

Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On March 8, 2018, Super Crypto Mining, Inc. (“SCM”), a Delaware corporation and wholly owned subsidiary DPW Holdings, Inc., a Delaware corporation (the “Company”), entered into an Asset Purchase Agreement (the “APA”) with Blockchain Mining Supply & Services Ltd. (“BMSS”). Pursuant to the APA, SCM has agreed to acquire 1,100 Antminer S9s (the “Miners”) manufactured by Bitmain Technologies, Inc. (the “Bitmain”), in connection with SCM’s mining operations, from BMSS. Pursuant to the APA, SCM will pay an aggregate of \$3,200,000 to BMSS for the Miners, in the following amounts and on the following dates: (i) \$163,625.00, or 5% of the aggregate purchase price, with \$80,000.00 being paid on March 9, 2018 and \$83,625.00 being payable on March 13, 2018; (ii) an additional \$1,487,500.00, or approximately 46% of the aggregate purchase price, on or before March 23, 2018, providing the inspection conducted by SCM of the Miners is satisfactory to SCM, and (iii) the balance of 1,621,375.00, or approximately 51% of the aggregate purchase price on or before April 15, 2018. The Company intends to fund SCM’s acquisition of the Miners through the proceeds derived from its ongoing At-the-Market Offering described in the Prospectus Supplement filed with the SEC on February 27, 2018.

The foregoing are only brief descriptions of the material terms of the APA, the form of which is attached hereto as Exhibit 10.1, and is incorporated herein by reference. The foregoing does not purport to be a complete description of the rights and obligations of the parties thereunder and such descriptions are qualified in their entirety by reference to such exhibit.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference to this Item 2.01

Item 7.01 Regulation FD Disclosure.

On March 8, 2018, the Company issued a press release announcing that it had entered into the preliminary agreement, which press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item, Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Exhibits and Financial Statements.

(d) Exhibits:

Exhibit No.	Description
10.1	<u>Asset Purchase Agreement by and between Super Crypto Mining, Inc. and Blockchain Mining Supply & Services Ltd. dated March 8, 2018</u>
99.1	<u>Press Release issued by DPW Holdings, Inc. on March 8, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DPW HOLDINGS, INC.

Dated: March 9, 2018 /s/ Milton C. Ault, III
Milton C. Ault, III
Chief Executive Officer
