

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) June 6, 2014 (May 30, 2014)

FlexShopper, Inc.  
(Exact name of registrant as specified in its charter)

Delaware

0-52589

20-5456087

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

10801 Johnston Road, Suite 210  
Charlotte, NC

28226

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (866) 789-3863

(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))

**Item 3.02 Unregistered Sales of Equity Securities**

The Company is currently seeking to raise up to \$8 million through the sale of its restricted Common Stock pursuant to a private placement offering. As of May 30, 2014, the Company has received aggregate gross proceeds of approximately \$3.211 million from the sale of 5,839,273 shares of Common Stock. The foregoing does not include an additional \$1 million received from two directors/principal stockholders of the Company at the same offering price per share paid by investors in the offering. Exemption from registration is claimed under Rule 506 promulgated under Section 4(2) of the Securities Act of 1933, as amended.

**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.

FlexShopper, Inc

June 6, 2014

By: /s/ Brad Bernstein  
Brad Bernstein, President and Chief Financial Officer