SEC Form 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 <sup>*</sup> Dvorkin Howard	2. Date of Event Requiring Statem (Month/Day/Year 09/28/2018	nent 📘	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FlexShopper, Inc.</u> [ FPAY ]					
(Last) (First) (Middle) 6360 NW 5 WAY			4. Relationship of Reporting Person(s) (Check all applicable) Director X 10		(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) FORT LAUDERDALE FL 33309 (City) (State) (Zip)			Officer (give title below)	Other (spe below)	App	licable Line) K Form filed b	t/Group Filing (Check ny One Reporting Person ny More than One terson	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			734,694	I		By PITA Holdings LLC <sup>(1)</sup>		
Common Stock			1,507,395 <sup>(2)</sup>	Ι		By NRNS Capital Holdings, LLC <sup>(2)</sup>		
Table II - Derivative Securities Beneficially Owned     (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable Expiration Date (Month/Day/Year)		ate	3. Title and Amount of Securiti Underlying Derivative Security		4. Conversion or Exercise	rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

1. Beta Investment Group, Inc., a Florida corporation ("Beta"), is the manager of PITA Holdings LLC, a Florida limited liability company ("PITA"). Mr. Dvorkin is President of Beta and in such position has the right to direct the vote and disposition of securities owned by PITA. Mr. Dvorkin disclaims beneficial ownership of the shares of common stock of FlexShopper, Inc. held of record by PITA except to the extent of his pecuniary interest therein.

2. Excludes 753,697 shares of FlexShopper, Inc.'s common stock which are issuable upon the exercise of a common stock warrant held of record by NRNS Capital Holdings, LLC, a Florida limited liability company ("NRNS"). Under the terms of the warrant, the holder may not exercise the warrant 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 FlexShopper, Inc.'s then outstanding shares of common stock following such exercise. This limitation may be increased to 9.99% at the holder's option upon 61 days notice to FlexShopper, Inc. Mr. Dvorkin is the manager of NRNS and in such position has the right to direct the vote and disposition of securities owned by NRNS. Mr. Dvorkin disclaims beneficial ownership of the securities of FlexShopper, Inc. held of record by NRNS except to the extent of his pecuniary interest therein.

## /s/ Howard S. Dvorkin

\*\* Signature of Reporting Person

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

 $\ast$  If the form is filed by more than one reporting person, see Instruction 5 (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.

FORM 3

Date

10/03/2018