

Staffing 360 Solutions, Inc.
Form 10-KT/A
April 13, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KT/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended _____

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from June 1, 2016 to December 31, 2016

COMMISSION FILE NUMBER: 001-37575

STAFFING 360 SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada 68-0680859
(State of incorporation) (I.R.S. Employer Identification)
641 Lexington Avenue

27th Floor

New York, New York 10022

(Address of principal executive offices)

(646) 507-5710

(Registrant's telephone number)

Securities registered under Section 12(b) of the Exchange Act: Common Stock, par value \$0.00001.

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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 Exchange 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 website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of the 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 information statements incorporated by reference in Part III of this Form 10-K/T or any amendment to this Form 10-K/T.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the act): Yes No

As of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was approximately \$9,587,626 based on the closing price (last sale of the day) for the registrant's common stock on the Nasdaq exchange on June 30, 2016 of \$1.58 per share.

As of April 12, 2017, 14,498,979 shares of common stock, \$0.00001 par value, were outstanding.

Explanatory Note

We are filing this Amendment No. 1 to our Annual Report on Form 10-K/T for the transition period ended December 31, 2016, as filed with the Securities and Exchange Commission on April 12, 2017 (“Original Form 10-K/T”), to correct an inadvertent omission of language in the contents of Exhibit 23.1, the Consent of Independent Registered Public Accounting Firm (the “Auditor Consent”). The Auditor Consent inadvertently omitted a Registration Statement on Form S-3 from the first sentence of the Auditor Consent. The Auditor Consent with the correct registration statement references is filed as an exhibit attached hereto.

Other than the corrections noted in this Explanatory Note, no other changes have been made to the Original Form 10-K/T. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Original Form 10-K/T or modify or update in any way disclosures made in the Original Form 10-K/T. Amendment No. 1 should be read in conjunction with the Original Form 10-K/T.

Exhibit

Number Description of Exhibit

23.1* Consent of Independent Registered Public Accounting Firm.

31.1* Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2* Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

* Filed herewith

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.

STAFFING 360 SOLUTIONS, INC.

Date: April 13, 2017 By: /s/ Brendan Flood
Brendan Flood
Executive Chairman
(Principal Executive Officer)

Date: April 13, 2017 By: /s/ David Faiman
David Faiman
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)