SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Dvorkin Howard	**FlexShopper, Inc.** [FPAY]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2019	Officer (give title below) Other (specify below)
C/O FLEXSHOPPER, INC.		
901 YAMATO ROAD, STE. 260	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
BOCA RATON FL 33431		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	Amount or Number of Shares				
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)	$1.96	11/30/2019		J[3]			10,000	09/30/2019	06/30/2023	Common Stock	10,000	$1.96	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]
Warrants (right to buy)	$1.4	03/31/2020		A[1]		40,000		03/31/2020	06/30/2023	Common Stock	40,000	$1.4	40,000	I	See footnote[2]
Warrants (right to buy)	$1.34	04/30/2020		A[1]		40,000		04/30/2020	06/30/2023	Common Stock	40,000	$1.34	40,000	I	See footnote[2]

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[1]		40,000		05/31/2020	06/30/2023	Common Stock	40,000	$1.74	40,000	I	See footnote[2]
Warrants (right to buy)	$1.91	06/30/2020		A[1]		40,000		06/30/2020	06/30/2023	Common Stock	40,000	$1.91	40,000	I	See footnote[2]
Warrants (right to buy)	$1.62	07/31/2020		A[1]		40,000		07/31/2020	06/30/2023	Common Stock	40,000	$1.62	40,000	I	See footnote[2]
Warrants (right to buy)	$2.45	08/31/2020		A[1]		40,000		08/31/2020	06/30/2023	Common Stock	40,000	$2.45	40,000	I	See footnote[2]
Warrants (right to buy)	$1.95	09/30/2020		A[1]		40,000		09/30/2020	09/30/2024	Common Stock	40,000	$1.95	40,000	I	See footnote[2]
Warrants (right to buy)	$1.68	10/31/2020		A[1]		40,000		10/31/2020	10/31/2024	Common Stock	40,000	$1.68	40,000	I	See footnote[2]
Warrants (right to buy)	$2.08	11/30/2020		A[1]		40,000		11/30/2020	11/30/2024	Common Stock	40,000	$2.08	40,000	I	See footnote[2]
Warrants (right to buy)	$2.57	12/31/2020		A[1]		40,000		12/31/2020	12/31/2024	Common Stock	40,000	$2.57	40,000	I	See footnote[2]
Warrants (right to buy)	$3.09	01/31/2021		A[1]		40,000		01/31/2021	01/31/2025	Common Stock	40,000	$3.09	40,000	I	See footnote[2]
Warrants (right to buy)	$3.17	02/28/2021		A[1]		40,000		02/28/2021	02/28/2025	Common Stock	40,000	$3.17	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, as amended on August 30, 2020.

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 H. Russell Heiser Jr, as attorney-in-fact   03/02/2021

** 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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