

Staffing 360 Solutions, Inc.
Form 4
April 12, 2017

FORM 4

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

OMB APPROVAL

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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 *
Jackson Investment Group, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2655 NORTHWINDS PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2017

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

ALPHARETTA,, GA 30009

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/05/2017		J(2)(6)		667,905	A	\$ 0
					(1)		(2)
							(6)
							2,473,482 (1)
							(4)
							D (3)

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Amended Warrant Shares <u>(2)</u> <u>(6)</u>	\$ 1 <u>(2)</u> <u>(5)</u> <u>(6)</u>	04/05/2017		J <u>(2)</u> <u>(6)</u>		1,377,537		07/26/2017	01/26/2022	Common Stock	1
Note Interest Conversion Shares <u>(2)</u>	\$ 1.5 <u>(2)</u>	04/05/2017		J <u>(2)</u> <u>(6)</u>		0 <u>(2)</u>		<u>(2)</u>	06/08/2019	Common Stock	

Reporting Owners

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

Signatures

/s/ Jackson Investment Group, LLC, by Richard L. Jackson, Manager and CEO 04/12/2017

__Signature of Reporting Person Date

/s/ Richard L. Jackson 04/12/2017

__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) Includes 370,921 shares of Common Stock which will be issued to Jackson Investment Group, LLC ("JIG LLC") for its commitment to acquire a \$1,650,000 subordinated secured note of the Issuer on April 5, 2017 subject to approval by the shareholders of the Issuer of the issuance of such shares and the Amended Warrant described in footnote 2 below.
- (2) On April 5, 2017, JIG LLC acquired 667,905 shares of Common Stock as a commitment fee in connection with the acquisition by JIG LLC of a \$1,650,000 subordinated secured note of the Issuer, for which 50% of the accrued interest thereon may be converted into shares of Common Stock at the sole election of JIG LLC prior to the maturity date of June 8, 2019, at a conversion price equal to \$1.50 per share (subject to adjustment) and amended the Warrant described in footnote 6 below.
- (3) Richard L. Jackson, the sole manager and controlling owner of 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.

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Total does not include 721 shares of common stock personally owned by Richard L. Jackson, the chief executive officer of JIG LLC.

- (4) These shares are directly and beneficially owned by Richard L. Jackson, one of the Reporting Persons; however, they are not owned by JIG LLC, the designated Reporting Person.

The exercise price under the Amended Warrant 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.

- (5)

On April 5, 2017, in connection with the acquisition of the note described in footnote 2 and for no additional consideration, JIG LLC and the Issuer amended a Warrant previously issued to JIG on January 26, 2017 to increase the number of shares issuable from 3,150,000 shares to 4,527,537 shares of Common Stock and to decrease the exercise price from \$1.35 a share to \$1.00 a share, subject to adjustment upon any reverse stock split, reclassification or stock split. The amended Warrant is first exercisable on July 26, 2017.

- (6)

Remarks:

This form is filed by both JIG LLC and Richard L. Jackson, the sole manager and controlling owner of JIG LLC.

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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