

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

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Investment Group, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

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

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

ALPHARETTA,, GA 30009

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	04/05/2017		J(2)(6)		667,905	A	Indirect
					\$ 0		Beneficial
					2,473,482	D	Ownership
					(1)		(Instr. 4)
					(2)		
					(4)		
					(6)		

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

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

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

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

The exercise price under the Amended Warrant is subject to anti-dilution protection, including protection in circumstances where Common Stock is issued pursuant to the terms of certain existing convertible securities, provided that the exercise price shall not be adjusted below a price that is less than the consolidated closing bid price of the Common Stock as reported by the NASDAQ Stock Market on the business day immediately prior to the date of issuance.

- (5)

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

- (6)

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.