

Staffing 360 Solutions, Inc.
Form 10-Q/A
November 19, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended June 30, 2018

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: 001-37575

STAFFING 360 SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of

68-0680859
(I.R.S. Employer

incorporation or organization) Identification No.)

641 Lexington Avenue, Suite 2701

New York, New York 10022

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(Address of principal executive offices) (Zip Code)

(646) 507-5710

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 every Interactive Data File required to be submitted 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 such files). Yes No

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

Large Accelerated Filer	Accelerated Filer
Non-Accelerated Filer	Smaller Reporting Company
	Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of August 14, 2018, there were 4,720,377 outstanding common stock shares, par value \$0.00001 per share, of the issuer.

EXPLANATORY NOTE

Staffing 360 Solutions, Inc., (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (“Amendment No. 1”) to amend its Annual Report on Form 10-Q for the quarterly period ended June 30, 2018, which was filed with the Securities and Exchange Commission, on August 14, 2018 (the “Original Filing”). The Company is filing this Amendment No. 1 to incorporate by reference Exhibits 10.1, 10.2, 10.3 and 10.4 and to update the index of exhibits under Part II, Item 6 of the Original Filing.

This Amendment No. 1 contains only the Cover Page to this Form 10-Q/A, this Explanatory Note, Item 6, the Exhibit Index, the Signature Page, and the updated certifications as Exhibits 31.1, 31.2, 32.1 and 32.2. Other than the revisions of the disclosures as discussed above and expressly set forth herein, this Amendment No. 1 speaks as of the filing date of the Original Filing and does not reflect any events that may have occurred subsequent to such date.

Item 6. Exhibits

Exhibit No. Description

- | | |
|------|---|
| 3.1 | <u>Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.3 to the Company’s Form 8-K, filed with the SEC on June 15, 2017)</u> |
| 3.2 | <u>Amendment to Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the Company’s Form 8-K, filed with the SEC on January 3, 2018)</u> |
| 3.3 | <u>Amended and Restated By-Laws (previously filed as Exhibit 3.1 to the Company’s Form 8-K, filed with the SEC on March 29, 2018)</u> |
| 10.1 | <u>Share Purchase Agreement, dated June 28, 2018, by and among Longbridge Recruitment 360 Limited, Staffing 360 Solutions, Inc., and Richard Ward (previously filed as an exhibit to the Company’s Form 8-K filed with the SEC on July 5, 2018)</u> |
| 10.2 | <u>Agreement for Purchase of Debt, dated June 28, 2018, between HSBC Invoice Finance (UK) Limited, and Clement May Limited (previously filed as an exhibit to the Company’s Form 8-K filed with the SEC on July 5, 2018)</u> |
| 10.3 | |

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10.4	<u>Term Loan letter agreement, dated June 26, 2018, between HSBC Bank plc. and Staffing 360 Solutions Limited (previously filed as an exhibit to the Company's Form 8-K filed with the SEC on July 5, 2018) Amendment to Staffing 360 Solutions, Inc. 2016 Omnibus Incentive Plan (incorporated by reference from Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, filed on April 20, 2018).</u>
31.1	<u>Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes Oxley Act of 2002</u>
31.2	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes Oxley Act of 2002</u>
32.1†	<u>Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002</u>
32.2†	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes Oxley Act of 2002</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema

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101.CAL XBRL Taxonomy Calculation Linkbase
101.DEF XBRL Taxonomy Definition Linkbase
101.LAB XBRL Taxonomy Label Linkbase
101.PRE XBRL Taxonomy Presentation Linkbase

† In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are furnished and not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 16, 2018 STAFFING 360 SOLUTIONS, INC.

By: /s/ Brendan Flood
Brendan Flood
Chairman and Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

Date: November 16, 2018 STAFFING 360 SOLUTIONS, INC.

By: /s/ David Faiman
David Faiman
Chief Financial Officer
(Duly Authorized Officer, Principal Financial Officer and Principal Accounting Officer)