

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 14, 2016

FlexShopper, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-52589
(Commission File Number)

20-5456087
(IRS Employer
Identification No.)

2700 North Military Trail, Ste. 200
Boca Raton, FL
(Address of Principal Executive Offices)

33431
(Zip Code)

(Registrant's Telephone number, including area code) (561) 419-2923

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation; Change in Fiscal Year.

As previously reported, on March 17, 2016, the holders of a majority of the shares of the common stock of FlexShopper, Inc. (the “Company”) approved by written consent the grant of discretionary authority to the Company’s board of directors (the “Board”) to amend the Company’s Certificate of Incorporation to effect a reverse stock split of the outstanding shares of common stock of the Company (“Common Stock”), at such time and date as determined by the Board, by a ratio of not less than one-for-five and not more than one-for-10, with the exact ratio to be set at a number within this range as determined by the Board in its sole discretion.

On October 14, 2016, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment (the “Certificate of Amendment”) to its certificate of incorporation, which Certificate will effectuate as of October 24, 2016 at 11:59 p.m. Eastern Time (the “Effective Time”) the reverse stock split by a ratio of one-for-10 (the “Reverse Split”). At the Effective Time, every 10 outstanding shares of Common Stock became one share of Common Stock. No fractional shares were, or shall be, issued in connection with the Reverse Split. A stockholder who would otherwise be entitled to receive a fractional share of Common Stock will be entitled to receive the fractional share rounded up to the next whole share. The Reverse Split did not change the number of shares of common or preferred stock that the Company is authorized to issue, or the par value of the Company’s common or preferred stock.

The Reverse Split will result in a proportionate adjustment to the per share exercise price and the number of shares of Common Stock issuable upon the exercise of outstanding preferred stock, stock options and warrants, as well as the number of shares of Common Stock eligible for issuance under the Company’s 2007 Omnibus Equity Compensation Plan and 2015 Omnibus Equity Compensation Plan.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1 Certificate of Amendment to the Certificate of Incorporation of the Company.

SIGNATURE

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 hereunto duly authorized.

FlexShopper, Inc.

Date: October 14, 2016

By: /s/ Brad Bernstein

Name: Brad Bernstein,
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of the Company

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
FLEXSHOPPER, INC.**

FlexShopper, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of FlexShopper, Inc. adopted a proposed amendment of the Certificate of Incorporation of said corporation to effectuate a reverse stock split, declaring said amendment to be advisable.

The proposed amendment reads as follows:

Section 1 of Article Fourth is hereby amended by adding the following paragraph after the first and only paragraph:

Upon the effectiveness (the "Effective Time") of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each share of Common Stock, par value \$.001 per share, issued and outstanding immediately prior to the Effective Time will be automatically combined and converted into that fraction of a share of Common Stock, par value \$.001 per share, of the Corporation as has been determined by the Board of Directors in its sole discretion within the range of 1-for-5 and 1-for-10 shares and publicly announced by the Corporation at least 10 days prior to effectiveness of this Certificate of Amendment (the "Consolidation"). Notwithstanding the foregoing, no fractional shares shall be issued in connection with the Consolidation. Fractional shares shall be rounded up to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter and without the necessity for presenting the same represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the rounding up of any fractional share interests as described above.

SECOND: That the Board of Directors subsequently approved a ratio of 1-for-10.

THIRD: That the terms and provisions of this Certificate of Amendment shall become effective as of 11:59 p.m. Eastern time, on October 24, 2016.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 14th day of October, 2016.

By: /s/ Brad Bernstein
Title: Chief Executive Officer
Name: Brad Bernstein
