

**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): October 12, 2020

DPW HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-12711
(Commission File Number)

94-1721931
(I.R.S. Employer Identification No.)

201 Shipyard Way, Suite E, Newport Beach, CA 92663
(Address of principal executive offices) (Zip Code)

(949) 444-5464
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	DPW	NYSE American

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.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported, on July 24, 2020, DPW Holdings, Inc. (the “**Company**”) was notified by the NYSE American (the “**Exchange**”) that the Company has failed to comply with Section 1003(a)(ii) and (iii) of the Exchange’s Company Guide (the “**Listing Standards**”), which requires that the Company maintain stockholders’ equity of no less than \$6,000,000 because the Company has reported losses from continuing operations and/or net losses in five of its most recent fiscal years ended December 31, 2019. The Company had disclosed in its Form 10-Q filed for the fiscal period ended March 31, 2020 that its stockholders’ equity was approximately \$2.5 million.

Under the applicable rules of the Exchange, the Company was required to submit a compliance plan by August 23, 2020 that demonstrates how it intends to regain compliance with the Listing Standards within 18 months of the receipt of the notice, or January 24, 2022.

On October 8, 2020, the Exchange notified the Company that it has been granted a listing extension until January 24, 2022 on the basis of the compliance plan recently submitted by the Company to regain compliance with the Listing Standards. The Company will be subject to periodic review by the Exchange during the extension period. Failure to make progress consistent with the compliance plan or to regain compliance with the continued Listing Standards by the end of the extension period could result in the Company being delisted from the Exchange.

Item 9.01 Exhibits and Financial Statements

(d) Exhibits:

Exhibit No.	Description
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99.1	Press Release dated October 12, 2020 announcing the receipt of a letter from the NYSE American
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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: October 13, 2020

/s/ Henry Nisser
Henry Nisser
Executive Vice President and General Counsel



DPW Holdings Announces Acceptance of Plan by NYSE

Newport Beach, CA, October 12, 2020 -- DPW Holdings, Inc. (NYSE American: DPW) a diversified holding company (“**DPW**,” or the “**Company**”) announced that on October 8, 2020, the NYSE American, LLC (the “**NYSE**”) notified the Company that it has been granted a listing extension until January 24, 2022 on the basis of the plan recently submitted by the Company to regain compliance with the NYSE American Company Guide (the “**Listing Standards**”). Specifically, the Company has demonstrated how it intends to regain compliance with Sections 1003(a)(ii) and (iii) of the Listing Standards by having stockholders’ equity be \$6.0 million or more. The Company will be subject to periodic review by NYSE during the extension period. Failure to make progress consistent with the plan or to regain compliance with the continued Listing Standards by the end of the extension period could result in the Company being delisted from the NYSE.

For more information on DPW Holdings and its subsidiaries, the Company recommends that stockholders, investors and any other interested parties read the Company’s public filings and press releases available under the Investor Relations section at www.DPWHoldings.com or available at www.sec.gov.

About DPW Holdings, Inc.

DPW Holdings, Inc. is a diversified holding company pursuing growth by acquiring undervalued businesses and disruptive technologies with a global impact. Through its wholly and majority-owned subsidiaries and strategic investments, the Company provides mission-critical products that support a diverse range of industries, including defense/aerospace, industrial, telecommunications, medical, and textiles. In addition, the Company extends credit to select entrepreneurial businesses through a licensed lending subsidiary. DPW’s headquarters are located at 201 Shipyard Way, Suite E, Newport Beach, CA 92663; www.DPWHoldings.com.

Forward-Looking Statements

This press release contains “forward looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company’s business and financial results are included in the Company’s filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company’s Forms 10-K, 10-Q and 8-K. All filings are available at www.sec.gov and on the Company’s website at www.DPWHoldings.com.

Contacts:

IR@DPWHoldings.com or 1-888-753-2235
