

Item 1.01 Entry into a Material Definitive Agreement.

On January 23, 2018, DPW Holdings, Inc., a Delaware corporation (the “Company”), reached preliminary agreement on the terms to govern the acceptance of delivery of the purchase order conveying to the Company the right to acquire 1,000 Antminer S9s (the “Miners”) manufactured by Bitmain Technologies, Inc. (the “Bitmain”), in connection with the Company’s mining operations. Pursuant to a purchase order delivered on behalf of Bitmain to the Company, on January 31, 2018 the Company paid approximately \$4,750,000 to Bitmain for the Miners. The Company received delivery of the Miners on February 1, 2018.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference to this Item 2.01

Item 7.01 Regulation FD Disclosure.

On January 23, 2018, the Company issued a press release announcing that it had entered into the preliminary agreement, which press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item, Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Exhibits and Financial Statements.

(d) Exhibits:

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

| | |
|------|---|
| 99.1 | <u>Press Release issued by DPW Holdings, Inc. on January 23, 2018</u> |
|------|---|

SIGNATURES

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.

DPW HOLDINGS, INC.

Dated: February 1, 2018 /s/ Milton C. Ault, III
Milton C. Ault, III
Chief Executive Officer
