

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

**Amendment No. 1 to**  
**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): March 27, 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.

## EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (the “**Amended Current Report**”) amends the Current Report on Form 8-K of DPW Holdings, Inc. originally filed with the Securities and Exchange Commission on March 27, 2020 (the “**Prior Filing**”). Its sole purpose is to provide a reference to a press release that contains updated information on how to attend the virtual meeting.

Other than the foregoing, this Amended Current Report speaks as of the original date of the Prior Filing, does not reflect events that may have occurred subsequent to the date of the Prior Filing and does not modify or update in any way disclosures made in the Prior Filing.

### ITEM 8.01 OTHER EVENTS.

On March 27, 2020, DPW Holdings, Inc., a Delaware corporation (“**DPW**”), issued a press release announcing that, due to the emerging public health impact of the coronavirus (COVID-19) pandemic, the location of DPW’s special meeting of stockholders that was originally scheduled to be held on Tuesday, March 31, 2020 at 9:00 a.m. PT at the Hyatt Regency Hotel Newport Beach, located at 1107 Jamboree Road, Newport Beach, CA 92660 (the “**Special Meeting**”) has been changed and will be held in a virtual meeting format only on April 30, 2020 at 9:00 a.m. PT. On April 9, 2020, DPW issued another press release providing the website for the virtual meeting (the “**Press Release**”).

The Special Meeting will be held for the following purposes:

- To approve, pursuant to Rule 713 of the NYSE American, the issuance of shares of the Corporation’s Class A common stock, par value \$0.001 per share (“**Common Stock**”) to Esousa Holdings LLC (“**Esousa**”), in accordance with the Master Exchange Agreement dated February 10, 2020, and the exercise of warrants issued in connection therewith;
- To approve the exercise of warrants issued or issuable to Esousa to purchase up to an aggregate of 2,000,000 shares of Common Stock, issued in connection with certain term promissory notes in an aggregate amount of up to \$2,000,000;
- To approve the conversion of a \$1,000,000 Convertible Promissory Note issued on February 5, 2020 (the “**Ault Note**”), to Ault & Company, Inc., which is convertible into 717,241 shares of Common Stock at \$1.45 per share (which figure presumes conversion of principal and accrued but unpaid interest as of August 5, 2020, the maturity date of the Ault Note), in order to comply with the listing rules the NYSE American; and
- The transaction of such other business as may properly come before the Special Meeting or any adjournments or postponements thereof.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Attached as Exhibit 99.2 is a copy of the Amended Notice of Change of Location, Date and Time of Special Meeting of Stockholders of DPW.

### Cautionary Note Regarding Forward-Looking Statements

Certain of the statements contained in this report should be considered forward-looking statements. These forward-looking statements may be identified by words such as “may,” “will,” “expect,” “intend,” “anticipate,” “believe,” “estimate,” “plan,” “project,” “could,” “should,” “would,” “continue,” “seek,” “target,” “guidance,” “outlook,” “if current trends continue,” “optimistic,” “forecast” and other similar words. Such statements include, but are not limited to, statements about the Company’s plans, objectives, expectations, intentions, estimates and strategies for the future, and other statements that are not historical facts. These forward-looking statements are based on the Company’s current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. These risks and uncertainties include, but are not limited to, those set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018 (especially in Part I, Item 1A. Risk Factors and Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations), and other risks and uncertainties listed from time to time in the Company’s other filings with the SEC. There may be other factors of which the Company is not currently aware that may affect matters discussed in the forward-looking statements and may also cause actual results to differ materially from those discussed. In addition, there is uncertainty about the spread of the COVID-19 virus and the impact it may have on the Company’s operations, the demand for the Company’s products or services, global supply chains and economic activity in general. The Company does not assume any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements other than as required by law. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statement.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release issued on April 9, 2020</a>
99.2	<a href="#">Amended Notice of Change of Location, Time and Date of Special Meeting of Stockholders</a>

**SIGNATURE**

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: April 9, 2020

/s/ Milton C. Ault  
Milton C. Ault  
Chief Executive Officer



**DPW HOLDINGS, INC. UPDATES ITS PRIOR ANNOUNCEMENT REGARDING CHANGE OF LOCATION, TIME  
AND DATE OF  
SPECIAL MEETING OF STOCKHOLDERS ORIGINALLY SCHEDULED TO BE HELD ON MARCH 31, 2020**

Newport Beach, CA, April 9, 2020 (ACCESSWIRE) – DPW Holdings, Inc. (NYSE American: DPW) (“**DPW**” or the “**Company**”), a diversified holding company announced today that, due to the emerging public health impact of the coronavirus (COVID-19) pandemic, the location of DPW’s special meeting of stockholders that was originally scheduled to be held on Tuesday, March 31, 2020 at 9:00 a.m. PT at the Hyatt Regency Hotel Newport Beach, located at 1107 Jamboree Road, Newport Beach, CA 92660 (the “**Special Meeting**”) has been changed and will be held in a virtual meeting format only on April 30, 2020 at 9:00 a.m. PT.

The Special Meeting will be held for the following purposes:

- To approve the issuance of shares of the Corporation’s Class A common stock, par value \$0.001 per share (“**Common Stock**”) to Esousa Holdings LLC (“**Esousa**”), in accordance with the Master Exchange Agreement dated February 10, 2020, and the exercise of warrants issued in connection therewith;
- To approve the exercise of warrants issued or issuable to Esousa to purchase up to an aggregate of 2,000,000 shares of Common Stock, issued in connection with certain term promissory notes in an aggregate amount of up to \$2,000,000; and
- To approve the conversion of a \$1,000,000 Convertible Promissory Note issued on February 5, 2020, to Ault & Company, Inc., which is convertible into 717,241 shares of Common Stock at \$1.45 per share.

To access the virtual meeting please click the Virtual Shareholder Meeting link: [www.meetingcenter.io/245320744](http://www.meetingcenter.io/245320744). To login to the virtual meeting you have two options: Join as a “Guest” or Join as a “Shareholder”. If you join as a “Shareholder” you will be required to have a control number and password. The password for the meeting is DPW2020.

Further information regarding this change to the location, time and date of the Special Meeting can be found in the Amended Notice of Change of Location, Time and Date of Special Meeting of Stockholders filed by DPW with the Securities and Exchange Commission on April 9, 2020.

**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, crypto-mining, and textiles. In addition, the Company owns a select portfolio of commercial hospitality properties and 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](http://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](http://www.sec.gov) and on the Company’s website at [www.DPWHoldings.com](http://www.DPWHoldings.com).

**Contacts:** Investor Relations, [IR@DPWHoldings.com](mailto:IR@DPWHoldings.com) or (888) 753-2235



**ADDITIONAL INFORMATION REGARDING THE SPECIAL MEETING OF STOCKHOLDERS**

**ORIGINALLY SCHEDULED TO BE HELD ON MARCH 31, 2020**

**AMENDMENT NO. 1**

The following Amended Notice of Change of Location, Date and Time of Special Meeting of Stockholders (the “**Amended Notice**”) amends and replaces in its entirety the original Notice of Change of Location, Date and Time of Special Meeting of Stockholders filed with Securities and Exchange Commission on March 27, 2020 (the “**Notice**”) and Proxy Statement (the “**Proxy Statement**”) of DPW Holdings, Inc. (the “**Company**”), dated March 11, 2020, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Special Meeting of Stockholders to be originally scheduled to be held on Tuesday, March 31, 2020. This Amended Notice is being filed with the Securities and Exchange Commission on April 9, 2020.

**THIS AMENDED NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

**AMENDED NOTICE OF CHANGE OF LOCATION, DATE AND TIME**

**OF SPECIAL MEETING OF STOCKHOLDERS**

**ORIGINALLY SCHEDULED TO BE HELD ON MARCH 31, 2020**

To the Stockholders of DPW Holdings, Inc.

Due to the emerging public health impact of the coronavirus outbreak (COVID-19) and out of concern for the health and well-being of our employees and stockholders, NOTICE IS HEREBY GIVEN that the location, date and time of the Special Meeting of Stockholders (the “**Special Meeting**”) of DPW Holdings, Inc. (the “**Company**”) has been changed. You are hereby advised that the Special Meeting will be held on Thursday, April 30, 2020 at 9:00 A.M. Pacific Time. In light of public health concerns, the Special Meeting will be held in a virtual meeting format only. You will not be able to attend the Special Meeting in person.

To access the virtual meeting please click the Virtual Shareholder Meeting link: [www.meetingcenter.io/245320744](http://www.meetingcenter.io/245320744). To login to the virtual meeting you have two options: Join as a “Guest” or Join as a “Shareholder”. If you join as a “Shareholder” you will be required to have a control number and password. The password for the meeting is DPW2020.

As described in the proxy materials for the Special Meeting that were previously distributed, you are entitled to vote on the proposals before the stockholders at the Special Meeting if you were a stockholder as of the close of business on March 2, 2020, the record date. You will be able to vote by visiting [www.proxyvote.com](http://www.proxyvote.com) if you are a beneficial owner and at [www.investorvote.com/DPW](http://www.investorvote.com/DPW) if you are a registered holder. To vote on or before the Special Meeting, you must have your control number that is shown on the proxy card accompanying the Proxy Statement. Details regarding logging onto and attending the meeting over the website and the business to be conducted are described in the Proxy Card included with the Proxy Statement. Proxies submitted electronically or by telephone must be received by 11:59 pm PT on April 29, 2020. Proxies submitted by mail should be received before 9:00 a.m. PT on April 29, 2020.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Special Meeting. To register you must submit proof of your proxy power (legal proxy) reflecting your DPW Holdings shares along with your name and email address to Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on April 27, 2020. You will receive a confirmation email from Computershare of your registration.

Requests for registration should be directed to Computershare at the following address:

By email:

Forward the email from your broker, or attach an image of your legal proxy, to [legalproxy@computershare.com](mailto:legalproxy@computershare.com)

If you do not have your control number, you may attend as a guest (non-shareholder) but will not have the option to vote your shares or ask questions at the virtual meeting.

Please note that the proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Special Meeting.

Whether or not you plan to attend the Special Meeting virtually, we urge you to vote and submit your proxy in advance of the Special Meeting by one of the methods described in the proxy materials for the Special Meeting. The proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Special Meeting.

Your vote is important. Whether or not you plan to attend the Special Meeting, we hope you will vote as soon as possible by either (1) mailing your completed and signed proxy card(s) to DPW Holdings, Inc., 201 Shipyard Way, Newport Beach, CA 92663, Attention: Corporate Secretary, (2) calling the toll-free number printed on your proxy card(s) and following the recorded instructions or (3) visiting the website indicated on your proxy card(s) and following the online instructions.

By Order of the Board of Directors,

/s/ Milton C. Ault, III

Milton C. Ault, III

Chief Executive Officer and Chairman of the Board

April 9, 2020

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