

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

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

AMENDMENT NO. 2

FLEXSHOPPER, INC.

(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Warrants exercisable for Common Stock at an exercise price of \$1.25 per share
(Title of Class of Securities)

33939J113

(CUSIP Number of Warrants)

Richard House Jr.
Chief Executive Officer
FlexShopper, Inc.
901 Yamato Road, Suite 260
Boca Raton, Florida 33431
(855) 353-9289

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Spencer G. Feldman, Esq.
Olshan Frome Wolosky LLP
1325 Avenue of the Americas, 15th Floor
New York, New York 10019
Tel: (212) 451-2300

CALCULATION OF FILING FEE

Transaction valuation*

\$8,058,009

Amount of filing fee

\$1,045.93

* Estimated for purposes of calculating the amount of the filing fee only. FlexShopper, Inc. (the "**Company**") is offering holders of all of the Company's outstanding \$1.25 per share warrants (the "**Public Warrants**") the opportunity to exchange the Public Warrants for shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"), by tendering one Public Warrant in exchange for 0.62 Shares. The Public Warrants were issued by the Company in a registered public offering made pursuant to the Company's prospectus filed with the Securities and Exchange Commission (the "**SEC**") pursuant to Rule 424(b)(5), dated September 25, 2018, as amended by post-effective amendment No. 1 filed with the SEC on May 7, 2019. The amount of the filing fee assumes that all of the outstanding Public Warrants will be exchanged and is calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended. The transaction value was determined by using the average of the high and low prices of the Public Warrants as reported on the Nasdaq Capital Market on January 3, 2020, which was \$1.41.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,045.93
Form or Registration No.: Schedule TO

Filing Party: the Company
Date Filed: January 6, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Amendment No. 2 to Schedule TO

This Amendment No. 2 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “**SEC**”) on January 6, 2020 and amended on January 15, 2020 (as amended and, together with any subsequent amendments and supplements thereto, including this Amendment, the “**Schedule TO**”) filed by FlexShopper, Inc., a Delaware corporation (the “**Company**”). The Schedule TO relates to the tender offer by the Company to all holders of the Company’s outstanding warrants that were issued by the Company in its registered public offering of units consisting of common stock and warrants made pursuant to the Company’s prospectus filed with the SEC pursuant to Rule 424(b)(5), dated September 25, 2018, and as amended by post-effective amendment No. 1 filed with the SEC on May 7, 2019 (the “**Prospectus**”), exercisable for shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), which have an exercise price of \$1.25 per share (the “**Public Warrants**”), to receive 0.62 Shares in exchange for each Public Warrant tendered by the holders thereof (fractional Shares to be rounded up to the nearest whole Share to be issued). The tender offer is being made upon the terms and subject to the conditions in the Offer to Exchange dated January 6, 2020 (the “**Original Offer to Exchange**”), as supplemented and amended by Amendment No. 1 to the Schedule TO dated January 15, 2020 (the “**1st Amendment**” and, together with the Original Offer to Exchange, the “**Offer to Exchange**”), and in the related Letter of Transmittal (as amended to date, the “**Letter of Transmittal**”). The Offer to Exchange and Letter of Transmittal were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Offer to Exchange and the related Letter of Transmittal is incorporated herein by reference in response to all of the items of Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information

“Item 11. Additional Information” to the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

On January 28, 2020, the Company issued a press release reminding holders of the Public Warrants that the Offer will expire at 5:00 p.m., Eastern time, on Tuesday, February 4, 2020. A copy of such press release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(D) [Press release dated January 28, 2020.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 29, 2020

FLEXSHOPPER, INC.

By: /s/ Richard House Jr.

Name: Richard House Jr.

Title: Chief Executive Officer

Exhibit Index

The following are attached as exhibits to this Schedule TO:

| Exhibit Number | Description |
|----------------|---|
| (a)(1)(A)* | Offer to Exchange Letter dated January 6, 2020. |
| (a)(1)(B)* | Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9). |
| (a)(1)(C)* | Form of Notice of Guaranteed Delivery. |
| (a)(1)(D)* | Form of letter to brokers, dealers, commercial banks, trust companies and other nominees. |
| (a)(1)(E)* | Form of letter to be used by brokers, dealers, commercial banks, trust companies and other nominees for their clients. |
| (a)(5)(A)* | The Company's Annual Report on Form 10-K for the year ended December 31, 2018 (incorporated herein by reference to the Company's filing with the SEC on March 11, 2019). |
| (a)(5)(B)* | The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 (incorporated herein by reference to the Company's filing with the SEC on November 4, 2019). |
| (a)(5)(C)* | Press release dated January 6, 2020. |
| (a)(5)(D) | Press release dated January 28, 2020. |
| (d)(1) | Restated Certificate of Incorporation of FlexShopper, Inc. (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference). |
| (d)(2) | Certificate of Amendment to the Certificate of Incorporation of the Company (previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 21, 2018 and incorporated herein by reference). |
| (d)(3) | Certificate of Amendment to the Certificate of Incorporation of the Company (previously filed as Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q filed on November 5, 2018 and incorporated herein by reference). |
| (d)(4) | Amended and Restated Bylaws (previously filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K filed on March 11, 2019 and incorporated herein by reference). |
| (d)(5) | Form of Warrant Agent Agreement by and between the Company and Continental Stock Transfer & Trust and Form of Warrant (incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-1 (File No. 333-226823), filed with the SEC on September 24, 2018). |
| (d)(6) | Warrant Amendment and Exchange Agreement (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 30, 2019 and incorporated herein by reference). |

* Filed with Schedule TO dated January 6, 2020.



**FlexShopper Reminds Warranholders That the Offer to Exchange
Public Warrants for Common Stock Will Expire on Tuesday, February 4**

BOCA RATON, FLORIDA (January 28, 2020) — FlexShopper, Inc. (Nasdaq: FPAY, FPAYW) (the “Company,” “we” or “our”) today reminded warranholders that its previously announced offer to exchange (“Offer to Exchange”) 0.62 shares of the Company’s common stock (the “Shares”) for each outstanding Public Warrant is scheduled to conclude at 5:00 p.m., Eastern time, on February 4, 2020. Tenders of Public Warrants must be made prior to the expiration of the Offer to Exchange and may be withdrawn at any time prior to the expiration of the Offer to Exchange. Any and all outstanding Public Warrants are eligible to be tendered pursuant to the Offer.

Warranholders that hold their FlexShopper warrants in a brokerage account should have received notice from their broker with instructions on how tender their warrants for exchange. Warranholders who hold their shares directly in book entry or certificated form should have received a notice with instructions from **Continental Stock Transfer & Trust Co., Inc.**, the Depository for the Offer.

As reported in our current report on Form 8-K filed on December 30, 2019, holders of at least 50.1% of the outstanding Public Warrants have agreed to the warrant exchange terms. Warrants not exchanged pursuant to the Offer will be converted into Shares at a rate of 0.56 of a share of our common stock per Public Warrant, which is 10% less than the exchange rate applicable to the Offer and following the completion of the Offer and Conversion, the Public Warrants will be delisted.

The Offer to Exchange is not conditioned on the tender of any minimum number of Public Warrants. The Company will exchange all Public Warrants properly tendered and not properly withdrawn prior to the expiration of the Offer to Exchange, as described in the Offer to Exchange Letter that is filed with the SEC under cover of Schedule TO and being distributed to Public Warrant holders. The Offer to Exchange is, however, subject to certain customary conditions, as described in the Offer to Exchange Letter.

None of the Company or its board of directors, officers or employees makes any recommendations to Public Warrant holders as to whether to tender or refrain from tendering their Public Warrants pursuant to the Offer to Exchange. Public Warranholders must decide how many Public Warrants they will tender, if any.

The information agent for the Offer to Exchange is Morrow Sodali. The depository for the Offer to Exchange is Continental Stock Transfer & Trust Company. The Offer to Exchange, Letter of Transmittal and related documents are being delivered to Public Warranholders of record and will be made available for distribution to beneficial owners of the Public Warrants.

Additional Information

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell the Public Warrants or an offer to sell or a solicitation to buy any shares of the Company’s common stock. **The Offer to Exchange described above is made only pursuant to a Tender Offer Statement on Schedule TO and related exhibits, including the Offer to Exchange Letter, Letter of Transmittal and other related documents, filed with the SEC. Public Warrant holders should read carefully the Tender Offer Statement on Schedule TO, Offer to Exchange Letter, Letter of Transmittal and related exhibits, as they contain important information about the Offer to Exchange.** Public Warrant holders can obtain these documents free of charge from the SEC’s website at www.sec.gov, or by directing a request to the information agent for the Offer to Exchange, Morrow Sodali, toll-free (800) 662-5200 (banks and brokerage firms, please call (203) 658-9400).

About FlexShopper, Inc.

FlexShopper, Inc. enables consumers to shop for brand name electronics, home furnishings and other durable goods on a lease-to-own (LTO) basis through its e-commerce marketplace (www.FlexShopper.com), as well as its patented and patent pending systems. FlexShopper also provides LTO technology platforms to retailers and e-retailers to facilitate transactions with consumers that want to acquire their products, but do not have sufficient cash or credit. FlexShopper approves consumers utilizing its proprietary consumer screening model, collects from consumers under an LTO contract and funds the LTO transactions by paying merchants for the goods.

Forward-Looking Statements


In addition to historical information, this release may contain a number of “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, without limitation, information concerning completion of the Offer to Exchange, the terms and timing of the Offer to Exchange, and the impact of completion of the Offer to Exchange. The Company may modify the terms or timing of the Offer to Exchange with requisite notice. These statements are based on the Company’s management’s current expectations and beliefs, as well as a number of assumptions concerning future events. When used in this press release, the words “may,” “expect,” “estimate,” “project,” “purpose,” “plan,” “believe,” “intend,” “anticipate,” “will,” “continue,” “potential,” “should,” “could,” and similar terms and phrases are intended to identify forward-looking statements. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties. These forward-looking statements represent the Company’s current expectations or beliefs concerning future events, and it is possible that the results described in this release will not be achieved. These forward-looking statements are subject to certain risks, uncertainties and assumptions, including those identified in this release or disclosed from time to time in the Company’s filings with the SEC. Factors that could cause actual results to differ from the Company’s expectations include changes in market conditions, actions by holders of Public Warrants and other investors, changes in demand for our services, availability of financing and capital, the Company’s liquidity, the Company’s compliance with covenants under its credit agreement, and other factors described in the Company’s public disclosures and filings with the SEC, including those described under “Item 1A. Risk Factors” in our annual report on Form 10-K filed with the SEC on March 11, 2019. As a result of these factors, actual results may differ materially from those indicated or implied by forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by federal securities law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contact:

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FlexShopper, Inc.
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The logo for FlexShopper, featuring the word "FlexShopper" in a stylized font with a registered trademark symbol.

FlexShopper, Inc.
