

SOLECTRON CORP
Form 4
July 08, 2005

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 *
DAMORE RICHARD

(Last) (First) (Middle)
847 GIBRALTAR DRIVE
(Street)
MILPITAS, CA 95035
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOLECTRON CORP [SLR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2005

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)

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	07/07/2005		P		9,600	A	\$ 3.63
Common Stock	07/07/2005		P		10,400	A	\$ 3.64
Common Stock	07/07/2005		P		11,800	A	\$ 3.64
Common Stock	07/07/2005		P		3,200	A	\$ 3.65
Common Stock	07/07/2005		P		10,000	A	\$ 3.63

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

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(9-02)

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

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAMORE RICHARD 847 GIBRALTAR DRIVE MILPITAS, CA 95035		X		

Signatures

By: Victoria Miranda For: Richard A. D'Amore

07/08/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Id;color:#000000;font-size:8pt;font-family:Times New Roman;font-style:normal;text-transform:none;font-variant: normal;">

Revenues

\$

244,471

\$

157,351

Net loss from continuing operations

(19,122

)

(3,748

)

Weighted average number of common stock shares - basic and diluted

3,220,426

2,114,794

Net loss per share from continuing operations

\$

(0.01

)

Explanation of Responses:

\$
(0.00
)

The Company recorded revenues of \$24,454 from the acquisitions completed during Fiscal 2017.

The Company recorded a total of \$469 in third party expenses associated with consummating the two acquisitions, which are included in Selling, general and administrative expenses, excluding depreciation and amortization stated on the Consolidated Statement of Operations.

NOTE 16 – RELATED PARTY TRANSACTIONS

In addition to the Series A Preferred Shares and notes issued to Jackson, the following are other related party transactions:

Board and Committee Members

During Fiscal 2017, the Transition Period and Fiscal 2016, the Company incurred \$69, \$29 and \$50, respectively, in fees to Dimitri Villard for his role as Board member and Chairman of the Nominating and Corporate Governance. In addition, during Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Villard received 4,500, 900, and 1,200 common shares valued at \$19, \$7, and \$29, respectively, for his services as a Board and Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Villard received 11,800, 0 and 6,000 common shares valued at \$48, \$0, and \$150, respectively, as a bonus. These shares vest over a three year period and as such the Company has recognized expense of \$75, 33 and \$49 during Fiscal 2017, the Transition Period and Fiscal 2016, respectively. Mr. Villard also received stock options valued at \$1 in Fiscal 2017. For Fiscal 2017, the Company has \$0 accrued in accounts payable and accrued expenses – related parties account.

During Fiscal 2017, the Transition Period and Fiscal 2016, the Company incurred \$69, \$29, and \$50, respectively, in fees to Jeff Grout for his role as Board member and the Chairman of the Compensation Committee. In addition, during Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Grout received 4,500, 900, and 1,200 common shares valued at \$19, \$7, and \$29, respectively, for his service as a Board and Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Grout received 11,800, 0 and 6,000 common shares valued at \$48, \$0 and \$150, respectively, as a bonus. These shares vest over a three year period and as such the Company has recognized expense of \$75, 33 and \$47 during Fiscal 2017, Transition Period and Fiscal 2016, respectively. Mr. Grout also received stock options valued at \$1 in Fiscal 2017. For Fiscal 2017, the Company has \$0 accrued in accounts payable and accrued expenses – related parties account.

During Fiscal 2017, the Transition Period and Fiscal 2016, the Company incurred \$69, \$29, and \$50, respectively in fees to Nick Florio for his services as Board member, Chairman of the Audit Committee and Chairman of the Restructuring Committee. In addition, during Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Florio received 4,700, 750, and 1,000 common shares valued at \$19, \$6, and \$24, respectively, for his services as a Board and

Explanation of Responses:

Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Florio received 11,800, 0 and 6,000 shares valued \$48, \$0 and at \$150, respectively, as a bonus. These shares vest over a three year period and as such the Company has recognized expense of \$74, 33 and \$46 during Fiscal 2017, Transition Period and Fiscal 2016, respectively. Mr. Florio also received stock options valued at \$1 in Fiscal 2017. At the request of Mr. Florio, all cash payments, common stock issuances and stock option issuances have been made in the name of Citrin Cooperman & Company, LLP. For Fiscal 2017, the Company has accrued \$0 in accounts payable and accrued expenses – related parties account.

The Briand Separation Agreement

The Company's former employee, board member and officer resigned from his positions with the Company and subsidiaries. The Company entered into an agreement (the "Briand Separation Agreement") with Mr. Briand dated December 21, 2017, with an effective date ("Separation Date") of January 31, 2018, pursuant to which Mr. Briand may provide advisory services, if requested by the Company, through the effective date. Pursuant to the Briand Separation Agreement, the Company agreed to provide, among other things: (a) pay through January 31, 2018 in the same amount and manner in which Mr. Briand was paid immediately prior to this Agreement; (b) severance pay in the amount of \$362 (as of January 31, 2018) for twelve (12) months, payable over three (3) months

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STAFFING 360 SOLUTIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except share and par values, unless otherwise indicated)

in equal installments in accordance with the normal payroll policies of the Company, with the first installment being paid on the Company's first regular pay date on or after January 31, 2018, which initial payment shall include all installment amounts that would have been paid during the first thirty (30) days following the Separation Agreement had installments commenced immediately following the Separation Date; (c) performance bonuses for 2017 and 2018, in the amounts, if any, as determined by the Company's Board of Directors based upon the criteria set forth for its executives, payable in cash at the time any such performance bonuses are ordinarily paid to the Company's executives; (d) for a period of twelve (12) months following the Separation Date, all health insurance plan benefits to which Mr. Briand and his family was entitled prior to the Separation Date under any such benefit plans or arrangements maintained by the Company in which Mr. Briand and his family participated, shall be provided to the same extent of coverage, pursuant to COBRA, to be paid directly by the Company; (e) any unvested stock options and restricted securities granted to Mr. Briand shall be fully and immediately exercisable or non-forfeitable, as applicable; (f) reimbursement for life insurance benefits, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company; (g) reimbursement of disability insurance premiums, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company; and (h) an automobile allowance, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company.

NOTE 17 – SUPPLEMENTAL CASH FLOW INFORMATION

	Fiscal 2017	Transition Period
Cash paid for:		
Interest	\$1,861	\$ 1,010
Income taxes	342	84
Non Cash Investing and Financing Activities:		
Shares issued as purchase consideration	\$430	\$ 20
Conversion of a convertible note payable	-	980
Deemed dividend	2,009	1,660
Warrants issued in connection with Jackson term loan	1,426	-
Shares issued in connection with convertible note	498	-
Shares issued in connection with Jackson term loan	2,527	-
Shares issued in connection with Series D redemption	208	-
CSI earnout (payment with surety bond)	1,305	1,336
Beneficial conversion feature in relation to issuance of debt	-	1,105

NOTE 18 – INCOME TAXES

The components of loss before provision for income taxes for Fiscal 2017, the Transition Period and Fiscal 2016 are as follows:

	Fiscal 2017	Transition Period	Fiscal 2016
Domestic	\$(17,667)	\$ (5,000)	\$(8,032)
Foreign	108	1,155	(355)
Loss before provision for income taxes	\$(17,559)	\$ (3,845)	\$(8,387)

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STAFFING 360 SOLUTIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except share and par values, unless otherwise indicated)

The provision for income taxes consisted of the following:

	Fiscal 2017	Transition Period	Fiscal 2016
Current:			
Federal	\$ 152	\$ —	\$ —
State	250	—	—
Foreign	62	16	17
Total current tax expense	464	16	17
Deferred:			
Federal	41	—	—
State	8	—	—
Foreign	419	—	—
Total deferred tax expense	468	—	—
Total Tax Expense	\$ 932	\$ 16	\$ 17

The difference between the income tax provision on income (loss) and the amount computed at the U.S. federal statutory rate is due to:

	Fiscal 2017		Transition Period		Fiscal 2016	
Income benefit provision at Federal statutory rate	\$(5,953)	34.0 %	\$(1,222)	34.0 %	\$(3,242)	34.0 %
State income taxes, net of Federal Benefit	(383)	2.2 %	(188)	5.2 %	(363)	3.8 %
Foreign permanent differences	—	— %	17	(0.5 %)	84	(0.9 %)
International tax rate differentials	231	-1.3 %	180	(5.0 %)	64	(0.7 %)
U.S. Permanent differences	142	(0.8 %)	488	(13.6 %)	966	(10.1 %)
Goodwill impairment	1,628	(903.0 %)	—	— %	—	— %
Other True-Ups	1,035	(5.9 %)	—	— %	—	— %
Impact of Federal Rate change	3,665	(20.9 %)	—	— %	—	— %
Change in valuation allowance	567	(3.3 %)	741	(81.2 %)	2,508	(26.3 %)
Tax provision	\$932	-5.3 %	\$ 16	— %	\$ 17	(0.2 %)

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act makes broad and complex changes to the U.S. tax code which has impacted our year ended December 30, 2017 including, but not limited to reducing the U.S. federal corporate tax rate

Explanation of Responses:

to 21%, requiring a one-time transition tax on certain unremitted earnings of foreign subsidiaries that may electively be paid over eight years, and accelerated first year expensing of certain capital expenditures.

Effective January 1, 2018 the Tax Act generally eliminates U.S. federal income taxes on dividends from foreign subsidiaries, imposes a new minimum tax on global intangible low taxed income (“GILTI”), limits the amount of deductible interest expense, and imposes new limitations on the deductibility of certain executive compensation.

Shortly after the Tax Act was enacted, the SEC staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), which provides guidance on accounting for the Tax Act’s impact. SAB 118 provides a measurement period, which in no case should extend beyond one year from the Tax Act enactment date, during which a company acting in good faith may complete the accounting for the impacts of the Tax Act under ASC Topic 740. In accordance with SAB 118, the Company must reflect the income tax effects of the Tax Act in the reporting period in which the accounting under ASC Topic 740 is complete.

At December 30, 2017, the Company remeasured domestic deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally the 21% rate imposed by the Tax Act. The Company has recorded an expense of \$3.7 million to reduce the net deferred tax assets, along with a corresponding benefit for the reduction of the valuation allowance recorded against these balances. Accordingly, the net impact to our effective tax rate is zero.

STAFFING 360 SOLUTIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except share and par values, unless otherwise indicated)

At December 30, 2017, in accordance with SAB 118 the Company has not completed its accounting for the tax effects of the one-time transition tax imposed by the Tax Act. In order to determine the amount of the liability with respect to the one-time transition tax, the Company must determine, in addition to other factors, the amount of post-1986 Earnings & Profits of the relevant subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. In order to quantify the liability, we are awaiting further interpretative guidance, continuing to assess available tax methods and elections, and continuing to gather additional information to more precisely compute the amount of the transition tax. Therefore, we have not recorded an estimate of the transition tax in our financial statements. In addition, the Company is continuing to evaluate whether Global Intangible Low Tax Income taxes (“GILTI”) are recorded as a current period expense when incurred or whether such amounts should be factored into a company's measurement of its deferred taxes. As a result, the Company has not included an estimate of the tax impacts related to GILTI for Fiscal 2017.

The Company has not provided for additional income or withholding taxes for any undistributed foreign earnings, including those subject to the one-time transition tax nor have any taxes been provided for the outside basis difference inherent in these entities as the Company's assertion is to indefinitely reinvest in foreign operations. Additionally, due to withholding tax, basis computations, and other related tax considerations, it is not practicable to estimate any taxes to be provided on outside basis differences at this time.

Our deferred tax assets (liabilities) are as follows:

	Fiscal 2017	Transition Period
Deferred tax assets		
Net operating loss carryforward	\$7,103	\$ 7,439
Tax credit, deduction and capital loss carryforward	764	1,038
Share-based compensation	862	151
Depreciation and other amortization	-	1,422
Debt issuance costs	1,234	—
Accrued expenses and other liabilities	812	761
Total deferred tax assets	10,775	10,811
Less: valuation allowance	(9,424)	(8,843)
Deferred tax assets, net of valuation allowance	1,351	1,968
Deferred tax liabilities:		
Depreciation	1,443	21
Basis differences in acquired intangibles	1,807	1,947
Total deferred tax liabilities	3,250	1,968
Deferred tax liability	\$(1,899)	\$ —

Explanation of Responses:

The Company has federal net operating losses (“NOLs”) of \$23,743 that begin to expire in 2029. The Company has state operating losses of \$30,332 that begin to expire in 2030, and foreign NOLs totaling \$2,958 with an indefinite life. The Company also has general business credit carryforwards of \$227.

In assessing the realizability of deferred tax assets, management considers whether it is more-likely-than-not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible and/or net operating loss carryforwards can be utilized. We consider the level of historical taxable income, scheduled reversal of temporary differences, tax planning strategies, and projected future taxable income in determining whether a valuation allowance is warranted.

During Fiscal 2017, the Company maintained a valuation allowance against its U.S. deferred tax assets and certain foreign jurisdictions. The Company’s valuation allowance increased by \$560 during Fiscal 2017. This increase was primarily attributable to the adjustment of certain deferred balances.

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STAFFING 360 SOLUTIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except share and par values, unless otherwise indicated)

During 2017, we reduced our federal and state tax attributes for unrecognized tax benefits related primarily to the treatment of stock compensation and stock options. If recognized, \$1,136 of the unrecognized tax benefits are likely to attract a full valuation allowance, thereby offsetting the favorable impact to the effective rate. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

It is reasonably possible that the amount of the unrecognized tax benefits with respect to our unrecognized tax positions will increase or decrease in the next 12 months. These changes may be the result of, among other things, method changes. However, quantification of an estimated range cannot be made at this time. The Company has accrued zero interest and penalties as of December 30, 2017 and December 31, 2016.

	Fiscal 2017	Transition Period	Fiscal 2016
Beginning balance	\$—	\$ —	\$ —
Additions based on tax positions related to current year	—	—	—
Additions for tax positions of prior years	1,136	—	—
Reductions for tax positions of prior years	—	—	—
Loss before provision for income taxes	\$1,136	\$ —	\$ —

The Company, or one of its subsidiaries, files its tax returns in the U.S., United Kingdom, Canada and certain state tax jurisdictions with varying statutes of limitations. The Company's 2014 through 2017 tax years remain open to examination. Additional years may be open to the extent attributes are being carried forward to an open year.

STAFFING 360 SOLUTIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except share and par values, unless otherwise indicated)

NOTE 19 – COMPARATIVE FINANCIAL INFORMATION FOR SEVEN MONTHS ENDED JANUARY 2, 2016
(UNAUDITED)

The following unaudited condensed consolidated statement of operations for the seven months ended January 2, 2016 is provided for comparison purposes to the Transition Period:

	For the Period
	June 1, 2015 -
	January 2, 2016
Revenue	\$91,432
Cost of revenue, excluding depreciation and amortization stated below	75,116
Gross Profit	16,316
Operating Expenses:	
Selling, general and administrative expenses, excluding depreciation and amortization stated below	15,301
Depreciation and amortization	1,817
Total Operating Expenses	17,118
Loss from Operations	(802)
Other Expense:	
Interest expense	(1,527)
Amortization of beneficial conversion feature	(421)
Amortization of debt discount and deferred financing costs	(1,150)
Other loss	(13)
Loss before Provision for Income Tax	(3,913)
Benefit for income taxes	9
Net Loss	(3,904)
Net income attributable to non-controlling interest	9
Net Loss Before Preferred Share Dividends	(3,913)
Dividends - Series A preferred stock	116

Net loss attributable to common stock holders	\$(4,029)
Basic and Diluted Net Loss per Share:	
Net Loss	\$(4.24)
Net Loss Attributable to Common Stock Holders	\$(4.37)
Weighted Average Shares Outstanding – Basic and Diluted	920,984

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As required by Rule 13a-15 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of the Company’s “disclosure controls and procedures” and “internal control over financial reporting” as of the end of the period covered by this Annual Report.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms, and that information is accumulated and communicated to management, including the principal executive and financial officer as appropriate, to allow timely decisions regarding required disclosures. Our principal executive officer and principal financial officer evaluated the effectiveness of disclosure controls and procedures as of the end of the period covered by this Annual Report (“Evaluation Date”), pursuant to Rule 13a-15(b) under the Exchange Act. Based on that evaluation, the Company identified a material weakness relating to the accounting for complex debt and equity instruments. As such, our principal executive officer and principal financial officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were not operating effectively.

Management believes that the consolidated financial statements in this annual report on Form 10-K fairly present, in all material respects, the Company’s financial condition as of the Evaluation Date, and results of its operations and cash flows for the Evaluation Date, in conformity with United States Generally Accepted Accounting Principles (“GAAP”).

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Explanation of Responses:

Based on our evaluation under the framework described above, our management concluded that our internal controls over financial reporting were not effective in accordance with Item 308(a)(3) of Regulation S-K as we had “material weaknesses” (as such term is defined below) in our control environment and financial reporting process relating to the accounting for complex debt and equity instruments.

A “material weakness” is defined under SEC rules as a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company’s annual or interim financial statements will not be prevented or detected on a timely basis by the company’s internal controls.

The Company intends to remedy the foregoing material weakness in our control environment and financial reporting process by pursuing third party technical accounting consultation in the matter of transactions that involve complex debt and equity instruments.

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A system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Based on our evaluation under the framework described above, aside from the material weakness discussed above, our management concluded that our internal controls over financial reporting were effective in accordance with Item 308(a)(3) of Regulation S-K.

Attestation report of the registered public accounting firm

This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to the rules of the SEC.

Changes in Internal Control over Financial Reporting

Other than the material weakness identified above, there has been no change in our system of internal control over financial reporting occurred during the fiscal year ended December 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Board Composition

As of December 30, 2017, and the issuance date of this Annual Report, our board of directors consists of four directors. Under the Company's Amended and Restated Certificate of Incorporation and Bylaws, the board is divided into Class I and Class II directors, and any directors not classified are non-classified directors. Each Class I director seat is up for election at the annual meeting of stockholders occurring in calendar year 2019 and every two years thereafter, each Class II director seat is up for election at the annual meeting of stockholders occurring in calendar year 2018 and every two years thereafter, and any non-classified directors are up for election at every annual meeting of stockholders and, in each case, until his or her successor shall be elected and qualified, unless sooner displaced. Our shareholders approved the appointment of our four directors at our annual shareholder meeting on January 26, 2017.

Executive Officers and Directors

The name, age and position of our executive officers and directors are set forth below.

Name and Address	Age	Positions
Brendan Flood	53	Chairman, Chief Executive Officer, President and Director
David Faiman	45	Chief Financial Officer, Executive Vice President and Treasurer
Christopher Lutzo	51	General Counsel, Executive Vice President and Secretary
Dimitri Villard	75	Director
Jeff Grout	65	Director
Nicholas Florio	54	Director

Brendan Flood, Chairman, Chief Executive Officer, President and Director. Mr. Flood has been the Chairman or Executive Chairman and a Director of the Company since January 7, 2014. He assumed the role of Chairman and Chief Executive Officer ("CEO") on December 19, 2017, and has been in the staffing industry for 20 years. Mr. Flood joined the company upon the sale of his business, Initio International Holdings ("Initio"), on January 3, 2014, where he was the Chairman and CEO, to the Company. He acquired Initio as part of a management buy-out, which he led, in January 2010. Prior to Initio, Mr. Flood worked in several staffing companies including Hudson Global Resources Inc. which he brought to the Nasdaq National Market on April 1, 2003, as a spin-off from Monsterworldwide Inc. His experience while at Monsterworldwide included numerous M&A transactions, operational management in both London and New York, and various senior financial roles. Mr. Flood graduated from Dublin City University in Ireland with a Bachelor of Arts Degree in Accounting and Finance. Mr. Flood's strong financial background and years of experience at major staffing firms like Monsterworldwide and Hudson Global Resources qualifies him to be the Chairman and Chief Executive Officer and a director given the Company's core business in the staffing industry. On December 22, 2017, in connection with the realignment of the Company into three operating segments: Professional Staffing (US), Professional Staffing (UK), and Commercial Staffing, the Company announced the departure of Matthew Briand from the company effective as of January 31, 2018, and the appointment by the Independent members of the Board of Directors of the Company of Mr. Flood to serve as CEO and President of the Company. Mr. Flood will also continue his role as Chairman of the Board of Directors.

David Faiman, Chief Financial Officer, Executive Vice President and Treasurer. Mr. Faiman has served as the Chief Financial Officer since March 1, 2016, and was later appointed Treasurer and Executive Vice President. Mr. Faiman has over 20 years of finance and accounting experience at both private and public companies, bringing a high degree of knowledge and proficiency to his role as Chief Financial Officer. From 2013 to 2015, Mr. Faiman was Vice President of Financial Planning & Analysis as well as Chief Accounting Officer of Novitex Enterprise Solutions, Inc. (“Novitex”), a leading provider of solutions in the document outsourcing industry and which is owned by the private equity firm Apollo Global Management, LLC. Prior to Novitex, Mr. Faiman served in various senior financial roles, including acting Chief Financial Officer, during his almost 10-year tenure from 2004 to 2013 at Cengage Learning, Inc. (formerly Thomson Learning of Thomson Reuters). During this time, Mr. Faiman was part of the management team responsible for the coordination of a multi-billion private equity buyout of Cengage Learning by Apax Partners LLP, a private equity firm. Mr. Faiman began his career at PricewaterhouseCoopers LLP in its Assurance and Business Advisory practice. Mr. Faiman is a Certified Public Accountant and graduated summa cum laude with a Bachelor of Science in Business Administration from the University of Connecticut.

Christopher Lutzo, General Counsel, Executive Vice President and Secretary. Mr. Lutzo has served as General Counsel of the Company since February 13, 2017, and was later appointed Secretary and Executive Vice President. Mr. Lutzo has practiced for over 25 years, with a particular emphasis in the areas of compliance, business operations, financial transactions, mergers & acquisitions, and securities law. From 2015 to 2017, Mr. Lutzo focused on corporate governance and M&A activity at Axiom Global, Inc., a

leading provider of tech-enabled legal services with a predominantly Fortune 500 clientele. Prior to that, from 2012 to 2015, Mr. Lutzo was Assistant General Counsel for American Outdoor Brands Corporation, where he handled mergers and acquisitions transactions, commercial and compliance matters, and managed integration of business, legal and regulatory functions, enabling accretive value to be realized from acquisition targets. Mr. Lutzo has also prepared and filed SEC filings and annual reports for Nasdaq-listed companies. Mr. Lutzo is admitted in the states of New York and Connecticut and received his J.D. from Quinnipiac University Law School in Connecticut, and a Bachelor of Arts from Duquesne University in Pittsburgh, Pennsylvania

Dimitri Villard, Director. Dimitri Villard has been a Director of the Company since July 2012. Mr. Villard was Chairman and CEO of Peer Media Technologies, Inc., a public company Internet technology business, from February 2009 to December 2012. Peer Media Technologies, Inc. changed its name from ARTISTdirect, Inc. in May 2010. Prior to that, Mr. Villard served as Interim CEO since March 6, 2008 and as a Director since January 2005 until 2012. Mr. Villard has also served as President and a Director of Pivotal BioSciences, Inc., a biotechnology company, since September 1998 to present. In addition, since January 1982 to present, he has served as President and Director of Byzantine Productions, Inc. Previously, Mr. Villard was a Director at the investment banking firm of SG Cowen and affiliated entities, a position he held from January 1997 to July 1999. From 2004 to 2008, Mr. Villard served as Chairman of the Board of Directors of Dax Solutions, Inc., an entertainment industry digital asset management venture, and from July 2012 until September 2013, was a member of the Board of Directors of The Grilled Cheese Truck Company, a public company. He is also a member of the Executive Committee of the Los Angeles chapter of the Tech Coast Angels, a private venture capital group. Mr. Villard received a Bachelor of Arts from Harvard University and a Master of Science degree from China International Medical University. He is the Chairman of the Company's Nominating and Corporate Governance Committee and also serves on the Compensation Committee and on the Audit Committee. Mr. Villard's experience as an officer and/or director of several public companies, as well as an investment banker, qualifies him to be a Director of the Company.

Jeff Grout, Director. Jeff Grout has been a Director of the Company since February 2014. He is a successful business speaker, consultant and coach. His clients include Amazon, Deloitte, LinkedIn, British Airways, Barclays, Ernst & Young, Virgin, etc. Listed in the '100 Best Business Speakers in Britain', Jeff Grout is in considerable demand as a motivational business speaker, conference chairman and interviewer. Formerly U.K. Managing Director of Robert Half International, a leading international recruitment consultancy, and Business Manager to Sir Clive Woodward, Head Coach of the England Rugby Team, Mr. Grout is now an independent business consultant specializing in leadership, people management, team building, peak performance, recruitment and retention issues. He has spoken at Henley Business School, Ashridge Management College, Cardiff Business School and the Danish Centre for Leadership. He holds several corporate advisory and executive coaching appointments and is also a successful business author. Jeff has written books on leadership, recruitment, career success, the psychology of peak performance and his Police detective father's first murder case. His eighth book entitled "What You Need to Know about Leadership" was published in May 2011. Mr. Grout holds a Bachelor of Science (Economics) Degree from the London School of Economics and Political Science. Mr. Grout brings valuable operational experience within the staffing industry having grown the U.K. business of Robert Half International from \$1 million to \$100 million in sales and from 12 to 365 employees. He also identified and integrated several acquisitions of staffing businesses in the U.K. and continental Europe. He is the Chairman of the Company's Compensation Committee and serves on the Nominating and Corporate Governance Committee and on the Audit Committee. Mr. Grout's extensive staffing industry experience, including his role as former Managing Director of Robert Half International, qualifies him to be a director of the Company.

Nicholas Florio, Director. Nicholas Florio has been a Director of the Company since May 2014. Mr. Florio provides business consulting and financial advice to a variety of closely held private businesses. He is an audit and accounting partner for Citrin Cooperman & Company, LLP ("Citrin Cooperman") based in the firm's New York City office. Mr. Florio has been with Citrin Cooperman for over 23 years. With over 25 years of experience in the staffing and employment arena, Mr. Florio serves as the Practice Leader of the firm's Employment and staffing area. Mr. Florio's

experience in this area includes providing advice on corporate structuring; design of stock incentive and deferred compensation plans; merger and acquisition due diligence and consulting; among general business and tax advice. He is also a current member of the Board of Directors of both the New York Staffing Association (“NYSA”) and New Jersey Staffing Association (“NJSA”) and has been the President of the Industry Partner Group of NYSA for over 15 years. Mr. Florio is also a long-standing member of the Citrin Cooperman’s Executive Committee. A graduate of Pace University, Mr. Florio is a member of the New York State Society of Certified Public Accountants (“NYSSCPA”) as well as the American Institute of CPAs (“AICPA”). He is the Chairman of the Company’s Audit Committee and serves on the Nominating and Corporate Governance Committee and on the Compensation Committee. Mr. Florio's acute knowledge of financial and accounting matters, with an emphasis in the staffing industry through his role as audit and accounting partner for Citrin Cooperman, qualifies him to be a director of the Company.

Director Independence

Our Board has reviewed the materiality of any relationship that each of our directors has with us, either directly or indirectly. Based on this review, the Board has determined that the following directors are “independent directors” as defined by The Nasdaq Stock Market, Inc. (“Nasdaq”) and SEC rules: Dimitri Villard, Jeff Grout and Nicholas Florio.

Meetings of the Board of Directors

The Board convened thirteen times during Fiscal 2017. Each director attended at least 90% of the total number of meetings of the Board. Directors are encouraged, but are not required, to attend our annual meeting of stockholders. At the Company's annual meeting of stockholders on January 26, 2017, all directors were in attendance.

Committees of the Board of Directors

Our Board currently has three standing committees: the Audit Committee, the Nominating and Corporate Governance Committee, and the Compensation Committee, each of which is described below. All standing committees operate under a charter that has been approved by the Board. Copies of the charters of the Audit Committee, Compensation Committee and the Nominating and Governance Committee can be found on our Internet site www.staffing360solutions.com.

Audit Committee. On April 30, 2014, the Board designated an Audit Committee in accordance with section 3(a)(58)(A) of the Exchange Act (the "Audit Committee"). The Audit Committee is composed of Messrs. Nicholas Florio (Chairman), Dimitri Villard and Jeff Grout. All members of our audit committee are independent as defined in the rules and regulations of the SEC and Nasdaq, and the Board has determined that Mr. Nicholas Florio is the qualified financial expert (see credentials listed above). The Audit Committee formally met ten times during Fiscal 2017. The purpose of the Audit Committee is to assist the Board in its oversight of: (1) the integrity of the Company's financial reporting and systems of internal accounting control, (2) the independence, qualifications and performance of the Company's independent registered public accounting firm, and (3) the Company's compliance with legal and regulatory requirements.

Our Audit Committee's primary responsibilities and obligations are to:

- Appoint, compensate, retain and oversee the work of the independent auditor (including resolution of disagreements between management and the auditor regarding financial reporting). In this regard, the Audit Committee shall appoint and retain, subject to approval by the Company's stockholders, compensate, evaluate and terminate, when appropriate, the independent auditor, which shall report directly to the Audit Committee.
- Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor and establish policies and procedures for the engagement of the independent auditor to provide auditing and permitted nonaudit services.
- Review the annual audited financial statements with management and the independent auditor, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations. Also included in such review shall be significant issues and judgments regarding accounting and auditing principles and practices, and the effect of regulatory and accounting initiatives on the Company's financial statements. The Committee shall recommend to the board whether the financial statements should be included in the Form 10-K.
- Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to filing the Form 10-Q, including the results of the independent auditor's review of them and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.
- Review and discuss with management the Company's quarterly earnings announcements and other public announcements regarding the Company's results of operations.
- Prepare any report required to be prepared by it for inclusion in the Company's proxy statement under SEC rules and regulations.
- Review and approve all related party transactions.
- Review major changes to the Company's accounting and auditing principles and practices as suggested by management or the independent auditor.

Meet periodically with management to review the Company's major financial and business risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

Oversee any internal audit functions of the Company.

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Obtain and review, at least annually, a report by the independent auditor describing the independent auditor's internal quality-control procedures, and any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues.

Consider, at least annually, the independence of the independent auditor, and receive from and discuss with the independent auditor the auditor's report regarding its independence, setting forth all relationships between the auditor and the Company. The Audit Committee shall actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.

Meet with the independent auditor prior to the audit to review the scope and planning of the audit.

Review with the independent auditor the results of the annual audit examination, and any issues the auditor may have encountered in the course of its audit work and management's response. This review should include, among other things, any management letter, any restrictions on the scope of activities or access to required information.

Discuss with management the Company's earnings releases and corporate policies with respect to releases and financial information and earnings guidance provided to analysts and rating agencies.

Receive reports from the Company's independent registered public accounting firm and management regarding, and review the adequacy and effectiveness of, the Company's internal controls over financial reporting and significant changes in such controls reported to the Audit Committee by the Company's independent registered public accounting firm or management.

Receive reports from the Company's independent registered public accounting firm and management regarding, and review the adequacy and effectiveness of, the Company's disclosure controls and procedures.

Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

Review candidates for the positions of chief financial officer and controller of the Company.

Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Establish policies for hiring employees and former employees of the independent auditor.

- Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's policies for Code of Ethical Conduct.

Review with the Company's counsel and independent registered public accounting firm (1) legal matters that may have a material impact on the financial statements, (2) any fraud involving management or other employees who have a significant role in the Company's internal controls, (3) compliance policies, and (4) any material reports or inquiries received from regulators, governmental agencies or employees that raise material issues regarding the Company's financial statements and accounting or compliance policies.

Review the Audit Committee Charter annually and recommend any changes for approval by the Board.

Review the Audit Committee's own performance annually.

Consider such other matters in relation to the financial affairs of the Company, its accounts and the independent audit of the Company, as the Committee may, in its discretion, determine to be advisable.

Compensation Committee. On April 30, 2014, the Board designated a Compensation Committee (the "Compensation Committee"). Our Compensation Committee is composed of Messrs. Jeff Grout (Chairman), Dimitri Villard and Nicholas Florio. Pursuant to its charter, the Compensation Committee shall be comprised of at least two (2) "independent" members of the Board who shall also

satisfy such other criteria imposed on members of the Compensation Committee pursuant to the federal securities laws and the rules and regulations of the SEC and Nasdaq. With regards to the Compensation Committee, the term “independent” refers to a member of the Compensation Committee who (i) meets the definition of “independence” under the rules and regulations of the SEC and Nasdaq, (ii) is a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act and (iii) is an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee formally met five times during Fiscal 2017.

Our Compensation Committee’s primary responsibilities and obligations are to:

- Determine, in executive session at which none of: (i) the Chief Executive Officer of the Company (the “CEO”); (ii) the Executive Chairman of the Company, if a person is acting in the capacity of Executive Chairman (the “Executive Chairman”) or (iii) the Vice Chairman of the Company (the “Vice Chairman”) are present and voting, the compensation for, respectively, the CEO, Executive Chairman and Vice Chairman, in each case with reference to applicable employment or similar agreements and utilizing such customary factors that the Compensation Committee deems necessary or appropriate.
- Review and determine the compensation of the executive officers of the Company other than the CEO and the Executive Chairman with reference to applicable employment or similar agreements and based upon the recommendations of the CEO and Executive Chairman and such other customary factors that the Compensation Committee deems necessary or appropriate.
- Recommend awards and/or bonuses to be granted to executive officers of the Company under the Company’s equity plans and other compensation or benefit plans or policies as approved by the Board or the Compensation Committee.
- Approve the overall amount or percentage of plan and/or bonus awards to be granted to all Company employees and delegate to the Company’s executive management the right and power to specifically grant such awards to each Company employee within the aggregate limits and parameters set by the Compensation Committee.
- Review and evaluate the performance of the other executive officers of the Company.
- Review and approve the design of other benefit plans pertaining to executives and employees of the Company.
- Approve such reports on compensation as are necessary for filing with the SEC and other government bodies.
- Review, recommend to the Board, and administer all plans that require “disinterested administration” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- Approve the amendment or modification of any compensation or benefit plan pertaining to executives or employees of the Company that does not require stockholder approval.
- Review and recommend to the Board the adoption of or changes to the compensation of the Company’s independent directors.
- Retain outside consultants and obtain assistance from members of management as the Compensation Committee deems appropriate in the exercise of its authority.
- Make reports and recommendations to the Board within the scope of its functions and advise the officers of the Company regarding various personnel matters.
- Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company’s executive officers and employees.
- Review the form, terms and provisions of employment and similar agreements with the Company’s executive officers and any amendments thereto.
- To the extent the same has been adopted, review, at least annually, the compensation philosophy of the Company.
- Review the Compensation Committee’s own performance annually.

Review the Compensation Committee's Charter annually and recommend any changes thereto to the Board. Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee of the Board (the "Nominating and Corporate Governance Committee") was formed on April 30, 2014. The committee is composed of Messrs. Dimitri Villard (Chairman), Nicholas Florio and Jeff Grout. The committee shall be comprised of at least two (2) "independent" members of the board of directors as defined by the rules and regulations of the SEC and Nasdaq. All current members of the Nominating and Corporate Governance Committee are independent within this definition.

The Nominating and Corporate Governance Committee is charged with the responsibility of reviewing our corporate governance policies and with proposing potential director nominees to the Board for consideration. The Nominating and Corporate Governance Committee formally met twice time during Fiscal 2017. The Nominating and Corporate Governance Committee will consider director nominees recommended by security holders. To recommend a nominee please write to the Nominating and Corporate Governance Committee c/o Dimitri Villard, Staffing 360 Solutions, Inc., 641 Lexington Avenue, Suite 2701, New York, New York 10022.

Our Nominating and Corporate Governance Committee's primary responsibilities and obligations are to:

Nomination Matters:

- Recommend to the Board candidates for election or reelection to the Board at each annual meeting of stockholders of the Company or any other meeting of Company stockholders where the election of a class of directors is to be considered. Nominees for director shall be selected on the basis of experience, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, willingness to devote adequate time to Board duties and such other specific criteria as may be established by the Nominating and Corporate Governance Committee from time to time. In establishing these criteria, the Nominating and Corporate Governance Committee shall make every effort to ensure that the Board and its Committees include at least the required number of independent directors, as that term is defined by applicable standards promulgated by Nasdaq and by the SEC.
- Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board.
- Consider stockholders' nominees in accordance with applicable rules and regulations and develop procedures regarding the nomination process as required by the federal securities laws and the rules and regulations of the SEC and Nasdaq.
- Make recommendations to the Board concerning the selection criteria to be used by the Nominating and Corporate Governance Committee in seeking nominees for election to the Board.
- Aid in attracting qualified candidates to serve on the Board and interview and otherwise assist in the screening of such candidates.
 - Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees.

Corporate Governance Matters:

- Develop and recommend to the Board from time to time corporate governance guidelines applicable to the Company. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend and propose changes to the Board for approval.
- Review any issues relating to conflicts of interests and (in conjunction with the Audit Committee of the Board as necessary or appropriate) all related party transactions in accordance with SEC and Nasdaq requirements, and report the same to the Board.
- Review and recommend changes to Board meeting procedures.
-

Explanation of Responses:

Monitor any requests made by the directors to engage outside advisors with respect to corporate governance issues, at the Company's expense.

Review and recommend retirement policies for Company directors as may be adopted from time to time.

Review any outside directorships in other public companies held by senior company officials.

Periodically receive and consider recommendations from the Company's Executive Chairman regarding succession of the Executive Chairman and other senior officer levels.

Make reports and recommendations to the Board within the scope of its functions.

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Review the Nominating and Corporate Governance Committee Charter from time to time and recommend any changes thereto to the Board.

Section 16 (a) Beneficial Ownership Reporting Compliance

Based solely upon a review of the Forms 3, 4 and 5 and amendments thereto furnished to the Company during Fiscal 2017, the following directors, officers and persons beneficially owning greater than 10% of the Company’s equity securities failed to timely file reports required by Section 16(a) of the Exchange Act during Fiscal 2017 and most recent fiscal years.

Brendan Flood and Matthew Briand failed to timely file their Form 4 upon the exchange of warrants for common stock. David Faiman failed to timely file his Form 3 upon becoming an officer and his Form 4 upon the issuance of shares relating to his employment with the Company. The number of Forms 3, 4 and 5 and the number of transaction that were not filed timely are as follows: Brendan Flood (1 form, 1 transaction); Matthew Briand (1 form, 1 transaction); David Faiman (2 forms, 1 transaction).

As of December 30, 2017, the Company believes that all historical and current Section 16(a) filings have now been filed with the Securities Exchange Commission.

Family Relationships

There are no family relationships among any of our executive officers or any of our directors.

Code of Ethics

We adopted a code of ethics that applies to our executive officers, Directors and employees and our subsidiaries. Our code of ethics is posted to our web site at www.staffing360solutions.com. We will disclose any amendments to or any waivers from a provision of the code of ethics, if they occur, in a Current Report on Form 8-K.

ITEM 11. EXECUTIVE COMPENSATION

Compensation of Executive Officers

The following table sets forth the compensation paid to our named executive officers for Fiscal 2017, the Transition Period and Fiscal 2016. Individuals we refer to as our “named executive officers” include our CEO and our most highly compensated executive officers whose salary and bonus for services rendered in all capacities exceeded \$100,000 during the Fiscal 2017.

All amounts presented in Item 11 are in whole dollar amounts. All compensation amounts presented in British pounds have been translated using the foreign currency average exchange rates, unless otherwise indicated. All share numbers have been adjusted for the one-for-five reverse stock split effective January 3, 2018.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (4)	Option Awards (4)	Non-Equity Incentive	Nonqualified Deferred Compensation	Total (\$)
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Explanation of Responses:

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				(\$)	(\$)	Plan	Compensation	Compensation	Compensation
							Earnings (\$)		
Brendan Flood	Fiscal 2017	354,615	177,308	354,375	18,896	—	—	29,925	935,119
Chairman and Chief	Transition								
Executive Officer	Period	204,404	102,202	—	—	—	—	21,294	327,900
(1)	Fiscal 2016	335,574	292,511	300,000	—	—	—	20,746	948,831
Matthew Briand	Fiscal 2017	356,787	178,394	276,875	18,896	—	—	68,549	899,501
Chief Executive	Transition								
Officer (2)	Period	204,167	102,083	—	—	—	—	39,854	346,104
	Fiscal 2016	320,833	235,252	150,000	—	—	—	68,027	774,112
David Faiman	Fiscal 2017	280,225	140,113	197,500	—	—	—	11,532	629,370
Chief Financial	Transition								
Officer (3)	Period	160,417	80,208	-	—	—	—	11,825	252,450
	Fiscal 2016	68,750	57,292	120,000	—	—	—	3,554	249,596
Christopher Lutzo	Fiscal 2017	196,130	82,500	74,500	—	—	—	5,047	358,177
General Counsel		—	—	—	—	—	—	—	—

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- (1) The column “All Other Compensation” includes car allowance, pensions and life insurance premiums. Stock awards and stock option awards above are valued at the aggregate grant date fair value, Stock option awards vest over their respective vesting schedules. Stock awards vest over a three-year period.
- (2) The column “All Other Compensation” includes car allowance, 401K match, health and life insurance premiums paid. Stock awards and stock option awards above are valued at the aggregate grant date fair value. Stock option awards vest over their respective vesting schedules. Stock awards vest over a three-year period. On December 22, 2017, the Company announced the departure of Mr. Briand effective January 31, 2018.
- (3) The column “All Other Compensation” includes 401K match and health and life insurance premiums paid. Stock awards and stock option awards above are valued at the aggregate grant date fair value. Stock option awards vest over their respective vesting schedules. Stock awards vest over a three-year period.
- (4) Refer to Note 11 for further details on restricted stock issuances and option awards.

Employment Agreements

The Flood Employment Agreement

On January 3, 2014, in connection with the acquisition of Initio International Holdings (“Initio”), the Company entered into a services agreement (the “Flood Employment Agreement”) with Brendan Flood. Pursuant to the Flood Employment Agreement, Mr. Flood would serve as Executive Chairman of the Board. Mr. Flood was paid a salary of £192,000 per annum, less statutory deductions, plus other benefits including reimbursement for reasonable expenses, paid vacation and insurance coverage for his roles with both the Company and Staffing (UK). Mr. Flood’s salary will be adjusted (but not decreased) annually in connection with the CPI Adjustment (as defined in the Flood Employment Agreement). Mr. Flood is also entitled to an annual bonus of up to 50% of his annual base salary based reaching certain financial milestones. Additionally, Mr. Flood was entitled to Gross Profit Appreciation Participation, which entitled the participants to 10% of Initio’s Excess Gross Profit, which is defined as the increase in Initio gross profits in excess of 120% of the base year’s gross profit, up to \$400,000. Mr. Flood’s participating level was 62.5%. On May 29, 2015, the Gross Profit Appreciation Bonus associated with this employment agreement was converted into Series A Preferred Stock. The Flood Employment Agreement has a term of five years and will automatically renew thereafter unless 12 months written notice is provided by either party. This employment agreement includes customary non-compete/solicitation language for a period of 12 months after termination of employment, and in the event of a change in control, the Company may request that Mr. Flood continue employment with the new control entity. On January 1, 2017 the Company increased his salary by the CPI Adjustment to an annualized salary of £275,130 and provided an additional bonus of up to 25% of his base salary based upon achieving a certain leverage ratio. In December 2017, upon the reorganization of the Company and departure of Mr. Briand, Mr. Flood’s title was changed to Chairman and he assumed the roles of Chief Executive Officer and President of the Company. On January 1, 2018 the Company increased his salary by the CPI Adjustment to an annualized salary of £279,807. All other terms of Mr. Flood’s employment agreement remained unchanged.

The Briand Employment Agreement

On January 3, 2014, in connection with the acquisition of Initio, the Company entered into an employment agreement (the “Briand Employment Agreement”) with Matthew Briand. Pursuant to the Briand Employment Agreement, Mr. Briand served as Co-CEO of the Company, as well as, CEO of Monroe. Mr. Briand was paid a salary of \$300,000 per annum, plus other benefits including reimbursement for reasonable expenses, paid vacation and insurance coverage for his roles with both the Company and Monroe. Mr. Briand’s salary may be increased (but not decreased) annually in connection with the CPI Adjustment as defined in the Briand Employment Agreement. Mr. Briand was also entitled to an annual bonus of up to 50% of his annual base salary based on reaching certain financial milestones. Additionally, Mr. Briand was entitled to Gross Profit Appreciation Participation, which entitled the participants to

10% of Initio's Excess Gross Profit, which is defined as the increase in Initio gross profits in excess of 120% of the base year's gross profit, up to \$400,000. Mr. Briand's participating level was 37.5%. On May 29, 2015, the Gross Profit Appreciation Bonus associated with this employment agreement was converted into Series A Preferred Stock. The Briand Employment Agreement has a term of five years and will automatically renew thereafter unless 12 months written notice is provided by either party. This employment agreement includes customary non-compete/solicitation language for a period of 12 months after termination of employment. On January 27, 2015, Mr. Briand was given the additional title of President. On January 1, 2016, the Company amended the Briand Employment Agreement to increase his salary to \$350,000. On January 1, 2017 the Company amended the Briand Employment Agreement to increase his salary by the CPI Adjustment to an annualized salary of \$371,155 and provided an additional bonus of up to 25% of his base salary based upon achieving a certain leverage ratio. On December 22, 2017, the Company announced the departure of Mr. Briand effective January 31, 2018. The Briand Employment Agreement was terminated, except with respect to certain provisions of the Briand Employment Agreement relating to competition that remain in effect. The Company additionally agreed to provide Mr. Briand with the following: (a) continued salary payments through the January 31, 2018; (b) a severance payment equal to twelve months' salary payable over three months in equal installments beginning after the January 31, 2018, (c)

performance bonuses for 2017 and 2018 as determined by the Company’s Board of Directors based upon the criteria set forth for its executives; (d) continued health insurance coverage for a period of 12 months following the January 31, 2018 (e) full and immediate vesting of all outstanding stock options and restricted securities granted to Mr. Briand; (f) reimbursement for life insurance and disability benefits for calendar year 2018; and (g) continuation of an automobile allowance for calendar year 2018 in the same amount as Mr. Briand received as an employee of the Company.

The Faiman Employment Agreement

On February 5, 2016, the Company entered into an employment agreement (the “Faiman Employment Agreement”) with David Faiman. Pursuant to the Faiman Employment Agreement, Mr. Faiman was appointed as Chief Financial Officer effective March 1, 2016 and received a base salary of \$275,000 per annum. Mr. Faiman was later appointed Treasurer and Executive Vice President of the Company. The Faiman Employment Agreement provides for severance payments of continued regular salary through the end of the year in the event of a termination by the Company not for cause or a resignation by the employee for good reason, which includes a change in title, duties, responsibilities or direct report superior. Mr. Faiman’s salary will be increased (but not decreased) annually in connection with the CPI Adjustment as defined in the Faiman Employment Agreement. Mr. Faiman also received a grant of 10,000 restricted shares of the Company’s common stock, which vest as follows: (i) 5,000 shares on the first-year anniversary, and (ii) 5,000 shares on the second anniversary of Mr. Faiman’s employment start date. Annual adjustments to salary, as well as bonus and additional stock option awards will be granted at the discretion of the Board based on meeting personal and corporate objectives each year. His annual bonus target is 50% of annual base salary. On January 1, 2017 the Company increased his salary by the CPI Adjustment to an annualized salary of \$275,000 and provided an additional bonus of up to 25% of his base salary based upon achieving a certain leverage ratio. On January 1, 2018 the Company increased his salary to an annualized salary of \$320,000.

The Lutzo Employment Agreement

On January 27, 2017, the Company entered into an employment agreement (the “Lutzo Employment Agreement”) with Christopher Lutzo. Pursuant to the Lutzo Employment Agreement, Mr. Lutzo was appointed as General Counsel effective February 13, 2017 and received a base salary of \$220,000 per annum. Mr. Lutzo was later appointed Secretary and Executive Vice President of the Company. The Lutzo Employment Agreement provides for severance payments of continued regular salary through the end of the year in the event of a termination by the Company not for cause or a resignation by the employee for good reason, which includes a change in title, duties, responsibilities or direct report superior. Mr. Lutzo’s salary will be increased (but not decreased) annually in connection with the CPI Adjustment as defined in the Lutzo Employment Agreement. Mr. Lutzo also received a grant of 10,000 restricted shares of the Company’s common stock, which vest as follows: (i) 5,000 shares on the first-year anniversary, and (ii) 5,000 shares on the second anniversary of Mr. Lutzo’s employment start date. Annual adjustments to salary, as well as bonus and additional stock option awards will be granted at the discretion of the Board based on meeting personal and corporate objectives each year. His annual bonus target is 50% of annual base salary. On January 1, 2018 the Company increased his salary by the CPI Adjustment to an annualized salary of \$223,960.

Outstanding Equity Awards at December 30, 2017

Name	Number of securities underlying unexercised options	Number of securities underlying exercisable securities	Equity incentive plan awards; Number of securities	Option Exercise Price (\$)	Option Expiration Date	Number of shares or units that have not	Market value of shares or units of stock that have not	Equity incentive plan awards; Number of	Equity incentive plan awards; Market or
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	(#) exercisable		underlying unexercised unearned options (#)		vested (#)	vested (\$)		unearned shares, units or other rights that have not vested (#)	payout value of unearned shares, units or other rights that have not vested (\$)
	Option awards				Stock awards				
Brendan Flood (1)	6,600	—	6,600	\$ 100.00	01/07/2024	131,000	\$ 384,765	—	—
Brendan Flood (2)	3,000	—	3,000	50.00	03/01/2025	—	—	—	—
Brendan Flood (3)	9,600	—	9,600	6.75	02/28/2027	—	—	—	—
Matthew Briand (1)	6,600	—	6,600	100.00	01/07/2024	92,500	226,250	—	—
Matthew Briand (2)	3,000	—	3,000	50.00	03/01/2025	—	—	—	—
Matthew Briand (3)	9,600	—	9,600	6.75	02/28/2027	—	—	—	—
David Faiman (4)	—	—	—	—	—	67,000	146,667	—	—
Christopher Lutzo (5)	—	—	—	—	—	20,000	41,833	—	—
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- (1) These options were issued pursuant to the 2014 Equity Incentive Plan and are exercisable for a period of 10 years
- (2) These options were issued pursuant to the 2015 Equity Incentive Plan and are exercisable for a period of 10 years
- (3) These options were issued pursuant to the 2016 Equity Incentive Plan and are exercisable for a period of 10 years
- (4) Pursuant to the Faiman Employment Agreement, Mr. Faiman received a grant of 10,000 restricted shares of the Company's common stock, which vest as follows: (i) 5,000 shares on the first-year anniversary, and (ii) 5,000 shares on the second anniversary of Mr. Faiman's employment start date.
- (5) Pursuant to the Lutzo Employment Agreement, Mr. Lutzo received a grant of 10,000 restricted shares of the Company's common stock, which vest as follows: (i) 5,000 shares on the first-year anniversary, and (ii) 5,000 shares on the second anniversary of Mr. Lutzo's employment start date.

Compensation of Directors

Name	Fiscal Year	Fees earned or paid in cash (\$)	Stock awards (\$)	Option Awards (\$)	Incentive Plan Compensation	Change in		Total (\$)
						Pension Value	and Nonqualified Non-Equity Deferred Compensation	
						Earnings	All Other Compensation	
Dimitri Villard (2)	Fiscal 2017	\$ 68,751	\$66,430	\$ 984	—	—	—	\$ 136,165
Jeff Grout (3)	Fiscal 2017	68,751	66,430	984	—	—	—	136,165
Nicholas Florio (4)	Fiscal 2017	68,751	67,130	984	—	—	—	136,865

(*) Refers to the Transition Period.

- (1) The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. The Company has issued these shares under its 2015 Omnibus Incentive Plan and 2016 Omnibus Incentive Plan, whereby these shares vest after three years from issuance. A nonemployee who sits on the Board and is compensated by the Company solely for the individual's role as a Director will be treated as an employee under ASC 718.
- (2) Dimitri Villard. In May 2014, Mr. Villard was named the Chairman of the Nominating and Corporate Governance Committee and was named as a member of the Audit Committee and of the Compensation Committee. As a member of our Board, Mr. Villard receives an annual payment of \$75,000, effective April 1, 2017, payable in monthly installments \$6,250. In addition, for his services, Mr. Villard receives 1,400 shares of restricted common stock per quarter. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Villard received 4,500, 900, and 1,200 common shares valued at \$19, \$7, and \$29, respectively, for his services as a Board and Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Villard received 11,800, 0 and 6,000 common shares valued at \$48, \$0, and \$150, respectively, as a bonus.
- (3) Jeff Grout. In February 2014, Mr. Grout was named the Chairman of the Compensation Committee and was also named as a member of the Nominating and Corporate Governance Committee. In June 2015, Mr. Grout was also named as a member of the Audit Committee. As a member of our Board, Mr. Grout receives an annual payment of

\$75,000, effective April 1, 2017, payable in monthly instalments of \$6,250. In addition, for his service, Mr. Grout receives 1,400 shares of restricted common stock per quarter. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Grout received 4,500, 900, and 1,200 common shares valued at \$19, \$7, and \$29, respectively, for his service as a Board and Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Grout received 11,800, 0 and 6,000 common shares valued at \$48, \$0 and \$150, respectively, as a bonus.

- (4) Nicholas Florio. In May 2014, Mr. Florio was named the Chairman of the Audit Committee and was also named as a member of the Nominating and Corporate Governance Committee and of the Compensation Committee. As a member of our Board, Mr. Florio receives an annual payment of \$75,000, effective April 1, 2017, payable in monthly instalments of \$6,250. At the request of Mr. Florio, all cash payments, common stock issuances and stock option issuances have been made in the name of Citrin Cooperman & Company, LLP. In addition, for his service, Mr. Florio receives 1,400 shares of restricted common stock per quarter. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Florio received 4,700, 750, and 1,000 common shares valued at \$19, \$6, and \$24, respectively, for his services as a Board and Committee member. During Fiscal 2017, the Transition Period and Fiscal 2016, Mr. Florio received 11,800, 0 and 6,000 shares valued \$48, \$0 and at \$150, respectively, as a bonus.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 9, 2018 for: (i) each of our directors; (ii) each of our executive officers; (iii) all of our directors and executive officers as a group; and (iv) all persons, to our knowledge, are the beneficial owners of more than 5% of the outstanding shares of common stock. Beneficial ownership is determined in accordance with the rules of the SEC, and includes voting or investment power with respect to the securities.

Except as indicated in footnotes to this table, we believe each person named in this table has sole voting and investment power with respect to the shares of common stock set forth opposite such person's name. Percentage ownership is based on 4,012,440 shares of common stock outstanding on March 29, 2018.

Name of Beneficial Owner	Address	Common Stock	
		Beneficially Owned	Percent of Common Stock
Brendan Flood (1)	3 London Wall Buildings, London Wall, London, EC2M 5SY	174,512	4.1 %
Matthew Briand (1)	641 Lexington Avenue, Suite 2701 New York, NY 10022	63,048	1.5 %
David Faiman	641 Lexington Avenue, Suite 2701 New York, NY 10022	10,000	0.2 %
Christopher Lutzo	641 Lexington Avenue, Suite 2701 New York, NY 10022	—	—
Dimitri Villard (2)	8721 Santa Monica	150	0.0 %

	Blvd, Suite 100			
	Los Angeles, CA 90069			
Jeff Grout	3 London Wall Buildings,	2,317	0.1	%
	London Wall, London, EC2M 5SY			
Nicholas Florio	Citrin Cooperman & Company LLP	3,032	0.1	%
	529 Fifth Avenue			
	New York, NY 10017			
Directors and officers as a group		253,059	6.0	%
Greater than 5% Holders:				
Jackson Investment Group, LLC (3)	2655 Northwinds Parkway	1,882,204	31.7	%
	Alpharetta, GA 30009			

- (1) Includes 27,024 shares of common stock issuable to Mr. Flood within 60 days of March 30, 2018, pursuant to the conversion of Series A Preferred Stock. Mr. Flood and Mr. Briand own 1,039,380 and 623,628 of the Series A Preferred Shares, respectively, which may convert into 1.3 shares of common stock per 50 shares of Series A Preferred Shares, or 27,024 and 16,215 shares of common stock, respectively.
- (2) Includes 16,215 shares of common stock issuable to Mr. Briand within 60 days of March 30, 2018, pursuant to the conversion of Series A Preferred Stock.
- (3) 1,350 shares are held personally by Mr. Villard and 25,200 shares are held through Byzantine Productions, Inc.
- (4) Includes 905,508 warrants with a strike price of \$5.00 issuable to Jackson Investment Group, LLC within 60 days of March 30, 2018.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 30, 2017 about the common stock that may be issued upon the exercise of outstanding options, warrants and rights under the Company's equity compensation plans:

Plan Category	Number of Securities to be issued upon exercising outstanding options, warrants, and rights	Weighted-average price of outstanding options and rights	Number of securities remaining available for future issuance under equity compensation plans (including securities reflected in column (a))
Equity compensation plans approved by security holders	65,700	\$ 6.75	36,060
Equity compensation plans not approved by security holders (1)	62,760	\$ 65.80	3,639

(1) At December 31, 2017, the Company had two equity compensation plans not approved by security holders, which are more fully described below. Subsequent to December 31, 2016, two additional equity compensation plans were approved by stockholders at the Company's annual shareholder meeting on January 26, 2017, which are also described below.

2014 Equity Incentive Plan

On January 28, 2014, our Board adopted the 2014 Equity Incentive Plan (the "2014 Plan"). Under the 2014 Plan, we may grant options to employees, directors, senior management of the company and, under certain circumstances, consultants. The purpose of the 2014 Plan is to retain the services of the group of persons eligible to receive option awards, to secure and retain the services of new members of this group and to provide incentives for such persons to exert maximum efforts for the success of the company and its affiliates. A maximum of 50,000 shares of common stock has been reserved for issuance under this plan. The plan expires on January 28, 2024. At December 31, 2017, the Company had issued 50,000 options and shares of common stock and therefore there is nothing remaining under this plan.

The authority to administer the 2014 Plan currently resides with the Compensation Committee. They have the power to determine which persons eligible under the plan will be granted option awards.

Transferability

Option awards are not transferable other than by will or by the laws of descent and distribution unless otherwise provided in the individual option agreement.

Change of Control Event

In the event of a change in control, then, without the consent or action required of any holder of an option award (in such holder's capacity as such):

(i) Any surviving corporation or acquiring corporation or any parent or affiliate thereof, as determined by the Board in its discretion, will assume or continue any option awards outstanding under the plan in all or in part or shall substitute to similar stock awards in all or in part; or

(ii) In the event any surviving corporation or acquiring corporation does not assume or continue any option awards or substitute to similar stock awards, for those outstanding under the plan, then: (a) all unvested option awards will expire (b) vested options will terminate if not exercised at or prior to such change in control; or

(iii) Upon change in control, the Board may, in its sole discretion, accelerate the vesting, partially or in full, in the sole discretion of the Board and on a case-by-case basis of one or more option awards as the board of directors may determine to be appropriate prior to such events.

Notwithstanding the above, in case of change in control, in the event all or substantially all of the shares of common stock of the company are to be exchanged for securities of another company, then each holder of an option award shall be obliged to sell or exchange, as the case may be, any shares such holder holds or purchased under the plan, in accordance with the instructions issued by the Board, whose determination shall be final.

Termination of Employment/Relationship

Explanation of Responses:

In the event of termination of the option holders employment with the Company or any of its affiliates, or if applicable, the termination of services given to the Company or any of its affiliates by consultants of the Company or any of its affiliates for cause (as defined in the plan), all outstanding option awards granted to such option holder (whether vested or not) will immediately expire and terminate on the date of such termination and the holder of option awards will not have any right in connection to such outstanding option awards, unless otherwise determined by the Board. The shares of common stock covered by such option awards will revert to the plan.

2015 Omnibus Incentive Plan

On September 23, 2015, our Board adopted the 2015 Omnibus Incentive Plan (the “2015 Plan”). Under the 2015 Plan, the Company may grant options to employees, directors, senior management of the company and, under certain circumstances, consultants. The purpose of the 2015 Plan is to retain the services of the group of persons eligible to receive option awards, to secure and retain the

services of new members of this group and to provide incentives for such persons to exert maximum efforts for the success of the company and its affiliates.

The 2015 Plan provides for an aggregate of 90,000 shares of common stock to be available for awards. The number of shares available for grant pursuant to awards under the Plan is referred to as the “Available Shares”. If an award is forfeited, canceled, or if any option terminates, expires or lapses without being exercised, the common stock subject to such award will again be made available for future grant. However, shares that are used to pay the exercise price of an option or that are withheld to satisfy the participant’s tax withholding obligation will not be available for re-grant under the 2015 Plan.

The 2015 Plan will have a term of ten years and no further awards may be granted under the 2015 Plan after that date. At December 31, 2017, the Company had issued 86,361 options to purchase shares of common stock and had 3,639 unissued securities remaining under this plan.

Awards Available for Grant

The Compensation Committee may grant awards of Non-Qualified Stock Options, Incentive Stock Options, Stock Appreciation Rights, Restricted Stock Awards, Restricted Stock Units, Stock Bonus Awards, Performance Compensation Awards (including cash bonus awards) or any combination of the foregoing. Notwithstanding, the Compensation Committee may not grant to any one person in any one calendar year awards (i) for more than 30,000 common shares in the aggregate or (ii) payable in cash in an amount exceeding \$600 in the aggregate.

Transferability

Each award may be exercised during the participant’s lifetime only by the participant or, if permissible under applicable law, by the participant’s guardian or legal representative and may not be otherwise transferred or encumbered by a participant other than by will or by the laws of descent and distribution. The Compensation Committee, however, may permit awards (other than Incentive Stock Options) to be transferred to family members, a trust for the benefit of such family members, a partnership or limited liability company whose partners or stockholders are the participant and his or her family members or anyone else approved by it.

Change in Control

Except to the extent otherwise provided in an award, in the event of a change in control, all outstanding options and equity awards (other than performance compensation awards) issued under the Plan will become fully vested and performance compensation awards will vest, as determined by the Compensation Committee, based on the level of attainment of the specified performance goals. In general, the Compensation Committee may, in its discretion, cancel outstanding awards and pay the value of such awards to the participants in connection with a change in control. The Compensation Committee can also provide otherwise in an award under the 2015 Plan.

2016 Omnibus Incentive Plan

On October 25, 2016, our Board adopted the 2016 Omnibus Incentive Plan (the “2016 Plan”) to, among other things, attract and retain the best available personnel, to provide additional incentive to employees, directors and consultants and to promote the success of the Company’s business. On January 26, 2017, our stockholders approved the 2016 Plan, pursuant to which 500,000 shares of the Company’s common stock will be reserved for issuance under stock and stock option awards. To date, the Company has issued 456,740 shares and options to purchase shares of common stock and therefore has 43,260 remaining under this plan.

The Compensation Committee will administer the 2016 Plan. The Compensation Committee will have the authority, without limitation to (i) designate Participants; (ii) determine the type or types of awards to be granted to a participant; (iii) determine the number of Common Shares to be covered by, or with respect to which payments, rights, or other matters are to be calculated in connection with, awards; (iv) determine the terms and conditions of any award; (v) determine whether, to what extent, and under what circumstances awards may be settled or exercised in cash, Common Shares, other securities, other awards or other property, or canceled, forfeited, or suspended and the method or methods by which awards may be settled, exercised, canceled, forfeited, or suspended; (vi) determine whether, to what extent, and under what circumstances the delivery of cash, common shares, other securities, other awards or other property and other amounts payable with respect to an award; (vii) interpret, administer, reconcile any inconsistency in, settle any controversy regarding, correct any defect in and/or complete any omission in this Plan and any instrument or agreement relating to, or award granted under, this Plan; (viii) establish, amend, suspend, or waive any rules and regulations and appoint such agents as the Compensation Committee shall deem appropriate for the proper administration of this Plan; (ix) accelerate the vesting or exercisability of, payment for or lapse of restrictions on, awards; and (x) make any other determination and take any other action that the Compensation Committee deems necessary or desirable for the administration of this Plan The Compensation

Committee will have full discretion to administer and interpret the 2016 Plan and to adopt such rules, regulations and procedures as it deems necessary or advisable and to determine, among other things, the time or times at which the awards may be exercised and whether and under what circumstances an award may be exercised.

Eligibility

Employees, directors, officers, advisors and consultants of the Company or its affiliates are eligible to participate in the 2016 Plan. The Compensation Committee has the sole and complete authority to determine who will be granted an award under the 2016 Plan, however, it may delegate such authority to one or more officers of the Company under the circumstances set forth in the 2016 Plan.

Number of Shares Authorized

The 2016 Plan provides for an aggregate of 500,000 shares of common stock to be available for awards. The Board and Committee selected this number of available shares in order to provide for awards to be granted for the 2017 and 2018 fiscal years assuming recent trends of awarding equity were to continue.

The 2016 Plan will have a term of ten years and no further awards may be granted under the 2016 Plan after that date.

Awards Available for Grant

The Compensation Committee may grant awards of Non-Qualified Stock Options, Incentive Stock Options, Stock Appreciation Rights, Restricted Stock Awards, Restricted Stock Units, Stock Bonus Awards, Performance Compensation Awards (including cash bonus awards) (each defined under the 2016 Plan) or any combination of the foregoing subject to the number of available shares. Notwithstanding anything to the contrary in the 2016 Plan, the Compensation Committee may not grant to any one participant under the plan in any one calendar year awards (i) for more than 80,000 Common Shares in the aggregate or (ii) payable in cash in an amount exceeding \$750,000 in the aggregate.

Options

Under the terms of the 2016 Plan, unless the Compensation Committee determines otherwise in the case of an option substituted for another option in connection with a corporate transaction, the exercise price of the options will not be less than the fair market value (as determined under the 2016 Plan) of the shares of common stock on the date of grant. Options granted under the 2016 Plan will be subject to such terms, including the exercise price and the conditions and timing of exercise, as may be determined by the Compensation Committee and specified in the applicable award agreement. The maximum term of an option granted under the 2016 Plan will be ten years from the date of grant (or five years in the case of an Incentive Stock Option granted to a 10% stockholder).

Stock Appreciation Rights

The Compensation Committee will be authorized to award Stock Appreciation Rights (“SARs”) under the 2016 Plan. SARs will be subject to such terms and conditions as established by the Compensation Committee. A SAR is a contractual right that allows a participant to receive, either in the form of cash, shares or any combination of cash and shares, the appreciation, if any, in the value of a share over a certain period of time. A SAR granted under the 2016 Plan may be granted in tandem with an option and SARs may also be awarded to a participant independent of the grant of an option. SARs granted in connection with an option shall be subject to terms similar to the option which corresponds to such SARs. SARs shall be subject to terms established by the Compensation Committee and reflected in the award agreement.

Explanation of Responses:

Restricted Stock

The Compensation Committee will be authorized to award restricted stock under the 2016 Plan. Unless otherwise provided by the Compensation Committee and specified in an award agreement, restrictions on restricted stock will lapse after three years of service with the Company. The Compensation Committee will determine the terms of such restricted stock awards. Shares of restricted stock are shares of common stock that generally are non-transferable and subject to other restrictions determined by the Compensation Committee for a specified period. Unless the Compensation Committee determines otherwise or specifies otherwise in an award agreement, if the participant terminates employment or services during the restricted period, then any unvested restricted stock will be forfeited.

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Restricted Stock Unit Awards

The Compensation Committee will be authorized to award restricted stock unit awards under the 2016 Plan. Unless otherwise provided by the Compensation Committee and specified in an award agreement, restricted stock units vest after three years of service with the Company. The Compensation Committee will determine the terms of such restricted stock units. Unless the Compensation Committee determines otherwise or specifies otherwise in an award agreement, if the participant terminates employment or services during the period of time over which all or a portion of the units are to be earned, then any unvested units will be forfeited. At the election of the Compensation Committee, the participant will receive a number of shares of common stock equal to the number of units earned or an amount in cash equal to the fair market value of that number of shares at the expiration of the period over which the units are to be earned or at a later date selected by the Compensation Committee.

Stock Bonus Awards

The Compensation Committee will be authorized to grant awards of unrestricted shares of common stock or other awards denominated in shares of common stock, either alone or in tandem with other awards, under such terms and conditions as the Compensation Committee may determine.

Performance Compensation Awards

The Compensation Committee will be authorized to grant any award under the 2016 Plan in the form of a performance compensation awards. The Compensation Committee will select the performance criteria based on one or more of the following factors: (i) revenue; (ii) sales; (iii) profit (net profit, gross profit, operating profit, economic profit, profit margins or other corporate profit measures); (iv) earnings (EBIT, EBITDA, earnings per share, or other corporate earnings measures); (v) net income (before or after taxes, operating income or other income measures); (vi) cash (cash flow, cash generation or other cash measures); (vii) stock price or performance; (viii) total stockholder return (stock price appreciation plus reinvested dividends divided by beginning share price); (ix) economic value added; (x) return measures (including, but not limited to, return on assets, capital, equity, investments or sales, and cash flow return on assets, capital, equity, or sales); (xi) market share; (xii) improvements in capital structure; (xiii) expenses (expense management, expense ratio, expense efficiency ratios or other expense measures); (xiv) business expansion or consolidation (acquisitions and divestitures); (xv) internal rate of return or increase in net present value; (xvi) working capital targets relating to inventory and/or accounts receivable; (xvii) inventory management; (xviii) service or product delivery or quality; (xix) customer satisfaction; (xx) employee retention; (xxi) safety standards; (xxii) productivity measures; (xxiii) cost reduction measures; and/or (xxiv) strategic plan development and implementation.

Transferability

Each award may be exercised during the participant's lifetime only by the participant or, if permissible under applicable law, by the participant's guardian or legal representative. No award may be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a participant other than by will or by the laws of descent and distribution and any such purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company; provided that the designation of a beneficiary shall not constitute an assignment, alienation, pledge, attachment, sale, transfer or encumbrance. The Compensation Committee, however, may permit awards (other than incentive stock options) to be transferred to family members, a trust for the benefit of such family members, a partnership or limited liability company whose partners or stockholders are the participant and his or her family members or anyone else approved by it.

Amendment

The 2016 Plan will have a term of ten years from the effective date of the 2016 Plan. The Board may amend, suspend or terminate the 2016 Plan at any time; however, shareholder approval to amend the 2016 Plan may be necessary if applicable law or listing rule so requires. No amendment, suspension or termination will impair the rights of any participant or recipient of any award without the consent of the participant or recipient.

Change in Control

Except to the extent otherwise provided in an award, in the event of a change in control, all outstanding options and equity awards (other than performance compensation awards) issued under the 2016 Plan will become fully vested or the period of restriction will expire and performance compensation awards vest, as determined by the Compensation Committee, based on the level of attainment of the specified performance goals or assuming that that the applicable “target” levels of performance have been obtained or on such other basis as determined by the Compensation Committee.

Long-Term Incentive Plan

In May 2016, the Board approved the 2016 Long-Term Incentive Plan (the “2016 LTIP”). This plan was approved by our stockholders on January 26, 2017.

The material features of the 2016 LTIP are:

- The maximum number of shares of common stock to be issued under the 2016 LTIP is 260,000 shares;
- The award of performance units is permitted;
- The term of the 2016 LTIP will expire on December 31, 2018 (unless terminated earlier) at the end of the 2016 LTIP’s performance period.

The shares we issue under the 2016 LTIP will be authorized but unissued shares. The Board selected 260,000 shares to adequately motivate the participants and drive performance for the period.

2016 LTIP Administration

The 2016 LTIP will be administered by the Compensation Committee. The Compensation Committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, and to determine the specific terms and conditions of each award, subject to the provisions of the 2016 LTIP.

Eligibility

Persons eligible to participate in the 2016 LTIP will be those officers, employees, consultants and independent contractors of the Company and its subsidiaries as selected from time to time by the Compensation Committee in its discretion. The Compensation Committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, and to determine the specific terms and conditions of each award, subject to the provisions of the 2016 LTIP.

Amendment and Termination

The Board may, without shareholder approval, modify, revise or terminate the 2016 LTIP at any time and from time to time. The Board will seek shareholder approval to increase the amount of shares of common stock which may be issued under the 2016 LTIP or to make any “material amendment” to the 2016 LTIP. Unless the Board elects to terminate the 2016 LTIP earlier, the 2016 LTIP will terminate on December 31, 2018.

Performance Units

The 2016 LTIP permits the granting of performance units to participants under the 2016 LTIP. The award agreement will set forth the number of performance units granted to a participant. The number of shares issued under an award is determined by multiplying the number of performance units granted to the participant by the vesting rate which is determined by measuring the market cap of the Company. As amended by the Compensation Committee on October, 25, 2016, the below chart summarizes the relationship between performance and the vesting rate for the performance units.

2018 Market Cap	Vesting Rate
Up to \$54.6M	0.00%
From \$54.6M to below \$82M	25.00%

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From \$82M to below \$109.3M	41.67%
From \$109.3M to below \$136.6M	66.67%
At \$136.6M or above	100.00%

If earned, shares of common stock will be issued to a participant within 30 days after the end of the performance period (December 31, 2018) and in no event later than March 15, 2019; provided, that the participant has been continuously employed, as applicable,

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with the Company through the date of issuance of the shares of common stock. If a participant terminates employment for any reason with the Company before the issuance of the shares described above, the award will be cancelled and forfeited, unless the Compensation Committee elects for special treatment.

The estimated fair value of the 2016 LTIP plan based on third party valuation is approximately \$136,000. As of Fiscal 2017, all units had been issued and all compensation expense amortized. For Fiscal 2017 and Transition Period, the Company recorded approximately \$91,000 and \$53,000 in compensation expense, respectively, associated with the 2016 LTIP. The Company has issued a total of 178,739 shares under this plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The Briand Separation Agreement

In connection with his resignation as officer and director of the Company, the Company entered into an agreement (the "Briand Separation Agreement") with Mr. Briand dated December 21, 2017, with an effective date ("Separation Date") of January 31, 2018, pursuant to which Mr. Briand may provide advisory services, if requested by the Company, through the Separation Date. Pursuant to the Briand Separation Agreement, the Company agreed to provide, among other things: (a) pay through January 31, 2018 in the same amount and manner in which Mr. Briand was paid immediately prior to this Agreement; (b) severance pay in the amount of \$362,000 (as of January 31, 2018) for twelve (12) months, payable over three (3) months in equal installments in accordance with the normal payroll policies of the Company, with the first installment being paid on the Company's first regular pay date on or after January 31, 2018, which initial payment shall include all installment amounts that would have been paid during the first thirty (30) days following the Separation Agreement had installments commenced immediately following the Separation Date; (c) performance bonuses for 2017 and 2018, in the amounts, if any, as determined by the Company's Board of Directors based upon the criteria set forth for its executives, payable in cash at the time any such performance bonuses are ordinarily paid to the Company's executives; (d) for a period of twelve (12) months following the Separation Date, all health insurance plan benefits to which Mr. Briand and his family was entitled prior to the Separation Date under any such benefit plans or arrangements maintained by the Company in which Mr. Briand and his family participated, shall be provided to the same extent of coverage, pursuant to COBRA, to be paid directly by the Company; (e) any unvested stock options and restricted securities granted to Mr. Briand shall be fully and immediately exercisable or non-forfeitable, as applicable; (f) reimbursement for life insurance benefits, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company; (g) reimbursement of disability insurance premiums, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company; and (h) an automobile allowance, payable in the calendar year 2018 in the same amount as Mr. Briand received as an active employee of the Company.

The Jackson transactions

Term Loan Note #1. On January 26, 2017, the Company entered into a note and warrant purchase agreement with Jackson Investment Group ("Jackson") for \$7,400,000. Under the terms of this agreement, the Company issued to Jackson 330,000 shares of common stock and a warrant to purchase up to 630,000 shares of common stock at an initial exercise price of \$6.75 per share (the "Warrant"). The note accrues interest on the principal amount at a rate of 6% per annum and has a maturity date of July 25, 2018. No interest or principal is payable until maturity. At any time during the term of the note, upon notice to Jackson, the Company may also, at its option, redeem all or some of the then outstanding principal amount of the note by paying to Jackson an amount not less than \$100,000 of the outstanding principal (and in multiples of \$100,000), plus any accrued but unpaid interest and liquidated damages and other amounts due under the note. The note's principal is not convertible into shares of common stock; however, 50% of the accrued interest on the note may be converted into shares of common stock, at the sole election of Jackson at

maturity or upon prepayment by the Company, at a conversion price equal to \$10.00 per share. On March 14, 2017, the Company and Jackson amended the warrant to include a blocker preventing Jackson from owning more than 19.99% of the Company's shares outstanding as of January 26, 2017, until such ownership is approved by the shareholders consistent with Nasdaq Rule 5635(b). On June 15, 2017, our stockholders approved the issuance of shares of the Company's common stock under the warrant to Jackson that may result in Jackson owning in excess of 19.99% of the Company's outstanding shares. The warrant is exercisable beginning on July 25, 2017 for a term of four and a half (4.5) years thereafter. The exercise price 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. The Company has accounted for these warrants as a liability under ASC 815-40 due to the anti-dilution protection provisions.

Term Loan Note #2. On April 5, 2017, the Company amended the note and warrant purchase agreement and entered into a second subordinated secured note for \$1,650,000. Under the terms of this amended agreement, the Company issued to Jackson 59,397 shares of common stock, with an additional 74,184 shares of common stock that was issued after obtaining shareholder approval for issuance of shares to Jackson in excess of the 19.99% limit in June 2017. Also on April 5, 2017, the Company amended the Warrant to allow Jackson to purchase up to an additional 825,463 shares of common stock, modified the initial exercise price of the Warrant to \$5.00 per share and modified the conversion price of accrued interest on the note issued to Jackson in January 2017 to \$7.50. The Warrant

was also amended to increase the amount of common stock issuable to Jackson pursuant to the anti-dilution clause contained therein. The second note accrues interest on the principal amount at a rate of 6% per annum and has a maturity date of June 8, 2019; however, in the event the Company satisfies all of its outstanding obligations with Midcap Financial Trust, the maturity date will be adjusted to July 25, 2018. No interest or principal is payable on the second note until maturity. At any time during the term of the second note, upon notice to Jackson, the Company may also, at its option, redeem all or some of the then outstanding principal amount of the note by paying to Jackson an amount not less than \$100,000 of the outstanding principal (and in multiples of \$100,000), plus any accrued but unpaid interest and liquidated damages and other amounts due under the note. The second note's principal is not convertible into shares of common stock; however, 50% of the accrued interest on the second note can be converted into shares of common stock, at the sole election of Jackson at maturity or in the event of a prepayment by the Company, at a conversion price equal to \$7.50 per share. The proceeds of this transaction were used to redeem the remaining shares and conversion rights of the Series D Preferred Stock.

Term Loan Note #3. In August 2017, the Company entered into a promissory note for \$1,600,000, with a term of 60 days at interest of 10% per annum and issued 32,000 shares of common stock. The proceeds of the note were used to fund the satisfaction of a judgment entered in the matter of Staffing 360 Solutions, Inc. v. Former Officers of Staffing 360 Solutions, Inc.

Term Loan Note #4. On September 1, 2017, the Company entered into a promissory note for \$515,000, with a term of 31 days at an interest of 12% per annum. The proceeds of the note were used to fund other debt obligations.

The Jackson Note. On September 15, 2017, the Company entered into a \$40,000,000 secured note agreement with Jackson (the "Jackson Note"). The proceeds of the sale of the secured note were used to repay the existing subordinated notes previously issued to Jackson pursuant to the existing note purchase agreement in the aggregate principal amount of \$11,165,000 and to fund a portion of the purchase price consideration of the Firstpro Acquisition and the CBS Butler Acquisition and repay certain other outstanding indebtedness of the Company. The maturity date for the amounts due under the Jackson Note is September 15, 2020. The Jackson Note will accrue interest at 12% per annum, due quarterly on January 1, April 1, July 1 and October 1 in each year, with the first such payment due on January 1, 2018. Interest on any overdue payment of principal or interest due under the Jackson Note will accrue at a rate per annum that is 5% in excess of the rate of interest otherwise payable thereunder. The Company paid a closing fee of \$1,000,000 in connection with its entry into the amended and restated note purchase agreement in connection with the Jackson Note and agreed to issue 450,000 shares of the Company's common stock as a closing commitment fee. These shares are subject to registration rights in favor of Jackson and were included in a new resale registration statement which was filed by the Company on November 1, 2017. The Jackson Note resulted in the extinguishment of the old notes in favor of Jackson in the amounts of \$11,165,000 and recording of the new debt of \$40,000,000 at fair value. Immediately prior to closing the Jackson Note, Jackson owned 526,697 shares of common stock and 905,508 warrants.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Through December 13, 2017, the Company's principal independent registered accountant was RBSM LLP. On December 13, 2017, the Company changed its principal independent registered accountant to BDO USA, LLP on December 13, 2017. The aggregate fees billed for Fiscal 2017, Transition Period, and Fiscal 2016 for professional services rendered by the principal accountant are as follows:

	Fiscal 2017	Transition Period	Fiscal 2016

	BDO USA, LLP	RBSM LLP	BDO USA, LLP	RBSM LLP	RBSM LLP
Audit Fees	\$357,540	\$250,000	\$—	\$187,000	\$273,000
Audit Related Fees	—	56,000	49,000	—	—
Tax Fees	116,000	—	58,000	4,000	144,000
Total	\$473,540	\$306,000	\$107,000	\$191,000	\$417,000

Audit Fees were for professional services necessary to perform an annual audit of the financial statements, review of quarterly reports and other services required to be performed by our independent auditors.

Audit-Related Fees, if incurred, were for services that are reasonably related to the performance of the audit or review of our financial statements including the support of business acquisition and divestiture activities, independent assessment of controls related to outsourcing services, audit and review of certain benefit-related programs.

Tax Fees were for tax compliance, tax planning, and tax advice. Corporate tax services encompass a variety of permissible services, including technical tax advice related to United States and international tax matters; assistance with foreign income and withholding tax matters, assistance with sales tax, value added tax and equivalent tax related matters in local jurisdictions; preparation of reports to comply with local tax authority transfer pricing documentation requirements; and assistance with tax audits.

Pre-Approval Policies and Procedure for Audit Services

The audit committee has developed policies and procedures regarding the approval of all services that are to be rendered by our independent registered public accounting firm, as permitted under applicable laws, and the corresponding fees for such services. Consistent with these policies and procedures, all audit services and non-audit services and all fees associated with such services performed by our independent registered public accounting firm in Fiscal 2017, the Transition Period and Fiscal 2016 were pre-approved by audit committee.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as part of this report:

(1) Financial Statements and Report of Independent Registered Public Accounting Firm, which are set forth in the index to Consolidated Financial Statements on pages F-1 through F-55 of this report.

<u>Reports of Independent Registered Public Accounting Firm</u>	F-1
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations</u>	F-4
<u>Consolidated Statements of Comprehensive Loss</u>	F-5
<u>Consolidated Statements of Changes in Shareholders (Deficit) Equity</u>	F-7
<u>Consolidated Statements of Cash Flows</u>	F-9
<u>Notes to Consolidated Financial Statements</u>	F-10 to F-55

(2) Financial Statement Schedule: None.

(3) Exhibits

Exhibit

No.	Description
2.1	<u>Agreement and Plan of Merger, by and between Staffing 360 Solutions, Inc., a Delaware corporation, and Staffing 360 Solutions, Inc., a Nevada corporation</u> (1)
2.2	<u>Asset Purchase Agreement, dated September 15, 2017, by and among Staffing 360 Georgia, LLC, FirstPro Inc., Firstpro Georgia LLC, April F. Nagel and Philip Nagel</u> (2)
3.1	<u>Amended and Restated Certificate of Incorporation</u> (3)
3.2	<u>Amended and Restated Bylaws</u> (4)
3.3	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation</u> (5)
3.4	<u>Certificate of Designations, Preferences and Rights of Series A Preferred Stock</u> (6)
3.5	<u>Certificate of Designations, Preferences and Rights of Series B Preferred Stock</u> (7)
3.6	<u>Certificate of Designations, Preferences and Rights of Series C Preferred Stock</u> (8)
3.7	<u>Amendment to Certificate of Designation After Issuance of Class or Series increasing the number of authorized Series C Preferred Stock</u> (9)
3.8	<u>Certificate of Designations, Preferences and Rights of Series D Preferred Stock</u> (10)
3.9	<u>Certificate of Designations, Preferences and Rights of Series E-1 Preferred Stock</u> (11)
3.10	<u>Certificate of Designations, Preferences and Rights of Series E-2 Preferred Stock</u> (12)
3.11	<u>Certificate of Correction for the Series D Preferred Stock, dated January 25, 2017</u> (13)
3.12	<u>Certificate of Withdrawal of Series E-1 Preferred Stock</u> (14)
3.13	<u>Certificate of Withdrawal of Series E-2 Preferred Stock</u> (15)
3.14	<u>Certificate of Withdrawal of Series D Preferred Stock</u> (16)
4.1	<u>Form of Promissory Note</u> (17)
4.2	<u>Form of Warrant</u> (18)
4.3	<u>Form of Subscription Agreement</u> (19)
4.4	<u>Form of Warrant</u> (20)
4.5	<u>Form of Series A Bond</u> (21)
4.6	<u>Form of Warrant</u> (22)
4.7	<u>Revolving Loan Note issued pursuant to PRS Credit Agreement</u> (23)
4.8	<u>Registration Rights Agreement</u> (24)
4.9	<u>Debenture issued pursuant to Securities Purchase Agreement</u> (25)
4.10	<u>A Warrant issued pursuant to Securities Purchase Agreement</u> (26)
4.11	<u>B Warrant issued pursuant to Securities Purchase Agreement</u> (27)
4.12	<u>Three Year Note issued pursuant to Equity Purchase Agreement</u> (28)
4.13	<u>Two Year Note issued pursuant to Equity Purchase Agreement</u> (29)
4.14	<u>Form of Six Month Promissory Note</u> (30)
4.15	<u>Offer to Exchange Common Stock for Certain Outstanding Warrants</u> (31)
4.16	<u>Subordinated Secured Note issued to Jackson Investment Group LLC</u> (32)
4.17	<u>Warrant issued to Jackson Investment Group LLC</u> (33)
4.18	<u>April Note, dated April 5, 2017, issued to Jackson Investment Group LLC</u> (34)
4.19	<u>10% Subordinated Secured Note, dated August 2, 2017, issued to Jackson Investment Group, LLC</u> (35)
10.1	<u>Assignment of Employment Agreement by and between TRIG Capital Partners, LLC and the Company, dated February 21, 2012</u> (36)

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Exhibit

No.	Description
10.2	<u>Form of Note Purchase Agreement (37)</u>
10.3	<u>Acquisition Agreement by and among IDC Technologies, Inc., Prateek Gattani and the Company, dated February 11, 2013 (38)</u>
10.4	<u>Employment Agreement with Alfonso J. Cervantes dated February 15, 2013 (39)</u>
10.5	<u>Letter Agreement by and among the Company and Chord Advisors, LLC dated February 15, 2013 (40)</u>
10.6	<u>Advisory Agreement by and among the Company and Grandview Capital Partners, Inc. dated February 16, 2013 (41)</u>
10.7	<u>Corporate Services Agreement by and between Pylon Management, Inc. and the Company dated February 14, 2013 (42)</u>
10.8	<u>Advisory Agreement by and between the Company and Joshua Capital, LLC dated February 15, 2013 (43)</u>
10.9	<u>Form of Subscription Agreement (44)</u>
10.10	<u>Stock Purchase Agreement by and among the Company, The Revolution Group, Ltd. and the shareholders of The Revolution Group, Ltd. dated March 21, 2013 (45)</u>
10.11	<u>Employment Agreement between the Company and Mark Aiello dated March 21, 2013 (46)</u>
10.12	<u>Stock Purchase Agreement by and among the Company, NewCSI, Inc. and the shareholders of NewCSI, Inc. dated August 14, 2013 (47)</u>
10.13	<u>Share Purchase Agreement, dated October 30, 2013, by and among Staffing 360 Solutions, Inc. and the shareholders of Initio International Holdings Limited (48)</u>
10.14	<u>Amendment No. 1 to the Share Purchase Agreement, dated December 10, 2013, by and among Staffing 360 Solutions, Inc. and the shareholders of Initio International Holdings Limited (49)</u>
10.15	<u>Form of Promissory Note (50)</u>
10.16	<u>Form of Deed of Warranties (51)</u>
10.17	<u>Disclosure Letter (52)</u>
10.18	<u>Form of Deed of Restrictive Covenant by and between Brendan Flood and the Company (53)</u>
10.19	<u>Form of Deed of Restrictive Covenant by and between Matthew Briand and the Company (54)</u>
10.20	<u>Amendment No. 1 to Employment Agreement, dated December 31, 2013, by and among Staffing 360 Solutions, Inc. and Alfonso J. Cervantes (55)</u>
10.21	<u>Employment Agreement, dated December 31, 2013, by and among Staffing 360 Solutions, Inc. and Allan Hartley (56)</u>
10.22	<u>Employment Agreement, dated January 3, 2014, by and among Monroe Staffing Services, LLC and Matthew Briand (57)</u>
10.23	<u>Employment Agreement, dated January 3, 2014, by and among Staffing 360 Solutions Limited (f/k/a Initio International Holdings Limited) and Brendan Flood (58)</u>
10.24	<u>Asset Purchase Agreement, by and among Staffing 360 Solutions (UK) Limited, Poolia UK Ltd. and Poolia UK (59)</u>
10.25	<u>Stock Purchase Agreement, by and among Linda Moraski, PeopleSERVE, Inc., PeopleSERVE PRS, Inc. and the Company, dated May 17, 2014 (60)</u>
10.26	<u>Form of Promissory Note (61)</u>
10.27	<u>Form of Employment Agreement with PS (62)</u>
10.28	<u>Form of Employment Agreement with PRS (63)</u>
10.29	<u>Form of Noncompetition Agreement (64)</u>
10.30	<u>Amended and Restated Credit and Security Agreement, by and among Monroe Staffing Services, LLC, PeopleSERVE, Inc., and Wells Fargo Bank, National Association, dated July 25, 2014. (65)</u>
10.31	<u>Employment Agreement, dated July 29, 2014, by and between the Jeff R. Mitchell and the Company (66)</u>
10.32	<u>2014 Equity Compensation Plan (67)</u>
10.33	<u>Form of Series A Bond Purchase Agreement (68)</u>

- 10.34 Share Purchase Agreement, dated February 27, 2015, between the Company, Cyber 360, Inc. and Mark P. Aiello, Michael A. Consolazio and Heather D. Haughey (69)
- 10.35 Credit and Security Agreement, dated April 8, 2015, by and among PeopleSERVE, Inc. and Monroe Staffing Services, LLC, as borrowers, the Company, as a credit party, MidCap Financial Trust, as agent and lender, and certain other lenders as the case may be (70)
- 10.36 Credit and Security Agreement, dated April 8, 2015, by and among PeopleSERVE PRS, Inc., as borrower, MidCap Financial Trust, as agent and lender, and certain other lenders as the case may be (71)
- 10.37 Securities Purchase Agreement, dated July 8, 2015, by and among the Company, Hillair Capital Investments L.P. and each purchaser identified on the signature pages thereto (72)
- 10.38 Security Agreement, dated July 8, 2015, by and among the Company, certain U.S. subsidiaries of the Company, and each purchaser identified on the signature pages thereto (73)
- 10.39 Equity Purchase Agreement, dated July 8, 2015, by and among the Company, Lighthouse Placement Services, LLC, and Alison Fogel and David Fogel (74)
- 10.40 Employment Agreement, dated July 8, 2015, by and between Alison Fogel and Lighthouse Placement Services, LLC (75)

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Exhibit

No.	Description
10.41	<u>Employment Agreement, dated July 8, 2015, by and between David Fogel and Lighthouse Placement Services, LLC (76)</u>
10.42	<u>Non-Competition and Non-Solicitation Agreement, dated July 8, 2015, by Alison and David Fogel for the benefit of the Company and Lighthouse Placement Services, LLC (77)</u>
10.43	<u>Amendment No. 2 to the Credit and Security Agreement, effective August 31, 2015, by and among PeopleSERVE, Inc., Monroe Staffing Services, LLC, Faro Recruitment America, Inc. and Lighthouse Placement Services, LLC as borrowers, the Company, as a credit party, MidCap Financial Trust, as agent and lender, and certain other lenders as the case may be (78)</u>
10.44	<u>Amendment No. 1 to the Credit and Security Agreement, effective August 31, 2015, by and among PeopleSERVE PRS, Inc. as borrower, MidCap Financial Trust, as agent and lender, and certain other lenders as the case may be (79)</u>
10.45	<u>2015 Omnibus Incentive Plan (80)</u>
10.46	<u>Form of Amendment No. 1 to 12% Series B Convertible Bond (81)</u>
10.47	<u>Form of Amendment No. 1A to 12% Series B Convertible Bond (82)</u>
10.48	<u>Form of Amendment No. 1B to 12% Series B Convertible Bond (83)</u>
10.49	<u>Purchase Agreement, dated November 4, 2015, by and among Longbridge Recruitment 360 Limited, Staffing 360 Solutions, Inc. and the Sellers named therein (84)</u>
10.50	<u>Form of Purchase Agreement by and among Longbridge Recruitment 360 Limited, Staffing 360 Solutions, Inc. and Minority Shareholder (85)</u>
10.51	<u>Securities Purchase Agreement dated April 3, 2016 (86)</u>
10.52	<u>Placement Agency Agreement dated April 1, 2016, between the Company and Joseph Gunnar & Co., LLC (87)</u>
10.53	<u>Securities Purchase Agreement dated June 24, 2016, by and between the Company and the Purchasers of the Series D Preferred Stock (88)</u>
10.54	<u>Placement Agency Agreement dated June 23, 2016, between the Company and Source Capital Group, Inc. (89)</u>
10.55	<u>Letter Agreement, dated October 3, 2016, between the Company and Hillair Capital Investments L.P. (90)</u>
10.56	<u>Amended Letter Agreement, dated October 14, 2016, between the Company and Hillair Capital Investments L.P., and described in the Company's Form 8-K/A filed on October 20, 2016 (91)</u>
10.57	<u>Amendment Agreement, dated January 3, 2017, between the Company and Hillair Capital Investments L.P. (92)</u>
10.58	<u>2016 Omnibus Incentive Plan (93)</u>
10.59	<u>2016 Long Term Incentive Plan (94)</u>
10.60	<u>Note and Warrant Purchase Agreement, dated January 25, 2017, by and among the Company, Jackson Investment Group LLC and the Subsidiary Guarantors (95)</u>
10.61	<u>Warrant Agreement, dated January 25, 2017, by and among the Company and Jackson Investment Group LLC (96)</u>
10.62	<u>Security Agreement, dated January 25, 2017, by and among the Company, Jackson Investment Group LLC and the U.S. Subsidiary Guarantors (97)</u>
10.63	<u>Pledge Agreement, dated January 25, 2017 by and the Company, Jackson Investment Group LLC and the U.S. Subsidiary Guarantors (98)</u>
10.64	<u>Subordination Agreement, dated January 25, 2017, by and among Midcap Funding X Trust, Jackson Investment Group LLC, the Company and the U.S. Subsidiary Guarantors (99)</u>
10.65	<u>Amended Warrant Agreement, dated March 14, 2017, between the Company and Jackson Investment Group LLC (100)</u>
10.66	

- Amended Purchase Agreement, dated April 5, 2017, by and among the Company, Jackson Investment Group LLC and certain subsidiaries of the Company (101)
- 10.67 Second Amendment, dated April 5, 2017, by and among the Company and Jackson Investment Group LLC (102)
- 10.68 Amended Subordination Agreement, dated April 5, 2017, by and among Midcap Funding X Trust, Jackson Investment Group LLC, the Company and certain subsidiaries of the Company (103)
- 10.69 Amended SPA, dated April 5, 2017, by and among the Company and the holder of the Series D Shares (104)
- 10.70 Employment Agreement with David Faiman dated February 5, 2016 (105)
- 10.71* Employment Agreement with Christopher Lutzo dated January 27, 2017
- 10.72 Second Amended Purchase Agreement, dated August 2, 2017, by and among the Company, Jackson Investment Group, LLC and certain subsidiaries of the Company (106)
- 10.73 Second Amended Subordination Agreement, dated August 2, 2017, by and among Midcap Funding X Trust, Jackson Investment Group, LLC, the Company and certain subsidiaries of the Company (107)
- 10.74 Amended and Restated Note Purchase Agreement, dated September 15, 2017, by and among Staffing 360 Solutions, Inc., certain subsidiaries of Staffing 360 Solutions, Inc. and Jackson Investment Group, LLC (108)
- 10.75 Intercreditor Agreement, dated September 15, 2017, by and among Staffing 360 Solutions, Inc., certain subsidiaries of Staffing 360 Solutions, Inc., MidCap Funding X Trust and Jackson Investment Group, LLC (109)
- 10.76 Share Purchase Agreement, dated September 15, 2017, by and among Staffing 360 Solutions, Inc., Longbridge Recruitment 360 Limited and the holders of outstanding shares of CBS Butler Holdings Limited (110)

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Exhibit

No.	Description
10.77	<u>Amendment No.8 to the Credit and Security Agreement, dated September 15, 2017, by and among Staffing 360 Solutions, Inc., certain subsidiaries of Staffing 360 Solutions, Inc. and MidCap Funding X Trust (111)</u>
10.78	<u>Agreement for Purchase of Debt, dated February 8, 2018, between CBS Butler Limited and HSBC Invoice Finance (UK) Limited (112)</u>
10.79	<u>Agreement for Purchase of Debt, dated February 8, 2018, between The JM Group (IT Recruitment) Limited and HSBC Invoice Finance (UK) Limited (113)</u>
10.80	<u>Agreement for Purchase of Debt, dated February 8, 2018, between Longbridge Recruitment 360 Ltd and HSBC Invoice Finance (UK) Limited (114)</u>
21.1*	<u>Subsidiaries of Staffing 360 Solutions, Inc.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Independent Registered Public Accounting Firm</u>
31.1*	<u>Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2*	<u>Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.1#	<u>Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

* Filed herewith

Furnished herewith. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

- (1) Previously filed as Exhibit 2.1 to the Company's Form 8-K, filed with the SEC on June 15, 2017.
- (2) Previously filed as Exhibit 2.1 to the Company's Form 8-K, filed with the SEC on September 19, 2017.
- (3) Previously filed as Exhibit 3.3 to the Company's Form 8-K, filed with the SEC on June 15, 2017.
- (4) Previously filed as Exhibit 3.4 to the Company's Form 8-K, filed with the SEC on June 15, 2017.
- (5) Previously filed as Exhibit 3.1 to the Company's Form 8-K, filed with the SEC on January 3, 2018.
- (6) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 4, 2015.
- (7) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 31, 2015.
- (8) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 7, 2016.
- (9) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 22, 2016.
- (10)

Explanation of Responses:

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- Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 27, 2016.
- (11) Previously filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on January 13, 2017.
 - (12) Previously filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on January 13, 2017.
 - (13) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 27, 2017.
 - (14) Previously filed as Exhibit 3.13 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 16, 2017.
 - (15) Previously filed as Exhibit 3.14 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 16, 2017.
 - (16) Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 11, 2017.
 - (17) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 7, 2013.
 - (18) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 24, 2013.
 - (19) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
 - (20) Previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
 - (21) Previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on August 4, 2014.
 - (22) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 9, 2015.
 - (23) Previously filed as Exhibit 4.5 to the Company's Current Report on Form 8-K, filed with the SEC on April 9, 2015.
 - (24) Previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K, filed with the SEC on April 9, 2015.
 - (25) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
 - (26) Previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
 - (27) Previously filed as Exhibit 4.3 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
 - (28) Previously filed as Exhibit 4.4 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.

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- (29) Previously filed as Exhibit 4.5 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (30) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 10, 2015.
- (31) Previously filed as Exhibit (A)(1)(A) to the Company's Form SC TO-1, filed with the SEC on March 29, 2016.
- (32) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (33) Previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (34) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 6, 2017.
- (35) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on August 8, 2017.
- (36) Previously filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K, filed with the SEC on September 13, 2012.
- (37) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 7, 2013.
- (38) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2013.
- (39) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 20, 2013.
- (40) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on February 20, 2013.
- (41) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on February 20, 2013.
- (42) Previously filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on February 20, 2013.
- (43) Previously filed as Exhibit 10.6 to the Company's Current Report on Form 8-K, filed with the SEC on February 20, 2013.
- (44) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 24, 2013.
- (45) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 2, 2013.
- (46) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on May 2, 2013.
- (47) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on August 19, 2013.
- (48) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (49) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (50) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (51) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (52) Previously filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (53) Previously filed as Exhibit 10.6 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.

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- (54) Previously filed as Exhibit 10.7 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (55) Previously filed as Exhibit 10.8 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (56) Previously filed as Exhibit 10.9 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (57) Previously filed as Exhibit 10.10 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (58) Previously filed as Exhibit 10.11 to the Company's Current Report on Form 8-K, filed with the SEC on January 7, 2014.
- (59) Previously filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K, filed with the SEC on September 15, 2014.
- (60) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 20, 2014.
- (61) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on May 20, 2014.
- (62) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on May 20, 2014.
- (63) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on May 20, 2014.
- (64) Previously filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on May 20, 2014.
- (65) Previously filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the SEC on September 15, 2014.
- (66) Previously filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K, filed with the SEC on September 15, 2014.
- (67) Previously filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the SEC on September 15, 2014.
- (68) Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on August 4, 2014.
- (69) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 5, 2015.
- (70) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 9, 2015.
- (71) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on April 9, 2015.
- (72) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (73) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (74) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (75) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (76) Previously filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (77) Previously filed as Exhibit 10.6 to the Company's Current Report on Form 8-K, filed with the SEC on July 14, 2015.
- (78) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 4, 2015.
- (79)

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Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on September 4, 2015.

- (80) Previously filed as Exhibit 4.1 to the Company's Form S-8, filed with the SEC on October 2, 2015.
- (81) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 5, 2015.
- (82) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on November 5, 2015.
- (83) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on November 5, 2015.
- (84) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 10, 2015.
- (85) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on November 10, 2015.
- (86) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 7, 2016.
- (87) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on April 7, 2016.

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- (88) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 27, 2016.
- (89) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on June 27, 2016.
- (90) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on October 7, 2016.
- (91) Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on January 13, 2017, and described in the Company's Form 8-K/A filed on October 20, 2016.
- (92) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 5, 2017.
- (93) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 27, 2017 (through an incorporation by reference from Appendix D to the Company's Definitive Proxy Statement on Schedule 14A, filed on December 21, 2016).
- (94) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 27, 2017 (through an incorporation by reference from Appendix E to the Company's Definitive Proxy Statement on Schedule 14A, filed on December 21, 2016).
- (95) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (96) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (97) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (98) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (99) Previously filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2017.
- (100) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 20, 2017.
- (101) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 6, 2017.
- (102) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on April 6, 2017.
- (103) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on April 6, 2017.
- (104) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on April 6, 2017.
- (105) Previously filed as Exhibit 10.70 to the Company's Transition Report on Form 10-KT, filed with the SEC on April 12, 2017.
- (106) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on August 8, 2017.
- (107) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on August 8, 2017.
- (108) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on September 19, 2017.
- (109) Previously filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on September 19, 2017.
- (110) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 19, 2017.
- (111)

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Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on September 19, 2017.

- (112) Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2018.
- (113) Previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2018.
- (114) Previously filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2018.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STAFFING 360 SOLUTIONS, INC.

Date: March 29, 2018 By: /s/ Brendan Flood
Brendan Flood
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: March 29, 2018 By: /s/ David Faiman
David Faiman
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Brendan Flood Brendan Flood	Chairman, Chief Executive Officer and Director	March 29, 2018
/s/ Dimitri Villard Dimitri Villard	Director	March 29, 2018
/s/ Nicholas Florio Nicholas Florio	Director	March 29, 2018

/s/ Jeff Grout
Jeff Grout

Director

March 29, 2018

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