

FLOOD BRENDAN  
Form 4  
May 02, 2019

**FORM 4**

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

OMB APPROVAL

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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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	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.

(3) 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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