

Jackson Investment Group, LLC
 Form 4
 November 16, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Jackson Investment Group, LLC

2. Issuer Name and Ticker or Trading Symbol
 Staffing 360 Solutions, Inc. [STAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2655 NORTHWINDS PARKWAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

ALPHARETTA,, GA 30009

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/15/2018 | | J(1) | | 300,000 | A | \$ 0 |
| | | | | | | | 2,374,204 (2) |
| | | | | | | | (1) (5) (6) |
| | | | | | | | D (5) |

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

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 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series E Convertible Preferred Stock | \$ 1.78 ⁽³⁾ | 11/15/2018 | | J ⁽³⁾ | 13,000 | 10/31/2020 ⁽³⁾ | ⁽³⁾ | Common Stock | 7,293 ⁽³⁾ |
| Series E-1 Convertible Preferred Stock | \$ 1.66 ⁽⁴⁾ | 11/15/2018 | | J ⁽⁴⁾ | 650 ⁽⁴⁾ | 11/15/2020 ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 391,4 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Investment Group, LLC 2655 NORTHWINDS PARKWAY ALPHARETTA,, GA 30009 | | X | | |
| Jackson Richard Lee 2655 NORTHWINDS PARKWAY ALPHARETTA,, GA 30009 | | X | | |

Signatures

/s/ Jackson Investment Group, LLC, by Richard L. Jackson, CEO 11/16/2018

^{**}Signature of Reporting Person Date

/s/ Richard L. Jackson 11/16/2018

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- On November 15, 2018, Jackson Investment Group, LLC ("JIG LLC") acquired 300,000 shares of Common Stock as a commitment fee in connection with a transaction whereby JIG LLC exchanged \$13,000,000 in outstanding principal (such outstanding principal amount, (1) the "Debt Exchange Amount") of the total outstanding principal amount under that certain 12% Senior Secured Promissory Note due September 15, 2020, dated September 15, 2017 (the "Secured JIG Note") for the Company's issuance to JIG LLC of 13,000 shares of a new senior series of convertible Preferred Stock of the Company ("Series E Preferred Stock") (the "Debt Exchange").
- (2) In connection with the Debt Exchange, JIG LLC and the Issuer amended that certain Amended and Restated Warrant, dated April 25, 2018, as amended by Amendment No. 1 to the Amended and Restated Warrant Agreement, dated August 27, 2018, by entering into that

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certain Amendment No. 2 to the Amended and Restated Warrant Agreement, dated November 15, 2018 between the Company and JIG LLC (the "A&R Warrant"). The A&R Warrant entitles JIG LLC to acquire up to 905,508 shares of Common Stock at \$1.66 per share and may be exercised subject to the terms and conditions thereof, at any time before January 26, 2024. These shares are included as being beneficially owned in Table 1.

- Series E Preferred Stock is convertible into Common Stock of the Company at the holder's option at any time from and after the earlier of
- (3) October 31, 2020 or the occurrence of certain events of default as set forth in the Series E Certificate of Designation. Each share of Series E Preferred Stock is initially convertible into 561 shares of the Company's common stock, which reflects a conversion price of \$1.78.

- Holders of Series E Preferred Stock are also entitled to receive in-kind dividends (the "PIK Dividends") payable in shares of Series E-1 Preferred Stock of the Company (the "Series E-1 Preferred Stock") which have the same terms and preferences as Series E Preferred Stock except that they are subject to mandatory redemption by the Company under certain circumstances at par plus accrued and unpaid
- (4) dividends and they will be cancelled if the Company completes the redemption of all shares of Series E Preferred Stock on or prior to October 31, 2020. The PIK Dividends accrue at a rate of 5% per annum, resulting in 650 shares of Series E-1 Preferred Stock being accrued in each full year, which would have a stated value of \$650,000 and would be convertible into 391,566 shares of Common Stock at the \$1.66 conversion price, subject to the forfeiture and cancellation provision described above.

- (5) Richard L. Jackson, the sole manager and controlling owner of JIG LLC, may be deemed the indirect beneficial owner, but he disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Total does not include 144 shares of common stock personally owned by Richard L. Jackson, the chief executive officer of JIG LLC.

- (6) These shares are directly and beneficially owned by Richard L. Jackson, one of the Reporting Persons; however, they are not owned by JIG LLC, the designated Reporting Person.

Remarks:

This form is filed by both JIG LLC and Richard L. Jackson, the sole manager and controlling owner of JIG LLC.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.