

FLOOD BRENDAN

Form 4

May 02, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLOOD BRENDAN

(Last) (First) (Middle)

**C/O STAFFING 360 SOLUTIONS,
INC., 641 LEXINGTON AVE,
27TH FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	(1)	01/26/2017	A		43,329		(2)	12/31/2018	Common Stock	43,329
Performance Restricted Stock Units	(1)	02/06/2019	A		80,000		(3)	01/31/2021	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FLOOD BRENDAN C/O STAFFING 360 SOLUTIONS, INC. 641 LEXINGTON AVE, 27TH FLOOR NEW YORK, NY 10022	X Chairman and CEO

Signatures

Janis Chin 05/02/2019

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).

(1) Performance-based restricted stock units ("PRSUs") convert into common stock on a one-for-one basis.

On January 26, 2017, the reporting person was granted 43,329 PRSUs. The PRSUs would have vested based on the achievement of certain performance goals related to the market capitalization of the Issuer's common stock as of a performance period ending on December 31, 2018. The applicable performance criteria was not met as of the end of the performance period and this award expired without vesting on December 31, 2018. This transaction is being reported late.

On February 6, 2019, the reporting person was granted 80,000 PRSUs. The PRSUs vest (i) 50% on December 31, 2020 based on the reporting person being employed by the Issuer and in good standing as of such date and (ii) 50% based on the achievement of certain performance goals related to the average market price of the Issuer's common stock during the 90-day period ending on December 31, 2020. This transaction is being reported late.

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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