

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 1, 2020

DPW HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-12711
(Commission File Number)

94-1721931
(I.R.S. Employer Identification No.)

201 Shipyard Way, Suite E, Newport Beach, CA 92663
(Address of principal executive offices) (Zip Code)

(949) 444-5464
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	DPW	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

DPW Holdings, Inc. (the “**Company**”) will host a virtual conference on September 1, 2020 at 2:20 P.M. ET (11:20 P.M. PT) to discuss the contents of a presentation prepared by the Company (the “**Corporate Presentation**”). The Corporate Presentation provides the Company’s current holdings and strategic goals as well as financial highlights during its fiscal quarter and semi-annual period ended June 30, 2020, and is attached hereto as Exhibit 99.1.

The Corporate Presentation will be made available after the virtual conference for those who did attend as well as those who could not at www.DPWHoldings.com via a link that will be emitted publicly.

The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “**Securities Act**”) or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the information in this Current Report on Form 8-K is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information contained in this Current Report on Form 8-K constitutes material investor information that is not otherwise publicly available.

The Securities and Exchange Commission encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the registrant’s judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as “expects,” “should,” “will,” and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibits are furnished herewith:

Exhibit No.	Description
99.1	Corporate Presentation

SIGNATURE

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: September 1, 2020

/s/ Henry Nisser

Henry Nisser

Executive Vice President and General Counsel



DPW Holdings, Inc
LD 500 Virtual Conference

September 2020

SAFE HARBOR STATEMENT



This presentation and other written or oral statements made from time to time by representatives of DPW Holdings, Inc. (sometimes referred to as "DPW") contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements reflect the current view about future events. Statements that are not historical in nature, such as forecasts for the industry in which we operate, and which may be identified by the use of words like "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "future" or the negative of these terms and other words of similar meaning, are forward-looking statements. Such statements include, but are not limited to, statements contained in this presentation relating to our business, business strategy, expansion, growth, products and services we may offer in the future and the timing of their development, sales and marketing strategy and capital outlook. Forward-looking statements are based on management's current expectations and assumptions regarding our business, the economy and other future conditions and are subject to inherent risks, uncertainties and changes of circumstances that are difficult to predict and may cause actual results to differ materially from those contemplated or expressed. We caution you therefore against relying on any of these forward-looking statements. These risks and uncertainties include those risk factors discussed in Part I, "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the "2019 Annual Report") and other information contained in subsequently filed current and periodic reports, each of which is available on our website and on the Securities and Exchange Commission's website (www.sec.gov). Any forward-looking statements are qualified in their entirety by reference to the factors discussed in the 2019 Annual Report. Should one or more of these risks or uncertainties materialize (or in certain cases fail to materialize), or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Important factors that could cause actual results to differ materially from those in the forward looking statements include: a decline in general economic conditions nationally and internationally; decreased demand for our products and services; market acceptance of our products; the ability to protect our intellectual property rights; impact of any litigation or infringement actions brought against us; competition from other providers and products; risks in product development; inability to raise capital to fund continuing operations; changes in government regulation, the ability to complete customer transactions and capital raising transactions.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

All forecasts are provided by management in this presentation and are based on information available to us at this time and management expects that internal projections and expectations may change over time. In addition, the forecasts are based entirely on management's best estimate of our future financial performance given our current contracts, current backlog of opportunities and conversations with new and existing customers about our products.

Overview of our company model and strategy

Holding Company structure and focus

- **Gresham Worldwide** defense business led by Jonathan Read and Tim Long with announced new board of directors
- **Coolisys Technologies** power solutions business led by Amos Kohn
- **Ault Global Inc.** lending, media, and investments, led by Darren Magot

Strategy

- Key business units to operate with **more autonomy**
- Provide the structure to raise, allocate, deploy and manage **significant permanent capital**
- Raise capital to **fund growth** of subsidiaries
- Provide the wherewithal to **purchase companies** we believe we can operate more effectively than incumbent management
- Focus on opportunities with **large addressable markets**

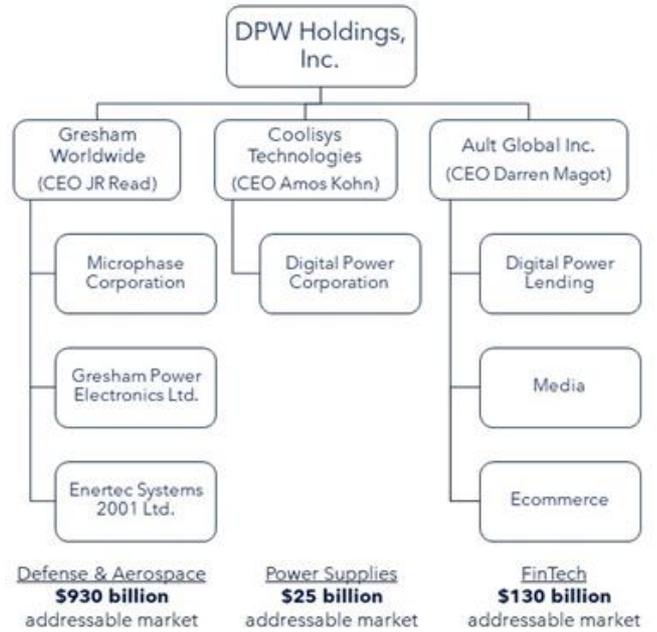
Current focus on defense and aerospace, power solutions, lending

Raise capital to fund growth, increase lending activities and make potential acquisitions

Shareholder value expected to increase through growth or strategic transactions

Breakdown of DPW Holdings, Inc.

- **What It Is:** DPW is a holding company managed by a team of seasoned Wall Street professionals with over 75 years of cumulative experience in Private Equity, Venture Capital and Activism
- **Why DPW Holdings, Inc:** We are a diversified holding company acquiring undervalued assets and disruptive technologies with a global impact
- **Who We Are:**
 - Milton "Todd" Ault III - Chairman and CEO
 - William Horne - Vice Chairman and President
 - Kenneth Cragun - Chief Financial Officer
 - Henry Nisser - EVP and General Counsel
 - Darren Magot - Head of Operations
 - David Katzoff - Senior VP of Finance
 - Joe Spaziano - CTO



An overview of DPW's current holdings and strategic goals



Defense

Category: High-reliability technology solutions for defense, medical, telecom

Strategy: Raise capital to execute on significant backlog. Possible acquisitions.

Companies:



Power Solutions

Category: Power electronics products

Strategy: Continue providing value added solutions and expand sales and distribution capabilities. Grow new market for EV chargers.

Companies/Brands:



Financial Services

Category: Licensed California Finance Lender

Strategy: Raise additional capital to fund lending activity and develop FinTech capabilities. Begin loan brokering services under the lender license.

Companies/Initiatives:





Global Footprint

- 1 Headquartered in Phoenix, Arizona
- 2 European defense, naval and power solutions through Gresham Power Electronics Limited, located in Salisbury, UK
- 3 Israel defense & aerospace combat solutions and medical technology through Enertec Systems 2001 Ltd., located in Karmiel, Israel
- 4 North America defense & aerospace and telecommunication solutions through Microphase Corp., located in Shelton, CT
- 5 North America strategic development office in Washington D.C.

Overview of Gresham Worldwide products and customers

Products and Solutions

- Provides high quality, ultra-reliable **bespoke technology** solutions for **mission critical** applications
- Value-added services and **"designed in"** custom components/systems to deliver competitive advantage for providers of **turnkey platforms** and solutions
- Narrows field of competition with **elegant designs** and high-quality products that limit exposure to commodity markets and support **enhanced operating margins**

Customers and Relationships

- Strong, long term relationships with **"blue chip" customers** in **defense, aerospace** and commercial sectors across the globe
- Customers include **Governments** and **top military contractors**
- Servicing global customers with **global presence**: Arizona, Washington D.C., Connecticut, U.K. and Israel

High-quality
Solutions

"Blue-Chip" Customers

Mission Critical
Applications

Notable Gresham Worldwide Customers



Coolisys Technologies - Power Solutions

Core Competencies

- Possesses **over 50 years** providing advanced-power solutions for demanding applications
- Designs and manufactures **innovative technologies** and products to operate in the harshest environments, critical applications, and life-saving services
- Provides comprehensive solutions for **global** defense and aerospace **customers**

Markets

- Specializes in customized engineering solutions for **medical, industrial** and **defense** applications
- Provides a wide range of **Electrical Vehicles** (EV) charging products for Level-2 fast charging solutions
- Provides comprehensive energy storage solutions for power harvest

Innovative Technologies

Defense, Medical,
Electric Vehicles

Mission Critical
Applications

Coolisys Technologies EV Charger Product Line

AC Series Wall Mounted / Floor Standing

- CTEVBC-7KW 240Vx1/32Amp
- CTEVBC-22KW 240Vx3/32Amp
- CTEVBC-42KW 240Vx3/32Amp

DC Series - Fast Charging System Floor Standing

- CTEVBC-60KW 400V/97Amp 1 Plug
- CTEVBC-80KW 400V/129Amp 1 or 2 Plugs
- CTEVBC-120KW 400V/250Amp 2 Plugs
- CTEVBC-160KW 400V/258Amp 2 or 4 Plugs
- CTEVBC-180KW 400V/291Amp 2 Plugs
- CTEVBC-240KW 400V/388Amp 4 Plugs
- CTEVBC-320KW 400V/486Amp 4 Plugs



Level 2 AC
Charger



Power Rectifier
for EV Charger



Level 3 DC
Fast Charger

Ault Global Inc. – Lending and Media

Lending

- On November 30, 2016, we formed Digital Power Lending, a wholly-owned subsidiary.
- DP Lending provides **commercial loans** to companies throughout the United States to provide them with operating capital **to finance the growth of their businesses.**
- California Finance Lending License #60DBO-77905.

Media

- Support **messaging for portfolio companies**
- **Capital raising** activities
- **Ecommerce** initiatives
- **Digital training** products

Licensed Finance Lender

Provide Loans and
Broker Loans

Opportunity to
incubate partner
companies

An overview of DPW's strategic investments



Biotech

Category: Developing two treatments for Alzheimer's

Background: Alzheimer's Disease is the 6th leading cause of the death in the U. S. Alzamend Neuro is dedicated to researching, developing, and commercializing treatment for Alzheimer's and bringing two patented therapeutics into the clinical and commercialization stages.

Company:



Healthcare

Category: Medical products for bodily fluid analysis

Background: Innovative technology and healthcare tools bringing the point of care closer to the patient related to bodily fluid analyses including blood analysis and male fertility testing.

Company:



Advanced

Category: Revolutionary technology for Textiles

Background: Advanced textile processing using Multiplexed Laser Surface Enhancement. Treats textiles in a cost effective and environmentally sustainable manner. Impact: 99% less energy consumed, 95% reduced chemical usage and 75% less water consumption.

Company:



Real Estate

Category: Luxury Hotel development in NYC

Background: Development of a 5-Star ultra luxury hotel operated by a group who are very well known and successful in the real estate and hospitality business. Located in the in the charming and highly sought- after, landmarked Northern TriBeCa district.

Company:

456 LUX HOTEL

An overview of DPW's financial highlights

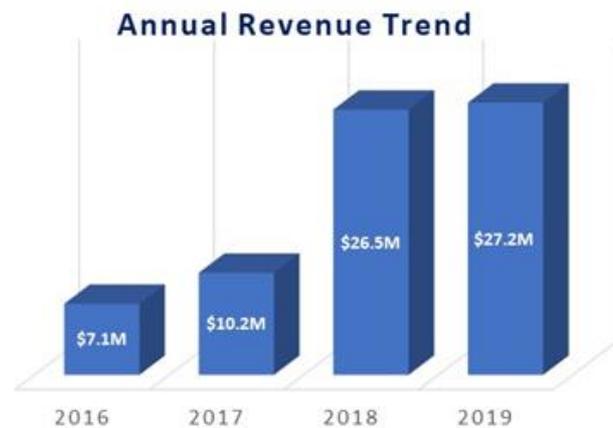
Financial Highlights

Q2-2020 highlights

- Revenue of \$5.4 million, an increase of 8.3% from the prior year period
- Gross profit of \$1.9 million, an increase of 164.7% from the prior year period
- Net loss of \$1.4 million, a 66.1% decrease from the net loss of \$4.1 million in the prior year period

First half-2020 highlights

- Revenue of \$11.0 million, an increase of 2.4% from the prior year period
- Gross profit of \$3.7 million, an increase of 120.4% from the prior year period
- Net loss of \$7.9 million, a 26.3% decrease from the net loss of \$10.7 million in the prior year period





Thank you!

Comments/Questions?

September 2020
