

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>Heiser Harold Russell Jr.</u> (Last) (First) (Middle) C/O FLEXSHOPPER, INC. 2700 NORTH MILITARY TRAIL, STE. 200 (Street) BOCA RATON FL 33431 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FlexShopper, Inc. [FPAY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO
	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2018		C		602,974	A	\$0.93	649,596	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Note ⁽¹⁾	\$0.93	11/08/2018		C			\$560,766	09/25/2018	09/27/2018 ⁽²⁾	Units ⁽³⁾	602,974	\$500,000	\$0 ⁽⁴⁾	D	
Warrants (right to buy)	\$1.25	11/08/2018		C		301,487		11/08/2018	09/28/2023	Common Stock	301,487	\$0.93	306,487	D	

Explanation of Responses:

- Half the principal amount of the Convertible Note (plus accrued and unpaid interest thereon) was convertible into the equity securities that were sold by the Issuer in its public offering registered on its Registration Statement on Form S-1 (Registration No. 333-226823) (the "Public Offering") at a conversion price equal to the price per equity security paid to the Issuer by the underwriters in the Public Offering. On September 28, 2018, the Issuer completed the Public Offering of units, each unit consisting of one share of common stock and one-half of one warrant, each whole warrant exercisable for one share of common stock at an exercise price of \$1.25.
- The reporting person elected to convert the Convertible Note on September 25, 2018, but temporarily waived his right to receive the equity securities underlying the Convertible Note.
- Each unit consists of one share of common stock and one-half of one warrant, each whole warrant exercisable for one share of common stock. The shares of common stock and warrants that are part of the units were immediately separable and issued separately.
- Following the conversion of a portion of the Convertible Note reported in this row of Table II, the Convertible Note is no longer convertible into the Issuer's common stock.

/s/ H. Russell Heiser, Jr. by Mark Busch, as attorney-in-fact 11/08/2018

** Signature of Reporting Person Date

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

* 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.

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