
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

Date of Report (Date of earliest event reported): February 1, 2019

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, 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))

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.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

As previously reported in the Current Report on Form 8-K filed by DPW Holdings, Inc. (the “**Company**”) on August 16, 2018, the Company issued to the Canadian Special Opportunity Fund, LP, a Delaware limited partnership (the “**Investor**”), a Secured Promissory Note dated August 16, 2018 (the “**Note**”), and amended on November 29, 2018 (the “**Amendment**”), that had a maturity date of February 15, 2019 (the “**Maturity Date**”). The Note provides for an interest rate of eight percent (8%), payable on the Maturity Date. Upon the occurrence of an Event of Default, as defined in the Note, the interest rate payable on the Note shall increase to eighteen percent (18%) (the “**Default Rate**”).

On January 30, 2019, the Company received a notice of default and election to accelerate (the “**Notice**”) from the Investor informing the Company that the Note was in default because the Company had not paid the Investor the sum of \$62,500 to reduce the principal of the Note by December 31, 2018, which constitutes an Event of Default under Section 4(a)(xvii) of the Amendment. Accordingly, the Investor has elected to accelerate the amount due under the Note, pursuant to Section 4 of the Amendment. The Investor has demanded the immediate payment of \$394,001.16, which includes a mandatory default amount, accrued and unpaid interest and late fees.

Upon receipt of the Notice from the Investor, the Company is attempting to reach a negotiated settlement with the Investor, and remains in discussions with the Investor to do so. The Company hopes to continue to work with the Investor to settle its obligations under the Note. The Company intends to vigorously defend its position should a mutually amicable resolution prove unattainable.

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: February 5, 2019

/s/ William B. Horne
William B. Horne
Chief Financial Officer