

Staffing 360 Solutions, Inc.
Form 3
February 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Jackson Richard Lee

(Last) (First) (Middle)

2655 NORTHWINDS
PARKWAY

(Street)

ALPHARETTA, GA 30009

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/26/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,805,577

D (1) Â

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

SEC 1473 (7-02)

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

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrant	07/26/2017	01/26/2022	Common Stock	3,150,000 (2)	\$ 1.35 (3)	D (1)	Â
Note Interest Conversion Shares	01/26/2017	07/25/2018	Common Stock	(4)	\$ 2	D (1)	Â

Reporting Owners

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

Signatures

/s/ Jackson Investment Group,
LLC, by Richard L. Jackson,
Manager and CEO

02/06/2017

__Signature of Reporting Person Date

/s/ Richard L. Jackson

02/06/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Richard L. Jackson, the sole manager and controlling owner of Jackson Investment Group, LLC ("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.
- (2) Maximum amount of shares issuable under the Warrant, subject to adjustment upon any reverse stock split, reclassification or stock split.
The Exercise Price is subject to anti-dilution protection, including protection in circumstances where Common Stock is issued pursuant to the terms of certain existing convertible securities, provided that the exercise price shall not be adjusted below a price that is less than the consolidated closing bid price of the Common Stock as reported by the NASDAQ Stock Market on the business day immediately prior to the date of issuance.
- (3)
- (4) JIG LLC may convert up to 50% of the accrued interest on a Note, dated January 25, 2017, between JIG LLC and the Issuer, into shares of Common Stock, at the sole election of the Purchaser at any time prior to maturity.

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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