					522
Share-based compensation expense			605					605
Restricted stock grants			(60)	(17,500)	60			-
Treasury shares repurchased				65,068	(924)			(924)
Balance at December 31, 2007	5,284,500	53	28,860	576,002	(2,283)	(2,599)	461	24,492
Net income						3,166		3,166
Other comprehensive income:								
Translation adjustment							(469)	(469)
Unrealized gain on available-for-sale securities							19	19
Comprehensive income								2,716
Dividends paid			(2,811)					(2,811)
Exercise of stock options			59	(45,000)	164			223
Share-based compensation expense			735					735
Tax expense from share-based compensation			(22)					(22)
Restricted stock grants			(185)	(54,000)	185			-
Treasury shares repurchased				163,836	(1,449)			(1,449)
Balance at December 31, 2008	5,284,500	53	26,636	640,838	(3,383)	567	11	23,884
Net income						2,867		2,867
Other comprehensive income:								
Translation adjustment							333	333
Unrealized loss on available-for-sale securities							(36)	(36)
Comprehensive income								3,164
Dividends paid			(2,106)			(707)		(2,813)
Share-based compensation expense			893					893
Tax expense from share-based compensation			(51)					(51)
Restricted stock grants			(546)	(140,000)	546			-
Treasury shares repurchased				94,818	(718)			(718)
Balance at December 31, 2009	5,284,500	\$ 53	\$ 24,826	595,656	\$ (3,555)	\$ 2,727	\$ 308	\$ 24,359

The accompanying notes are an integral part of the consolidated financial statements

Wayside Technology Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Dollars in thousands, except share amounts)

	Year ended December 31,		
	2007	2008	2009
Cash flows from operating activities			
Net income	\$ 3,703	\$ 3,166	\$ 2,867
Adjustments to reconcile net income to net cash provided by (used) in operating activities:			
Depreciation expense	351	347	291
Amortization expense	10	8	6
Provision for doubtful accounts receivable	47	39	66
Deferred income tax expense	1,170	395	271
Share-based compensation expense	605	735	893
Loss on disposal of fixed assets	-	7	-
Changes in operating assets and liabilities:			
Accounts receivable	2,627	2,844	(8,972)
Inventory	149	54	93
Prepaid expenses and other current assets	(320)	142	(217)
Accounts payable and accrued expenses	(3,205)	(8,263)	5,680
Net change in other operating assets and liabilities	114	38	21
Net cash provided by (used) in operating activities	<u>5,251</u>	<u>(488)</u>	<u>999</u>
Cash flows provided by (used) in investing activities			
Purchase of equipment and leasehold improvements	(482)	(308)	(179)
Purchase of available-for-sale securities	(21,189)	(16,788)	(10,379)
Redemptions of available-for-sale securities	18,588	17,080	12,138
Proceeds from sale of fixed assets	-	8	-
Net cash provided by (used) in investing activities	<u>(3,083)</u>	<u>(8)</u>	<u>1,580</u>
Cash flows used in financing activities			
Purchase of treasury stock	(924)	(1,449)	(718)
Proceeds from stock option exercises	1,074	223	-
Tax benefit (expense) from share- based compensation	522	(22)	(51)
Dividends paid	(2,684)	(2,811)	(2,813)
Net cash used in financing activities	<u>(2,012)</u>	<u>(4,059)</u>	<u>(3,582)</u>
Effect of foreign exchange rate on cash	253	(337)	214
Net increase (decrease) in cash and cash equivalents	409	(4,892)	(789)
Cash and cash equivalents at beginning of year	13,832	14,241	9,349
Cash and cash equivalents at end of year	<u>\$ 14,241</u>	<u>\$ 9,349</u>	<u>\$ 8,560</u>
Supplementary disclosure of cash flow information:			
Income taxes paid	\$ 563	\$ 1,366	\$ 1,995

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

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

Note 1. Description of Business

Wayside Technology Group, Inc. and Subsidiaries, the "Company," markets software to software development and information technology professionals in the United States and Canada. It was formerly known as Programmer's Paradise, Inc. and changed its name to Wayside Technology Group, Inc. in August 2006. It operates through two segments, Programmer's Paradise and Lifeboat. The Programmer's Paradise segment sells technical software, hardware, and services for microcomputers, servers, and networks to individual programmers, corporations, government agencies, and educational institutions. Its solutions include technical and general business application software from various publishers and manufacturers. This segment markets these products through catalogs, direct mail programs, and advertisements in trade magazines, as well as through Internet and email promotions. Its catalogs offer collections of microcomputer technical software, including programming languages, tools, utilities, libraries, development systems, interfaces, and communication products. The Lifeboat segment distributes technical software to corporate and value-added resellers, consultants, and systems integrators.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation and Operations

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make extensive use of certain estimates and assumptions which affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported periods. The significant areas of estimation include but are not limited to accounting for allowance for uncollectible accounts, sales returns, inventory valuation and obsolescence, income taxes, depreciation, contingencies, stock-based compensation and costs associated with exit or disposal activities. Actual results could differ from those estimates.

Net Income Per Common Share

The Company calculates earnings per share in accordance with FASB ASC Topic 260, "Earnings Per Share". Basic earnings per share 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 earnings per share is calculated by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding, adjusted for potentially dilutive securities.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

A reconciliation of the numerators and denominators of the basic and diluted per share computations follows (in thousands, except per share data):

	2007	Year ended December 31,	
		2008	2009
Numerator:			
Net income	\$ 3,703	\$ 3,166	\$ 2,867
Denominator:			
Weighted average shares (Basic)	4,406	4,414	4,399
Dilutive effect of outstanding options and nonvested shares of restricted stock	250	47	28
Weighted average shares including assumed conversions (Diluted)	<u>4,656</u>	<u>4,461</u>	<u>4,427</u>
Basic net income per share	\$ 0.84	\$ 0.72	\$ 0.65
Diluted net income per share	\$ 0.80	\$ 0.71	\$ 0.65

Cash Equivalents

The Company considers all liquid short-term investments with original maturities of 90 days or less to be cash equivalents.

Accounts Receivable

Accounts receivable principally represents amounts collectible from our customers. The Company performs ongoing credit evaluations of its customers but generally does not require collateral to support any outstanding obligation. Allowances for potential uncollectible amounts are estimated and deducted from total accounts receivable.

Allowance for Doubtful Accounts Receivable

We provide allowances for doubtful accounts related to accounts receivable for estimated losses resulting from the inability of our customers to make required payments. We take into consideration the overall quality and aging of the receivable portfolio along with specifically identified customer risks. If actual customer payment performance were to deteriorate to an extent not expected, additional allowances may be required.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

Foreign Currency Translation

Assets and liabilities of the foreign subsidiary in Canada 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 have been classified within accumulated other comprehensive income, which is a separate component of stockholders' equity in accordance ASC Topic No. 220, "Comprehensive Income".

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations in credit risk consist of cash, cash equivalents, and marketable securities. At December 31, 2009, the Company's \$7.6 million of investments in marketable securities are only in highly rated and liquid U.S. government securities and insured certificates of deposit.

The Company's cash and cash equivalents, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Marketable Securities

The Company accounts for marketable securities pursuant to the ASC Topic No. 320, "Investments in Debt and Equity Securities." Under this statement, the Company's securities with a readily determinable fair value have been classified as available for sale and are carried at fair value with an offsetting adjustment to accumulated other comprehensive income in Stockholders' Equity.

Financial Instruments

The carrying amounts of financial instruments, including cash and cash equivalents, accounts receivable and accounts payable approximated fair value as of December 31, 2009 and 2008, because of the relative short maturity of these instruments.

Inventory

Inventory, consisting primarily of finished products held for resale, is stated at the lower of cost (weighted average) or market.

Equipment and Leasehold Improvements

Equipment and leasehold improvements are stated at cost. Equipment depreciation is calculated using the straight-line method over three to five years. Leasehold improvements are amortized using the straight line method over the estimated useful lives of the assets or the related lease terms, whichever is shorter.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

Accounts receivable-long-term

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.

Comprehensive Income

Comprehensive income consists of net income for the period, the impact of unrealized foreign currency translation adjustments and unrealized gains or losses on investments. The foreign currency translation adjustments are not currently adjusted for income taxes as they relate to permanent investments in international subsidiaries.

Revenue Recognition

The Company records revenues from sales transactions when title to products sold passes to the customer. Usual sales terms are FOB shipping point, at which time title and risk of loss has passed to the customer. Revenue is recognized in accordance with ASC Topic 985-605 "Software Revenue Recognition" and ASC Topic 605-10-S99, and ASC Topic 605-45, "Reporting Revenue Gross as a Principal versus Net as an Agent". The majority of the Company's revenues relates to physical products and is recognized on a gross basis with the selling price to the customer recorded as net sales with the acquisition cost of the product to the Company recorded as cost of sales. At the time of sale, the Company also records an estimate for sales returns based on historical experience. Certain software maintenance products, third party services and extended warranties sold by the Company (for which the Company is not the primary obligor) are recognized on a net basis. Accordingly, such revenues are recognized in net sales either at the time of sale or over the contract period, based on the nature of the contract, at the net amount retained by the Company, with no cost of goods sold.

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 net sales in accordance with ASC Topic 605-50 "Accounting by a Customer (including reseller) for Certain Consideration Received from a Vendor."

Stock-Based Compensation

The Company has stockholder-approved stock incentive plans for employees and directors. Stock-based compensation is recognized based on the grant date fair value and is recognized as expense on a straight-line basis over the requisite service period, which is generally the vesting period.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. This method also requires a valuation allowance against net deferred tax asset if, based on the weighted available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

Impact of Accounting Pronouncements

As of December 31, 2009, the Financial Accounting Standards Board (“FASB”) issued several pronouncements of significance to the Company which are discussed in detail below.

In May 2009, the FASB issued guidance now codified as FASB ASC Topic 855, “Subsequent Events,” which establishes general standards of accounting for, and disclosures of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement is effective for interim or fiscal periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. However, the provisions of FASB ASC Topic 855 resulted in additional disclosures with respect to subsequent events. The Company evaluated all events or transactions that occurred after December 31, 2009 up through February 22, 2010, the date we filed this annual report on Form 10-K. During this period no material subsequent events came to our attention.

In June 2009, the FASB issued guidance now codified as FASB ASC Topic 105, “Generally Accepted Accounting Principles,” as the single source of authoritative nongovernmental U.S. GAAP. FASB ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the FASB Codification will be considered non-authoritative. These provisions of FASB ASC Topic 105 are effective for interim and annual periods ending after September 15, 2009 and, accordingly, are effective for the Company for the current fiscal reporting period. The adoption of this pronouncement did not have an impact on the Company’s financial condition or results of operations, but will impact our financial reporting process by eliminating all references to pre-codification standards. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 320, “Investments — Debt and Equity Securities” and Topic 325 “Investments - Other,” which is designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities. The pronouncement is effective for periods ending after June 15, 2009. The adoption of this guidance did not have a material impact on our consolidated financial position, results of operations or cash flows.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 825, “Financial Instruments,” which amends previous Topic 825 guidance to require disclosures about fair value of financial instruments in interim as well as annual financial statements. This pronouncement is effective for periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows.

3. Marketable securities

Investments in available-for-sale securities at December 31, 2009 were:

	Cost	Market value	Unrealized (loss)
U.S. Government Securities	\$ 4,064	\$ 4,064	\$ -
Certificates of deposit	3,517	3,507	(10)
Total Marketable securities	<u>\$ 7,581</u>	<u>\$ 7,571</u>	<u>\$ (10)</u>

The cost and market value of our investments at December 31, 2009 by contractual maturity were:

	Cost	Estimated Fair Value
Due in one year or less	\$ 7,581	\$ 7,571

Investments in available-for-sale securities at December 31, 2008 were:

	Cost	Market value	Unrealized gain (loss)
U.S. Government Securities	\$ 8,057	\$ 8,087	\$ 30
Certificates of deposit	1,284	1,280	(4)
Total Marketable securities	<u>\$ 9,341</u>	<u>\$ 9,367</u>	<u>\$ 26</u>

The cost and market value of our investments at December 31, 2008 by contractual maturity were:

	Cost	Estimated Fair Value
Due in one year or less	\$ 9,341	\$ 9,367

Estimated fair values of marketable securities are based on quoted market prices.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

4. Fair Value Measurements

Effective January 1, 2008, the Company adopted FASB ASC Topic 820 "Fair Value Measurement and Disclosure", which establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. The Company uses the following methods for determining fair value in accordance with ASC Topic 820. For assets and liabilities that are measured using quoted prices in active markets for the identical asset or liability, the total fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs (Level 1). Assets and liabilities that are measured using significant other observable inputs are valued by reference to similar assets or liabilities, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data (Level 2). For all remaining assets and liabilities for which there are no significant observable inputs, fair value is derived using an assessment of various discount rates, default risk, credit quality and the overall capital market liquidity (Level 3).

The following table summarizes the basis used to measure certain financial assets and liabilities at fair value on a recurring basis in the consolidated balance sheet:

(In thousands) Description	Balance at December 31, 2009	Fair Value Measurements at December 31, 2009 Using		
		Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government Securities	\$ 4,064	\$ 4,064	\$ -	\$ -
Certificates of deposit	\$ 3,507		\$ 3,507	

(In thousands) Description	Balance at December 31, 2008	Fair Value Measurements at December 31, 2008 Using		
		Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government Securities	\$ 8,087	\$ 8,087	\$ -	\$ -
Certificates of deposit	\$ 1,280		\$ 1,280	

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

U.S. Government Securities - U.S. government securities are valued using quoted market prices. Accordingly, U.S. government securities are categorized in Level 1 of the fair value hierarchy.

Certificates of deposit - The fair value of certificates of deposit is estimated using third-party quotations. These deposits are categorized in Level 2 of the fair value hierarchy.

5. Balance Sheet Detail

Equipment and leasehold improvements consist of the following as of December 31:

	<u>2008</u>	<u>2009</u>
Equipment	\$ 2,330	\$ 2,528
Leasehold improvements	549	549
	<u>2,879</u>	<u>3,077</u>
Less accumulated depreciation and amortization	(2,330)	(2,645)
	<u>\$ 549</u>	<u>\$ 432</u>

Accounts payable and accrued expenses consist of the following as of December 31:

	<u>2008</u>	<u>2009</u>
Trade accounts payable	\$ 21,212	\$ 27,552
Accrued expenses	2,184	1,678
	<u>\$ 23,396</u>	<u>\$ 29,230</u>

Accumulated other comprehensive income consists of the following as of December 31:

	<u>2008</u>	<u>2009</u>
Foreign currency translation adjustments	\$ (15)	\$ 318
Unrealized gain (loss) on marketable securities	26	(10)
	<u>\$ 11</u>	<u>\$ 308</u>

6. Income Taxes

Deferred tax attributes resulting from differences between financial and accounting amounts and tax basis of assets and liabilities at December 31, 2008 and 2009 are as follows:

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

	December 31,	
	2008	2009
Current assets		
Accruals and reserves	\$ 441	\$ 406
Goodwill	271	271
Net current deferred tax assets	\$ 712	\$ 677
Non-current assets		
Accruals and reserves	\$ 236	\$ 236
Depreciation	158	90
Goodwill	414	157
Net non-current deferred tax assets	\$ 808	\$ 483
Total deferred tax assets	\$ 1,520	\$ 1,160

The provision for income taxes is as follows:

	Year ended December 31,		
	2007	2008	2009
Current:			
Federal	\$ 1,036	\$ 1,356	\$ 1,114
State	-	213	378
Canada	236	204	165
	1,272	1,773	1,657
Deferred:			
Federal	830	280	249
State	340	115	22
	1,170	395	271
	\$ 2,442	\$ 2,168	\$ 1,928
Effective Tax Rate	39.7%	40.6%	40.2%

The reasons for the difference between total tax expense and the amount computed by applying the U.S. statutory federal income tax rate to income before income taxes are as follows:

	Year ended December 31,		
	2007	2008	2009
Statutory rate applied to pretax income	\$ 2,089	\$ 1,813	\$ 1,630
State income taxes, net of benefit of federal income taxes	333	239	260
Foreign income taxes over U.S. statutory rate	35	31	25
Other items	(15)	85	13
Income tax expense	\$ 2,442	\$ 2,168	\$ 1,928

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

The Company receives a tax deduction from the gains realized by employees on the exercise of certain non-qualified stock options for which the benefit is recognized as a component of stockholders' equity.

We adopted the provisions of FASB ASC 740 "Income Taxes" as of January 1, 2007. This standard clarified the accounting for uncertainties in income taxes. The standard prescribes criteria for recognition and measurement of tax positions. It also provides guidance on derecognition, classification, interest and penalties, and disclosures related to income taxes associated with uncertain tax positions.

The Company has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these 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 defined. The only periods subject to examination for the Company's federal return are the 2008 and 2009 tax years. The audit of the tax years 2006 and 2007 has been completed, with no adjustments proposed by the Internal Revenue Service. The current periods subject to examination for the Company's state returns in New Jersey are years 2008 and 2009. The current periods subject to examination for the Company's Canadian tax returns are the years 2006 through 2009. The Company did not record a cumulative effect adjustment related to adoption of accounting for uncertainties in income taxes.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Federal, State and Foreign Tax	
Balance at January 1, 2009	\$	230
Additions based on tax positions related to current year		-
Gross Unrecognized Tax Benefit at December 31, 2009	\$	230
Net Unrecognized Tax Benefit at December 31, 2009	\$	78

The net Unrecognized Tax Benefit is included as a component of Other Liabilities within the Consolidated Balance Sheet. The amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is \$78 thousand. Interest expense and penalties related to unrecognized tax benefits are classified as income tax expense. The amount of interest and penalties was insignificant for the years ended December 31, 2009, 2008 and 2007.

For financial reporting purposes, income before income taxes includes the following components:

	Year ended December 31		
	2007	2008	2009
United States	\$ 5,556	\$ 4,825	\$ 4,382
Canada	589	509	413
	\$ 6,145	\$ 5,334	\$ 4,795

7. Stockholder's Equity and Stock Based Compensation

The Company's 1986 Employee Stock Option Plan ("1986 Plan"), as amended on June 15, 1994, provides for the grant of options to purchase up to 698,133 shares of the Company's Common Stock to employees, officers and directors of the Company. The terms of the options are for a maximum of ten

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

years from date of grant and generally are exercisable at an exercise price equal to but not less than the fair market value of the Common Stock on the date that the option is granted. The options generally vest in equal annual installments over five years. There are no additional options available for grant under the Company's 1986 Plan.

On April 21, 1995, the Board of Directors adopted the Company's 1995 Non-Employee Director Plan ("1995 Director Plan"). The 1995 Director Plan, as amended on May 7, 1998, provides for the grant of options to purchase up to 187,500 shares of the Company's Common Stock to persons who are members of the Company's Board of Directors and not employees or officers of the Company.

The 1995 Director Plan requires that options granted there under will expire ten years from the date of grant. Each option granted under the 1995 Director Plan becomes exercisable over a five year period, and vests in an installment of 20% of the total option grant upon the expiration of one year from the date of the option grant, and thereafter vests in equal quarterly installments of 5%.

In February 2002, the Board of Directors approved a plan permitting all option holders under the 1986 Plan and the 1995 Plan to surrender all or any portion of their options on or before March 1, 2002. By March 1, 2002, a total of 7,875 options to purchase the Company's Common Stock under the 1986 option plan and 303,550 options to purchase the Company's Common Stock under the 1995 Plan were surrendered, of which 305,175 were surrendered by the Company's executive officers. All of the options surrendered were exercisable in excess of the market price of the underlying Common Stock as of the dates of surrender.

At the annual stockholder's meeting held on June 14, 2006, the Company's stockholders approved the 2006 Stock-Based Compensation Plan (the "2006 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 number of shares of Common Stock initially available under the 2006 Plan is 800,000. As of December 31, 2009 the number of shares of common stock available for future award grants to employees and directors under this plan is 273,500.

In August of 2006, the Company granted a total of 315,000 shares of restricted common stock to officers, directors and employees. Included in this grant were 200,000 restricted shares granted to the Company's CEO in accordance with his employment agreement. These 200,000 restricted shares vest over 120 months. The remaining shares granted vest over 60 months.

During 2007, the Company granted a total of 30,000 shares of restricted stock to officers, directors and employees. These shares vest over 60 months. A total of 12,500 shares of restricted common stock were forfeited as a result of employees and officers terminating employment with the Company.

During 2008, the Company granted a total of 57,500 shares of restricted stock to officers, directors and employees. These shares vest over 60 months. A total of 3,500 shares of restricted common stock were forfeited as a result of employees and officers terminating employment with the Company.

During 2009, the Company granted a total of 140,000 shares of restricted stock to officers, and employees. These shares vest over 60 months.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
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Changes during 2007, 2008 and 2009 in options outstanding for the combined plans were as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding at January 1, 2007	602,335	\$ 7.56
Granted in 2007	-	-
Canceled in 2007	-	-
Exercised in 2007	(159,445)	6.75
Outstanding at December 31, 2007	442,890	7.85
Granted in 2008	-	-
Canceled in 2008	(5,000)	12.85
Exercised in 2008	(45,000)	4.96
Outstanding at December 31, 2008	392,890	8.12
Granted in 2009	-	-
Canceled in 2009	-	-
Exercised in 2009	-	-
Outstanding at December 31, 2009	392,890	8.12
Exercisable at December 31, 2009	392,890	\$ 8.12

The options exercisable at December 31, 2008 and 2009 were 392,890 and 392,890, respectively.

The aggregate intrinsic value of options outstanding and options exercisable as of December 31, 2009 was \$0.2 million. The intrinsic value is calculated as the difference between the market value as of December 31, 2009 and the exercise price of the shares. The market value as of December 31, 2009 was \$7.95 as reported by The NASDAQ Global Market.

Stock options outstanding at December 31, 2009 are summarized as follows:

Range of Exercise Prices	Outstanding Options as of December 31, 2009	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Options Exercisable as of December 31, 2009	Weighted Average Exercise Price
\$2.00 – \$2.99	18,500	2.7	\$ 2.13	18,500	\$ 2.13
3.00 – 6.99	28,750	0.8	3.73	28,750	3.73
7.00 – 9.99	290,000	4.4	8.03	290,000	8.03
10.00–12.99	55,640	5.3	12.85	55,640	12.85
	<u>392,890</u>	4.2	\$ 8.12	<u>392,890</u>	\$ 8.12

Under the various plans, options that are cancelled can be reissued. At December 31, 2009 no options were reserved for future issuance.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
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A summary of nonvested shares of restricted stock awards outstanding under the Company's 2006 Plan as of December 31, 2009 and changes during the year then ended is as follows:

	Shares	Weighted Average Grant Date Fair Value
Nonvested shares at January 1, 2007	293,500	\$ 13.68
Granted in 2007	30,000	12.69
Vested in 2007	(43,750)	13.76
Forfeited in 2007	(12,500)	14.57
Nonvested shares at December 31, 2007	267,250	13.47
Granted in 2008	57,500	10.68
Vested in 2008	(56,500)	13.00
Forfeited in 2008	(3,500)	14.85
Nonvested shares at December 31, 2008	264,750	12.76
Granted in 2009	140,000	7.55
Vested in 2009	(77,500)	11.52
Forfeited in 2009	-	-
Nonvested shares at December 31, 2009	327,250	\$ 11.03

As of December 31, 2009, there was approximately \$3.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. The unrecognized compensation cost is expected to be recognized over a weighted-average period of 4.8 years.

For the years ended December 31, 2007, 2008 and 2009, we recognized share-based compensation cost of approximately \$0.6 million, \$0.7 million and \$0.9 million, respectively, which is included in general and administrative expenses. The Company does not capitalize any share-based compensation cost.

The actual tax benefits realized from non-qualified stock option exercises totaled \$0.5million, \$0.0 million and \$0 million for the years ended December 31, 2007, 2008 and 2009, respectively. In accordance with ASC 178, in the Consolidated Statement of Cash Flows, the Company classified tax benefits from stock option exercises as cash provided by financing activities.

8. Defined Contribution Plan

The Company maintains a defined contribution plan covering substantially all domestic employees. Participating employees may make contributions to the plan, through payroll deductions. Matching contributions are made by the Company equal to 50% of the employee's contribution to the extent such employee contribution did not exceed 6% of their compensation. During the years ended December 31, 2007, 2008 and 2009, the Company expensed approximately \$121 thousand, \$130 thousand and \$116 thousand, respectively, related to this plan.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
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9. Commitments and Contingencies

Leases

Operating leases relate to the lease of the space used for our operations in Shrewsbury, New Jersey and Mississauga, Canada as well as our former sales office in Hauppauge New York. The commitments for operating leases include the minimum rent payments and a proportionate share of operating expenses and property taxes.

2010	\$	366
2011		318
2012		303
2013		-
2014		-
	<u>\$</u>	<u>987</u>

Rent expense for the years ended December 31, 2007, 2008 and 2009 was approximately \$380 thousand, \$371 thousand and \$354 thousand, respectively.

Employment Agreements

In the second quarter of 2007 the Vice President of Marketing and Business Development resigned from his position with the Company.

In connection with the resignation, the Company issued a letter (the "Resignation Letter"). Pursuant to the Resignation Letter, the Company paid the former executive his current salary of \$150 thousand (plus payments for unused vacation time) in 24 equal semimonthly installments. The Company expensed the \$150 thousand ratably over the term of the consulting agreement which was one year following the Resignation Letter.

In the event that Simon Nynens', President and Chief Executive officer, employment is terminated without cause or by the rendering of a non-renewal notification, he is entitled to receive severance payments equal to twelve months salary and immediate vesting of all outstanding stock awards. Additionally, in the event that a change of control of the Company occurs (as described in the employment agreement), Mr. Nynens outstanding stock awards become immediately vested and he is entitled to the pro-rata performance bonus based upon stock price at the date of such change in control.

The Company has entered into a letter agreement with Mr. Legrottaglie, Vice President of Information Systems. Mr. Legrottaglie is entitled to severance payments for six months at the then applicable annual base salary if the Company terminates his employment for any reason other than for cause.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

Other

The Company is not committed by lines of credit, standby letters of credit, has no standby repurchase obligations or other commercial commitments. Other than employment arrangements and other management compensation arrangements, the Company is not engaged in any transactions with related parties.

10. Industry, Segment and Geographic Information

The Company markets software to software development and information technology professionals in the United States and Canada.

Geographic revenue and identifiable assets related to operations as of and for the years ended December 31, 2007, 2008 and 2009 were as follows:

	2007		2008		2009
Net sales to Unaffiliated Customers:					
United States	\$ 156,602	\$	155,193	\$	135,020
Canada	23,263		18,832		11,364
Total	<u>\$ 179,865</u>	<u>\$</u>	<u>174,025</u>	<u>\$</u>	<u>146,384</u>

	2008		2009	
Identifiable Assets by Geographic Areas at December 31,				
United States	\$ 44,690	\$	50,236	
Canada	2,795		3,431	
Total	<u>\$ 47,485</u>	<u>\$</u>	<u>53,667</u>	

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 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 "Programmer's Paradise" segment, which sells technical software, hardware and services directly to end-users (such as individual programmers, corporations, government agencies, and educational institutions) and the "Lifeboat" segment, which distributes technical software to corporate resellers, VARs, consultants and systems integrators.

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

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

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 a business unit. The Company only identifies accounts receivable and inventory by segment as shown below as "Selected Assets"; it does not allocate its other assets, including capital expenditures by segment.

Revenue:	Year Ended December 31,		
	2007	2008	2009
Programmer's Paradise	\$ 44,814	\$ 56,893	\$ 48,326
Lifeboat	135,051	117,132	98,058
	<u>179,865</u>	<u>174,025</u>	<u>146,384</u>
Gross Profit:			
Programmer's Paradise	\$ 5,781	\$ 6,509	\$ 5,652
Lifeboat	11,454	10,288	9,941
	<u>17,235</u>	<u>16,797</u>	<u>15,593</u>
Direct Costs:			
Programmer's Paradise	\$ 2,891	\$ 2,876	\$ 2,650
Lifeboat	2,885	2,915	2,866
	<u>5,776</u>	<u>5,791</u>	<u>5,516</u>
Income Before Taxes:			
Programmer's Paradise	2,890	3,632	3,002
Lifeboat	8,569	7,373	7,075
Segment Income	<u>11,459</u>	<u>11,005</u>	<u>10,077</u>
General and administrative	6,305	6,415	5,803
Interest income	989	741	521
Foreign currency translation gains	2	3	-
Income before taxes	<u>\$ 6,145</u>	<u>\$ 5,334</u>	<u>\$ 4,795</u>
Selected Assets By Segment:			
Programmer's Paradise	\$ 18,329	\$ 21,591	
Lifeboat		7,529	13,317
Segment Select Assets		<u>25,858</u>	<u>34,908</u>
Corporate Assets		21,627	18,759
Total Assets		<u>\$ 47,485</u>	<u>\$ 53,667</u>

The Company had two major customers that accounted for more than 10% of total sales for 2009. For the year ended December 31, 2009, CDW and Software House International accounted for 10.5% and 10.7% of consolidated net sales, respectively. These same customers accounted for 11.3% and 4.1% of total net accounts receivable as of December 31, 2009. The Company had no major customers that accounted for more than 10% of total sales for 2008. One customer, CDW Corporation, accounted for 10.9% of consolidated net sales in 2007. Our top five customers accounted for 36%, 31%, and 28% of consolidated net sales in 2009, 2008 and 2007, respectively.

Wayside Technology Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars in tables in thousands, except per share amounts)

11. Loss on Lease

During the second quarter of 2006, the Company made the decision to close down and sublease its sales office in Hauppauge, New York. Based on forecasted sublease income compared to estimated expenses, the Company recorded a liability and took a charge of approximately \$97 thousand during the second quarter of 2006.

The Company's tenant terminated its sublease in December 2007. After considering information provided by the Company's leasing agent the Company took an additional charge of \$76 thousand in the fourth quarter of 2007.

In 2008, the Company took an additional charge of \$141 thousand to fully reserve for the remaining costs of the lease, as it was determined that due to the downturn in the commercial real estate market in Long Island and with only a short time remaining on our lease that it would be unlikely to secure another subtenant.

12. Quarterly Results of Operations (Unaudited)

The following table presents summarized quarterly results for 2009:

	First	Second	Third	Fourth
Net sales	\$ 31,750	\$ 37,032	\$ 35,310	\$ 42,292
Gross profit	3,467	4,081	3,695	4,350
Net income	578	790	599	900
Basic net income per common share	\$ 0.13	\$ 0.18	\$ 0.14	\$ 0.20
Diluted net income per common share	\$ 0.13	\$ 0.18	\$ 0.13	\$ 0.20

The following table presents summarized quarterly results for 2008:

	First	Second	Third	Fourth
Net sales	\$ 40,506	\$ 48,096	\$ 45,392	\$ 40,031
Gross profit	3,745	4,298	4,252	4,501
Net income	629	823	811	903
Basic net income per common share	\$ 0.14	\$ 0.19	\$ 0.18	\$ 0.21
Diluted net income per common share	\$ 0.14	\$ 0.18	\$ 0.18	\$ 0.20

Wayside Technology Group, Inc. and Subsidiaries
Schedule II--Valuation and Qualifying Accounts
(In Thousands)

Description	Beginning Balance	Charged to Cost and Expense	Deductions	Ending Balance
Year ended December 31, 2007				
Allowances for accounts receivable	\$ 946	\$ 109	\$ 147	\$ 908
Reserve for inventory obsolescence	\$ 52	\$ (2)	\$ 11	\$ 39
Year ended December 31, 2008				
Allowances for accounts receivable	\$ 908	\$ 457	\$ 279	\$ 1,086
Reserve for inventory obsolescence	\$ 39	\$ 15	\$ (2)	\$ 56
Year ended December 31, 2009				
Allowances for accounts receivable	\$ 1,086	\$ 126	\$ 115	\$ 1,097
Reserve for inventory obsolescence	\$ 56	\$ (10)	\$ 26	\$ 20

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
PROGRAMMER'S PARADISE, INC.

Programmer's Paradise, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Programmer's Paradise, Inc.

1: SECOND: The Restated Certificate of Incorporation is hereby amended by deleting Article 1 in its entirety and substituting in lieu thereof the following new Article

"1. Name. The Name of the Corporation is Wayside Technology Group, Inc. (hereinafter referred to as the "Corporation")."

THIRD: That the aforesaid amendment was duly adopted by the shareholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by the undersigned this 8th day of August, 2006.

By: /s/ Kevin T. Scull
Name: Kevin T. Scull
Title: Vice President of Finance

RESTATED
CERTIFICATE OF INCORPORATION
OF
PROGRAMMER'S PARADISE, INC.

Pursuant to the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "G.C.L.") the undersigned, Roger Paradis and Lawrence M. Bell, the President and Assistant Secretary, respectively, of PROGRAMMER'S PARADISE, INC., a corporation organized and existing in the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is PROGRAMMER'S PARADISE, INC. The Corporation was originally incorporated under the name "Scarborough Systems, Inc, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State on September 30, 1982.

SECOND: This Restated Certificate of Incorporation restates, integrates and amends the Certificate of Incorporation of the Corporation, as heretofore amended and supplemented, and has been approved and duly adopted in accordance with the provisions of Sections 242 and 245 of the G.C.L. This Restated Certificate of Incorporation was approved by written consent in lieu of a meeting of the stockholders pursuant to Section 228 of the G.C.L. and written notice of such approval has been provided as required by such section.

THIRD: The text of the Certificate of Incorporation, as heretofore amended and supplemented, is hereby further amended and restated to read as herein set forth in full:

ARTICLE I

Name

The name of the Corporation is Programmer's Paradise, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Address: Registered Agent

The address of the Corporation's registered office in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the G.C.L.

ARTICLE IV

Capitalization

Section 1. The aggregate number of shares of all classes of capital stock which the Corporation is authorized to issue is 10,010,000 shares, of which: (i) 10,000 shares shall be preferred stock, par value \$.01 per share (hereinafter referred to as the "Preferred Stock"); and (ii) 10,000,000 shares shall be common stock, par value \$.01 per share (hereinafter referred to as the "Common Stock").

Section 2. Pursuant to Section 151 of the G.C.L., a statement of the designations, powers, preferences and rights, and the qualifications and restrictions thereof, in respect of each class of capital stock is as follows:

A. PREFERRED STOCK

The Board of Directors is hereby expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or no voting powers, and with such designations, preferences and relative, participating, optional or other rights, and qualifications or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by a majority of the Board of Directors then in office and the certificate of designations filed under the G.C.L. setting forth such resolution or resolutions, including (without limiting the generality thereof) the following as to each such series:

- (i) the designation of such series;
- (ii) the dividends, if any, payable with respect to such series, the rates or basis for determining such dividends, any conditions and dates upon which such dividends shall be payable, the preferences, if any, of such dividends over, or the relation of such dividends to, the dividends payable on the Common Stock or any other series of Preferred Stock, whether such dividends shall be noncumulative or cumulative, and, if cumulative, the date or dates from which such dividends shall be cumulative;
- (iii) whether shares of such series shall be redeemable at the option of the Board of Directors or the holder, or both, upon the happening of a specified event and, if redeemable, whether for cash, property or rights, including securities of the Corporation, the time, prices or rates and any adjustment and other terms and conditions of such redemption;
- (iv) the terms and amount of any sinking, retirement or purchase fund provided for the purchase or redemption of shares of such series;
- (v) whether or not shares of such series shall be convertible into or exchangeable for shares of Common Stock or any other series of Preferred Stock, at the option of the Corporation or of the holder, or both, or upon the happening of a specified event and, if provision be made for such conversion or exchange, the terms, prices, rates, adjustments and any other terms and conditions thereof;

- (vi) the extent, if any, to which the holders of shares of such series shall be entitled to vote with respect to the election of Directors or otherwise, including, without limitation, the extent, if any, to which such holders shall be entitled, voting as a series or as a part of a class, to elect one or more Directors upon the happening of a specified event or otherwise;
- (vii) the restrictions, if any, on the issue or reissue of shares of such series or any other series;
- (viii) the extent, if any, to which the holders of shares of such series shall be entitled to preemptive rights; and
- (ix) the rights of the holders of shares of such series upon the liquidation of the Corporation or any distribution of its assets.

B. COMMON STOCK

1. Designation and Amount. The authorized number of shares of Common Stock shall be 10,000,000.

2. Dividends and Distributions. No payment of dividends or distributions shall be made to the holders of shares of Common Stock unless and until the holders of shares of Preferred Stock receive any preferential amounts to which they are entitled under this ARTICLE IV or in the resolution or resolutions providing for the issue of shares of Preferred Stock. Subject to the limitation set forth in the preceding sentence of this Paragraph 2 and except as otherwise provided by this Restated Certificate of Incorporation or in the resolution or resolutions providing for the issue of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends and distributions as may be declared upon such shares of Common Stock from time to time by a resolution or resolutions adopted by the Board of Directors.

3. Voting Rights. All holders of Common Stock shall be entitled to notice of any stockholders' meeting. Subject to the provisions of any applicable law and except as otherwise provided in this Restated Certificate of Incorporation or by the resolution or resolutions providing for the issue of shares of Preferred Stock, all voting rights shall be vested solely in the Common Stock. The holders of shares of Common Stock shall be entitled to vote upon the election of Directors and upon any other matter submitted to the stockholders for a vote. Each share of Common Stock issued and outstanding shall be entitled to one noncumulative vote. A fraction of a share of Common Stock shall not be entitled to any voting rights whatsoever.

4. Liquidation Dissolution or Winding Up. Except as otherwise provided in this Restated Certificate of Incorporation and subject to the rights of holders, if any, of Preferred Stock to receive preferential liquidation distributions to which they are entitled under this ARTICLE IV or under the resolution or resolutions providing for the issue of shares of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and liabilities of the Corporation, all assets of the Corporation shall be shared on pro rata among the holders of the Common Stock.

5. No Preemptive Rights. No holder of shares of Common Stock shall as such holder have any preemptive right to purchase or subscribe to shares of Common Stock or shares or other securities convertible into or exchangeable for or carrying rights or options to purchase or subscribe to shares of Common Stock.

ARTICLE V

Board of Directors; Stockholders' Meetings

Section 1. The Board of Directors shall consist of not less than three persons, the exact number to be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of Directors then in office.

Section 2. Subject to the rights of the holders of Preferred Stock, any vacancy in the Board of Directors caused by death, resignation, removal, retirement, disqualification or any other cause (including an increase in the number of Directors) may be filled solely by resolution adopted by a majority of the Board of Directors then in office, whether or not such majority constitutes less than a quorum, or by a sole remaining Director; provided however, that any vacancy created by a removal of a Director pursuant to Section 3 of this ARTICLE V may be filled by action of the stockholders taken at the same meeting at which the vacancy was created; such action to be upon the affirmative vote of the holders of not less than a majority of the voting power of the outstanding capital stock entitled to vote in the election of Directors, voting as a single class.

Section 3. Subject to the rights of holders of Preferred Stock to elect Directors or to remove Directors so elected, a duly elected Director of the Corporation may not be removed from such position other than for cause; any such removal may be effected only by the affirmative vote of the holders of at least a majority of the voting power of the outstanding capital stock entitled to vote in the election of Directors, voting as a single class.

Section 4. Except as otherwise provided by applicable law or by this Restated Certificate of Incorporation, a majority of the Board of Directors then in office at the time of a duly assembled meeting shall be necessary to constitute a quorum and be sufficient for the transaction of business, and the act of a majority of the Directors present at such meeting shall be the act of the Board of Directors.

Section 5. Except as otherwise provided by law, at any annual or special meeting of stockholders only such business shall be conducted as shall have been properly brought before the meeting. Except as otherwise provided in this ARTICLE V, in order to be properly brought before the meeting, such business must have either been: (A) specified in the written notice of the meeting (or any supplement thereto) given to the stockholders of record on the record date for such meeting by or at the direction of the Board of Directors; (B) brought before the meeting at the direction of the Chairman, the Chief Executive Officer, the President or the Board of Directors; or (C) specified in a written notice given by or on behalf of a stockholder of record on the record date for such meeting entitled to vote thereat or a duly authorized proxy for such stockholder, in accordance with all of the following requirements. A notice referred to in clause (C) of the preceding sentence must be delivered personally to, or mailed to and received at, the principal executive office of the Corporation, addressed to the attention of the Secretary, not later than the earlier to occur of (x) the date which is 60 days prior to the meeting and (y) the date determined by the Corporation in compliance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as the last date on which stockholder proposals may be submitted to the Corporation for inclusion in the Corporation's proxy materials with respect to the meeting in question; provided, however, that in the event that less than 60 days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual or special meeting was mailed or such public disclosure was made, whichever first occurs. Such notice referred to in clause (C) of the first sentence of this Section 5 shall set forth: (i) a full description of each such item of business proposed to be brought before the meeting and the reasons for conducting such business at such meeting; (ii) the name and address of the person proposing to bring such business before the meeting; (iii) the class and number of shares held of record, held beneficially and represented by proxy by such person as of the record date for the meeting (if such date has then been made publicly available) and as of the date of such notice; (iv) if any item of such business involves a nomination for Director, all information regarding each such nominee that would be required to be set forth in a definitive proxy statement filed with the Securities and Exchange Commission (the "Commission") pursuant to the Exchange Act, or any successor thereto, and the written consent of each such nominee to serve if elected; (v) any material interest of the stockholder in such item of business; and (vi) all other information that would be required to be filed with the Commission if, with respect to the business proposed to be brought before the meeting, the person proposing such business was a participant in a solicitation subject to Section 14 of the Exchange Act or any successor thereto. No business shall be brought before any meeting of stockholders of the Corporation otherwise than as provided in this Section 5. The Board of Directors may require a proposed nominee for Director to furnish such other information as may be required to be set forth in a stockholder's notice of nomination which pertains to the nominee or which may be reasonably required to determine the eligibility of such proposed nominee to serve as a Director of the Corporation. The Chairman of the meeting may, if the facts warrant, determine that a nomination or stockholder proposal was not made in accordance with the foregoing procedure, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination or proposal shall be disregarded.

Section 6. The annual meeting of stockholders of the Corporation for the election of Directors and the transaction of such other business as may be brought before the meeting in accordance with this Restated Certificate of Incorporation shall be held on the date and the time fixed from time to time by the Board of Directors by a resolution adopted by the Board of Directors. Except as provided below in this ARTICLE V, special meetings of stockholders may be called only at the direction of the Chairman, the Chief Executive Officer, the President or the record holders of at least 35% of the voting power of the outstanding capital stock of the Corporation. Annual and special meetings of stockholders shall not be called or held otherwise than as herein provided.

Section 7. Except as otherwise provided by law or by ARTICLE VII of this Restated Certificate of Incorporation, at any meeting of stockholders of the Corporation the presence in person or by proxy of the holders of a majority in voting power of the outstanding capital stock of the Corporation entitled to vote shall constitute a quorum for the transaction of business brought before the meeting in accordance with this Restated Certificate of Incorporation and, a quorum being present, the affirmative vote of the holders of a majority in voting power present in person or represented by proxy and entitled to vote shall be required to effect action by stockholders; provided, however, that the affirmative vote of a plurality in voting power present in person or represented by proxy and entitled to vote shall be required to effect elections of Directors.

ARTICLE VI

Director Liability

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability: (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the G.C.L.; or (iv) for any transaction from which the Director derived an improper personal benefit. If the G.C.L. is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the G.C.L., as so amended. The provisions of this ARTICLE VI are not intended to, and shall not, limit, supersede or modify any other defense available to a Director under applicable law. Any repeal or modification of this ARTICLE VI by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing immediately prior to the time of such repeal or modification.

ARTICLE VII

Amendments to the Restated Certificate of Incorporation

The Corporation reserves the right to amend, alter change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the affirmative vote of stockholders holding 66-2/3% of the outstanding shares of capital stock then entitled to vote on such issue shall be required in order to amend any provision of, or to adopt any provision which is inconsistent with Article V, Article VI or this Article VII.

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of the 5th day of July, 1995.

PROGRAMMER'S PARADISE, INC.

By: /s/ Roger Paradis

Name: Roger Paradis

Title: President

ATTEST:

By: /s/ Lawrence M. Bell

Name: Lawrence M. Bell

Title: Assistant Secretary

Subsidiaries

Name	Jurisdiction of Organization
Lifeboat Distribution, Inc.	Delaware
Programmer's Paradise, Inc.	Delaware
Programmers Paradise	Canada
TechXtend, Inc.	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-136211) of Wayside Technology Group, Inc. (the "Company"), pertaining to the Company's 2006 Stock-Based Compensation Plan, and in the Registration Statement on Form S-8 (333-72249) of the Company pertaining to the Company's 1986 Stock Option Plan, the Company's 1995 Stock Plan and the Company's 1995 Non-Employee Director Plan, of our report dated February 22, 2010, relating to the consolidated financial statements and financial statement schedule of the Company, which appear in the Annual Report (Form 10-K) of the Company for the year ended December 31, 2009.

/s/ Amper, Politziner & Mattia, LLP

February 22, 2010
Edison, New Jersey

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Simon F. Nynens, certify that:

1. I have reviewed this annual report on Form 10-K 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 officers 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 15d-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 on 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 officers 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 the 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: February 22, 2010

/s/ Simon F. Nynens

Simon F. Nynens

President and Chief Executive Officer and
Chairman of the Board

CERTIFICATION OF CHIEF ACCOUNTING OFFICER

I, Kevin T. Scull, certify that:

1. I have reviewed this annual report on Form 10-K 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 officers 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 15d-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 on 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 officers 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 the 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: February 22, 2010

/s/ Kevin T. Scull

Kevin T. Scull

Vice President and Chief Accounting Officer

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 Annual Report of Wayside Technology Group, Inc. (the "Company") on Form 10-K for the period ending December 31, 2009 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
President and Chief Executive Officer
February 22, 2010

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.

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 Annual Report of Wayside Technology Group, Inc (the "Company") on Form 10-K for the period ending December 31, 2009 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
February 22, 2010

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.