

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Dvorkin Howard</u><br><br>(Last) (First) (Middle)<br><u>C/O FLEXSHOPPER, INC.</u><br><u>901 YAMATO ROAD, STE. 260</u><br><br>(Street)<br><u>BOCA RATON FL 33431</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FlexShopper, Inc. [ FPAY ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/21/2019</u>            |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |   |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |   |
| Common Stock                    | 11/21/2019                           |  | P                              |   | 16,200  | A          | \$1.56 <sup>(1)</sup> | 1,574,639   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 11/22/2019                           |  | P                              |   | 10,000  | A          | \$1.54 <sup>(2)</sup> | 1,584,639   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 11/21/2019                           |  | P                              |   | 7,529   | A          | \$1.55 <sup>(4)</sup> | 1,744,327   | I  | See footnote <sup>(6)</sup>                           |
| Common Stock                    | 11/22/2019                           |  | P                              |   | 7,471   | A          | \$1.54 <sup>(5)</sup> | 1,751,798   | I  | See footnote <sup>(6)</sup>                           |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D) |   |  |  |   |  |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.55 to \$1.56, inclusive. The reporting person undertakes to provide to FlexShopper, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- These shares were purchased in multiple transactions at a purchase price of \$1.54. The reporting person undertakes to provide to FlexShopper, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- Held of record by PITA Holdings, LLC ("PITA"). The manager of PITA is Beta Investment Group, Inc. ("Beta"), of which the reporting person is the President. The reporting person disclaims beneficial ownership of the securities of the Issuer held of record by PITA except to the extent of his pecuniary interest therein.
- These shares were purchased in multiple transactions at a purchase price of \$1.55. The reporting person undertakes to provide to FlexShopper, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.54 to \$1.55, inclusive. The reporting person undertakes to provide to FlexShopper, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- Held of record by NRNS Capital Holdings, LLC ("NRNS"), of which the reporting person is the manager. The reporting person disclaims beneficial ownership of the Issuer held of record by NRNS except to the extent of his pecuniary interest therein. Amount excludes 753,697 shares of the Issuer's common stock which are issuable upon the exercise of warrants held of record by NRNS. Under the terms of the warrants, the holder may not exercise the warrants to the extent such exercise would cause the holder, together with its affiliates, to beneficially own a number of shares of common stock which would exceed 4.99% of the Issuer's then outstanding shares of common stock following such exercise. This limitation may be increased to 9.99% at holder's option upon 61 days notice to the Issuer.

/s/ Howard Dvorkin by Ka'im Jones, as attorney-in-fact 11/25/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.