Philou Ventures, LLC Form 4 April 25, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Philou Ventures, LLC

(First) (Middle) (Last)

P.O. BOX 3587

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

DPW Holdings, Inc. [DPW]

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

04/24/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

**TUSTIN, CA 92781** 

(City)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

SEC 1474

(9-02)

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

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(Instr. 3 and 4)

#### 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)

Conversion or Exercise

Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

1

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Series B Convertible Preferred Stock	\$ 0.7	04/24/2018	J <u>(1)</u>		25,000		<u>(2)</u>	<u>(2)</u>	Common Stock	1,78
Common Stock Purchase Warrant	\$ 0.7	04/24/2018	<u>J(1)</u>		357,143		04/24/2018	04/24/2023	Common Stock	351

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Philou Ventures, LLC P.O. BOX 3587 TUSTIN, CA 92781

### **Signatures**

Ault & Company, Inc., Manager, By: /s/ Milton C. Ault, III, CEO 04/25/2018

\*\*Signature of Reporting Person

### **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).

On April 24, 2018, Philou Ventures, LLC (the "Reporting Person") purchased 25,000 shares of Series B Convertible Preferred Shares (the "Preferred Shares") of DPW Holdings, Inc. (the "Issuer") in consideration for \$250,000 pursuant to the Preferred Stock Purchase Agreement dated March 9, 2017, by and between the Reporting Person and the Issuer (the "Purchase Agreement"). Pursuant to the

Date

- Purchase Agreement, the Reporting Person may purchase from the Issuer, from time to time, up to \$5,000,000 of the Preferred Shares. Concurrent with any purchase of Preferred Shares by the Reporting Person, the Reporting Person will be granted five-year warrants to purchase shares of the Issuer's Common Stock in a number equal to the shares of Common Stock underlying the Preferred Shares, at an exercise price equal to \$0.70 per share, subject to adjustments. Such warrants may be exercised, in whole or in part, at any time or from time to time.
- The Preferred Shares are convertible upon the earlier to occur of (i) 60 months from March 24, 2017, or (ii) upon the filing by the Issuer of one or more periodic reports that, singly or collectively, evidence(s) that the Issuer's gross revenues have reached no less than \$10,000,000 in the aggregate, on a consolidated reporting basis, over four consecutive quarters in accordance with U.S. GAAP. There is no expiration date applicable to the conversion of the Preferred Shares.

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.

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