

Edgar Filing: Staffing 360 Solutions, Inc. - Form 8-K

Staffing 360 Solutions, Inc.  
Form 8-K  
January 11, 2017

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

January 11, 2017 (January 11, 2017)

Date of Report (Date of earliest event reported)

STAFFING 360 SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada 001-37575 68-0680859  
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer

incorporation) Identification Number)  
641 Lexington Avenue

27<sup>th</sup> Floor

New York, NY 10022

(Address of principal executive offices)

(646) 507-5710

(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:

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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))

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Item 2.02 Results of Operations and Financial Condition.

On January 11, 2017, Staffing 360 Solutions, Inc. (the "Company") issued a press release announcing the Company's financial performance for the fiscal second quarter ended November 30, 2016 (the "Earnings Release"). This Current Report on Form 8-K is being filed to provide the Company's Earnings Release before the filing of the Company's quarterly report on Form 10-Q for the three months ended November 30, 2016. The Earnings Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Within the Earnings Release, the Company has provided supplemental financial information relating to the Company's financial results for the fiscal second quarter ended November 30, 2016. The supplemental financial information, can be found in tables at the end of the Earnings Release.

Within the Earnings Release and the supplemental financial information furnished therein, the Company refers to certain financial measures that are not in accordance with generally accepted accounting principles in the United States of America ("GAAP"), such as adjusted EBITDA. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statements of income, balance sheets or statements of cash flows (or equivalent statements) of the company, or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented.

The Company believes that these non-GAAP measures represent important internal measures of performance as management uses such measures in monitoring and evaluating the Company's ongoing financial results, as well as to reflect the Company's acquisitions. Management believes that these measures provide a more complete understanding of the Company's operational results and a meaningful comparison of the Company's performance between periods. These non-GAAP measures, however, may not reflect the actual financial results the Company would have achieved absent such acquisitions, and may not be indicative of the results that the Company expects to recognize for future periods. These non-GAAP measures should be considered in addition to, not a substitute for, measures of financial performance prepared in accordance with GAAP.

The information in this Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in this Item 2.02 and Exhibit 99.1 attached hereto shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits (furnished only).

Exhibit No. Description

99.1 Earnings Release of Staffing 360 Solutions, Inc. dated January 11, 2017.

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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.

Date: January 11, 2017 STAFFING 360  
SOLUTIONS, INC.

By: /s/ Brendan Flood  
Brendan Flood  
Executive Chairman