

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)

May 21, 2019

**FlexShopper, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

001-37945

20-5456087

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

2700 North Military Trail, Ste. 200  
Boca Raton, FL

33431

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (855) 353-9289

(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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value	FPAY	The Nasdaq Stock Market LLC
Warrants, each to purchase one share of Common Stock	FPAYW	The Nasdaq Stock Market LLC

**Item 8.01. Other Events.**

As previously reported, on November 21, 2018, FlexShopper, Inc. (the “Company”) received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, because the closing bid price for the Company’s common stock listed on Nasdaq was below \$1.00 for 30 consecutive trading days, the Company no longer met the minimum bid price requirement for continued listing on The Nasdaq Capital Market under Nasdaq Marketplace Rule 5550(a)(2), requiring a minimum bid price of \$1.00 per share (the “Minimum Bid Price Requirement”).

In accordance with Nasdaq Listing Rules, the Company had 180 calendar days, or until May 20, 2019, to regain compliance with the Minimum Bid Price Requirement. On May 21, 2019, Nasdaq informed the Company that it had been granted a 180-day extension to November 18, 2019 to regain compliance with the Minimum Bid Price Requirement, including by effecting a reverse stock split, if necessary.

If compliance with the Minimum Bid Price Requirement cannot be demonstrated by November 18, 2019, Nasdaq will provide written notification that the Company’s common stock will be delisted. In the event of such notification, the Company may appeal Nasdaq’s determination to delist its securities, but there can be no assurance that Nasdaq would grant the Company’s request for continued listing.

On May 21, 2019, the Company issued a press release announcing the 180-day extension to regain compliance with the Minimum Bid Price Requirement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Forward-Looking Statements**

Certain statements in this Current Report on Form 8-K may constitute “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements, which are based on certain assumptions and describe the Company’s future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as “believe,” “expect,” “may,” “will,” “should,” “could,” “seek,” “intend,” “plan,” “goal,” “estimate,” “anticipate,” or other comparable terms. Examples of forward-looking statements include statements regarding regaining compliance with the Minimum Bid Price Requirement. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, as discussed in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2019 and the Company’s subsequent Quarterly Reports on Form 10-Q. The forward-looking statements made in this Current Report on Form 8-K speak only as of the date of this Current Report on Form 8-K, and the Company assumes no obligation to update any such forward-looking statements to reflect actual results or changes in expectations, except as otherwise required by law.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release issued May 21, 2019</a>

**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.

May 21, 2019

**FlexShopper, Inc.**

By: /s/ Brad Bernstein

Brad Bernstein, Chief Executive Officer



### **FlexShopper, Inc. Receives Extension for Nasdaq Listing Compliance**

BOCA RATON, Fla., May 21, 2019 (GLOBE NEWSWIRE) -- FlexShopper, Inc. (Nasdaq:FPAY) ("FlexShopper" or the "Company"), a leading national online lease-to-own ("LTO") retailer and omnichannel LTO payment solution provider, today announced that The Nasdaq Stock Market ("Nasdaq") has determined that the Company is eligible for a 180-day grace period, or until November 18, 2019, to regain compliance with its Bid Price Rule.

As previously disclosed, the Company received notice from Nasdaq on November 21, 2018 stating that the bid price of the Company's common stock for the previous 30 consecutive trading days had closed below the minimum \$1.00 per share price required for continued listing under Listing Rule 5550(a)(2) (the "Bid Price Rule"). Per Nasdaq rules, the Company was provided an initial 180 calendar days, or until May 20, 2019, to demonstrate compliance by maintaining a minimum closing bid price of at least \$1.00 for a minimum of 10 consecutive trading days or by effecting, if necessary, a reverse stock split.

If the Company does not regain compliance with the Bid Price Rule by November 18, 2019, Nasdaq will provide written notification to the Company that its common stock will be delisted. At that time, the Company may appeal Nasdaq's delisting determination to a Nasdaq Hearings Panel, or the Panel. The Company's common stock would remain listed pending the Panel's decision. There can be no assurance that, if the Company does appeal such a delisting determination by Nasdaq to the Panel, that such appeal would be successful.

This current notification from Nasdaq has no immediate effect on the listing or trading of the Company's common stock, which will continue to trade on the Nasdaq Capital Market under the symbol "FPAY".

#### **About FlexShopper**

FlexShopper, Inc. (FPAY) is a leading omnichannel provider of lease-purchase solutions for non-prime consumers and for retailers. For shoppers, a simple application completed online or in store provides immediate purchasing power to non-prime consumers. For retailers, we provide an attractive alternative to their non-prime retail customers, which helps them "save the sale" and increase their business. Our unique, proprietary technology platform serves both B2C and B2B channels. FlexShopper's largest direct to consumer channel is its LTO marketplace ([www.flexshopper.com](http://www.flexshopper.com)), which features over 150,000 items drop-shipped by some of the nation's largest retailers. The Company's B2B channels include its mobile LTO point-of-sale technology and its LTO payment option on retailers' ecommerce sites. FlexShopper approves consumers utilizing its proprietary consumer screening model, collects from consumers under an LTO contract and pays its retail partners for the goods.

#### **Forward-Looking Statements**

Certain statements in this release may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as "believe," "expect," "may," "will," "should," "could," "seek," "intend," "plan," "goal," "estimate," "anticipate," or other comparable terms. Examples of forward-looking statements include statements we make regarding regaining compliance with the Bid Price Rule. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, as discussed in FlexShopper's filings with the Securities and Exchange Commission. The forward-looking statements made in this release speak only as of the date of this release, and FlexShopper assumes no obligation to update any such forward-looking statements to reflect actual results or changes in expectations, except as otherwise required by law.

#### **Contact:**

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