

Staffing 360 Solutions, Inc.  
Form S-3/A  
April 05, 2019

As filed with the Securities and Exchange Commission on April 5, 2019

Registration No. 333-230503

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Staffing 360 Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware 68-0680859  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

641 Lexington Avenue, 27th Floor

New York, New York 10022

(646) 507-5710

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Brendan Flood

Chairman and Chief Executive Officer

Staffing 360 Solutions, Inc.

641 Lexington Avenue, 27th Floor

New York, New York 10022

(646) 507-5710

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Rick A. Werner, Esq.

Haynes and Boone, LLP  
30 Rockefeller Plaza, 26<sup>th</sup> Floor  
New York, New York 10112

(212) 659-7300

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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement filed pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   Accelerated filer

Non-accelerated filer   Smaller reporting company

Emerging Growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered (1)(2)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)(3)
Common Stock	\$—	\$—
Preferred Stock	—	—
Warrants (4)	—	—
Units (5)	—	—
Total:	\$50,000,000	\$6,060.00 (6)

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- (1) This registration statement covers an indeterminate aggregate number and amount of the securities of each class as may from time to time be offered and sold at indeterminate prices by the registrant. Any securities registered hereunder may be sold separately or as units with the other securities registered hereunder. The proposed maximum aggregate offering price per security will be determined from time to time by the registrant in connection with offers and sales of securities registered hereunder. The securities registered hereunder also include such indeterminate number of shares of common stock and preferred stock as may be issued upon conversion of or exchange for preferred stock that provide for conversion or exchange, upon exercise of warrants or pursuant to the antidilution provisions of any of such securities. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of securities registered hereunder or that are issued in units.
- (2) Pursuant to Rule 416 under the Securities Act, this registration statement also covers any additional shares that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act based on the proposed maximum aggregate offering price of all securities listed.
- (4) Warrants represent rights to purchase common stock or preferred stock registered hereunder.
- (5) Each unit will be issued under a unit agreement and will represent an interest in two or more securities, which may or may not be separable from one another.
- (6) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission acting pursuant to said Section 8(a) may determine.



EXPLANATORY NOTE

The Company is filing this Pre-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-3 (File No. 333-230503), originally filed on March 26, 2019 (the “Registration Statement”), to amend the disclosures in the Calculation of Registration Fee Table on the facing page of the Registration Statement.

No changes or additions are being made hereby to the preliminary prospectus constituting Part I of the Registration Statement or to Part II of the Registration Statement. Accordingly, the preliminary prospectus constituting Part I of the Registration Statement and Part II of the Registration Statement have been omitted.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lexington, Commonwealth of Massachusetts, on April 5, 2019.

Staffing 360 Solutions, Inc.

By: /s/ Brendan Flood  
Name: Brendan Flood  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Brendan Flood Brendan Flood	Chairman, Chief Executive Officer and Director (principal executive officer)	April 5, 2019
/s/ David Faiman	Chief Financial Officer, Secretary and Treasurer (principal financial and principal accounting officer)	April 5, 2019

David  
Faiman

\* Director April 5, 2019

Dimitri  
Villard

\* Director April 5, 2019

Nicholas  
Florio

\* Director April 5, 2019

Jeff  
Grout

\* Director April 5, 2019

Alicia  
Barker

\*By: /s/ Brendan Flood  
Brendan Flood  
Attorney-in-fact