

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>SMITH ROBERT O</u> (Last) (First) (Middle) <u>201 SHIPARD WAY SUITE E</u> (Street) <u>NEWPORT BEACH CA 92663</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DPW Holdings, Inc. [DPW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	09/27/2019		S		54 ⁽²⁾	D	\$2.286	55	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series C Preferred Stock ⁽¹⁾	\$480 ⁽²⁾	09/27/2019		C			10,833	05/30/2017	(3)	Common Stock	54	(2)	0	D	

Explanation of Responses:

- On May 30, 2017, the reporting person purchased for \$26,000 one-half unit consisting of 10,833 shares of Series C Preferred Stock. Each share of Series C Preferred Stock has a stated value of \$2.40 and, at the time of issuance, had a conversion price of \$0.60.
- The conversion price of the shares of Series C Preferred Stock has been adjusted to reflect the Issuer's Reverse Stock Split with a ratio of one-for-twenty, which became effective on March 14, 2019, and the Issuer's Reverse Stock Split with a ratio of one-for-forty, which became effective on August 5, 2019. The 10,833 shares of Series C Preferred Stock have an aggregate stated value of \$26,000, which upon conversion resulted in the issuance of 54 shares of common stock.
- Not applicable.

Remarks:

/s/ Robert O. Smith 10/01/2019
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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