

DPW Holdings, Inc.
Form 8-K
March 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): March 23, 2018

DPW HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>001-12711</u>	<u>94-1721931</u>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

48430 Lakeview Blvd, Fremont, CA 94538-3158
(Address of principal executive offices) (Zip Code)

(510) 657-2635
(Registrant's telephone number, including area code)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the

Exchange Act.

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ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

As previously reported in the Current Report on Form 8-K filed on January 25, 2018 by DPW Holdings, Inc., a Delaware corporation (the “Company”), the Company issued two 5% Promissory Notes (collectively, the “Notes”), each in the principal face amount of \$2,500,000 for an aggregate debt of \$5,000,000 to two institutional investors (the “Investors”). On March 23, 2018, the Company paid \$750,000 to each Investor under the Notes. On March 27, 2018, the Company paid the balance of the principal and accrued interest on each of the Notes primarily using the funds raised in the Company’s “at the market offering,” which offering is described the Company’s Current Report on Form 8-K filed on February 27, 2018, and the funds received through the issuance of two non-convertible notes.

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.

DPW HOLDINGS, INC.
a Delaware corporation

Dated: March 27, 2018 /s/ Milton C. Ault III
Milton C. Ault III
Chief Executive Officer