

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* <u>Dvorkin Howard</u> (Last) (First) (Middle) C/O FLEXSHOPPER, INC. 901 YAMATO ROAD, STE. 260 (Street) BOCA RATON FL 33431 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FlexShopper, Inc. [FPAY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 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 ⁽¹⁾		40,000		03/31/2019	06/30/2023	Common Stock	40,000	\$1.25	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.25	04/30/2019		A ⁽¹⁾		40,000		04/30/2019	06/30/2023	Common Stock	40,000	\$1.25	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.25	05/31/2019		A ⁽¹⁾		40,000		05/31/2019	06/30/2023	Common Stock	40,000	\$1.25	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.25	06/30/2019		A ⁽¹⁾		40,000		06/30/2019	06/30/2023	Common Stock	40,000	\$1.25	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.76	07/31/2019		A ⁽¹⁾		40,000		07/31/2019	06/30/2023	Common Stock	40,000	\$1.76	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$2	08/31/2019		A ⁽¹⁾		40,000		08/31/2019	06/30/2023	Common Stock	40,000	\$2	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.69	09/30/2019		A ⁽¹⁾		40,000		09/30/2019	06/30/2023	Common Stock	40,000	\$1.69	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.54	10/31/2019		A ⁽¹⁾		40,000		10/31/2019	06/30/2023	Common Stock	40,000	\$1.54	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$2.01	11/30/2019		A ⁽¹⁾		40,000		11/30/2019	06/30/2023	Common Stock	40,000	\$2.01	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$1.69	11/30/2019		J ⁽³⁾			10,000	09/30/2019	06/30/2023	Common Stock	10,000	\$1.69	30,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$2.78	12/31/2019		A ⁽¹⁾		40,000		12/31/2019	06/30/2023	Common Stock	40,000	\$2.78	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$2.53	01/31/2020		A ⁽¹⁾		40,000		01/31/2020	06/30/2023	Common Stock	40,000	\$2.53	40,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$2.93	02/29/2020		A ⁽¹⁾		40,000		02/29/2020	06/30/2023	Common Stock	40,000	\$2.93	40,000	I	See footnote ⁽²⁾

Explanation of Responses:

1. Awarded pursuant to that certain Consulting Agreement, dated February 19, 2019, by and between the Issuer and XLR8 Capital Partners, LLC.

2. 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.

3. Consists of warrants owned by PITA which were assigned without consideration to unrelated parties.

/s/ Howard Dvorkin by Peter
Lyons, as attorney-in-fact

03/03/2020

** 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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