

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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*<br><u>Dvorkin Howard</u><br><br>(Last) (First) (Middle)<br>C/O FLEXSHOPPER, INC.<br>901 YAMATO ROAD, STE. 260<br><br>(Street)<br>BOCA RATON FL 33431<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>03/31/2019                   |   |
| 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 |   |  |   |

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)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title                       |
| Warrants (right to buy)                    | \$1.25   | 03/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 03/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.25   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.25   | 04/30/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 04/30/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.25   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.25   | 05/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 05/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.25   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.25   | 06/30/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 06/30/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.25   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.76   | 07/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 07/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.76   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$2  | 08/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 08/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$2  | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.69   | 09/30/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 09/30/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.69   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.54   | 10/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 10/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.54   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$2.01   | 11/30/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 11/30/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$2.01   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.96   | 11/30/2019                           |  | J <sup>(3)</sup>               |   |  | 10,000 | 09/30/2019   | 06/30/2023      | Common Stock  | 10,000                                     | \$1.96   | 30,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$2.78   | 12/31/2019                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 12/31/2019   | 06/30/2023      | Common Stock  | 40,000                                     | \$2.78   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$2.53   | 01/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 01/31/2020   | 06/30/2023      | Common Stock  | 40,000                                     | \$2.53   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$2.93   | 02/29/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 02/29/2020   | 06/30/2023      | Common Stock  | 40,000                                     | \$2.93   | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.4  | 03/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 03/31/2020   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.4  | 40,000  | I  | See footnote <sup>(2)</sup> |
| Warrants (right to buy)                    | \$1.34   | 04/30/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |        | 04/30/2020   | 06/30/2023      | Common Stock  | 40,000                                     | \$1.34   | 40,000  | I  | See footnote <sup>(2)</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) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Warrants (right to buy)                    | \$1.74   | 05/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 05/31/2020   | 06/30/2023      | Common Stock  | 40,000                     | \$1.74                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$1.91   | 06/30/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 06/30/2020   | 06/30/2023      | Common Stock  | 40,000                     | \$1.91                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$1.62   | 07/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 07/31/2020   | 06/30/2023      | Common Stock  | 40,000                     | \$1.62                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.45   | 08/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 08/31/2020   | 06/30/2023      | Common Stock  | 40,000                     | \$2.45                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$1.95   | 09/30/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 09/30/2020   | 09/30/2024      | Common Stock  | 40,000                     | \$1.95                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$1.68   | 10/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 10/31/2020   | 10/31/2024      | Common Stock  | 40,000                     | \$1.68                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.08   | 11/30/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 11/30/2020   | 11/30/2024      | Common Stock  | 40,000                     | \$2.08                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.57   | 12/31/2020                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 12/31/2020   | 12/31/2024      | Common Stock  | 40,000                     | \$2.57                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$3.09   | 01/31/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 01/31/2021   | 01/31/2025      | Common Stock  | 40,000                     | \$3.09                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$3.17   | 02/28/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 02/28/2021   | 02/28/2025      | Common Stock  | 40,000                     | \$3.17                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.89   | 03/31/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 03/31/2021   | 03/31/2025      | Common Stock  | 40,000                     | \$2.89                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.79   | 04/30/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 04/30/2021   | 04/30/2025      | Common Stock  | 40,000                     | \$2.79                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.97   | 05/31/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 05/31/2021   | 05/31/2025      | Common Stock  | 40,000                     | \$2.97                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$3.27   | 06/30/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 06/30/2021   | 06/30/2025      | Common Stock  | 40,000                     | \$3.27                                     | 40,000   | I   | See footnote <sup>(2)</sup>                            |
| Warrants (right to buy)                    | \$2.7  | 07/31/2021                           |  | A <sup>(1)</sup>               |   | 40,000   |     | 07/31/2021   | 07/31/2025      | Common Stock  | 40,000                     | \$2.7                                      | 40,000   | I   | See footnote <sup>(2)</sup>                            |

**Explanation of Responses:**

- Awarded pursuant to that certain Consulting Agreement, dated February 19, 2019, by and between the Issuer and XLR8 Capital Partners, L.L.C., as amended on August 30, 2020.
- Held by PITA Holdings, LLC ("PITA"). The manager of PITA is Beta Investment Group, Inc., 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.
- Consists of warrants owned by PITA which were assigned without consideration to unrelated parties.

/s/ Howard Dvorkin by H.  
Russell Heiser Jr, as attorney-in- 08/03/2021  
fact

\*\* 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.

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