

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

FORM 10-Q
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **February 29, 2020**

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

SEC File No. 001-37954

SHIFTPIXY, INC.

(Exact name of registrant as specified in its charter)

Wyoming

(State or other jurisdiction of incorporation
or organization)

47-4211438

(I.R.S. Employer
Identification No.)

1 Venture Suite 150, Irvine CA

(Address of principal executive offices)

92618

(Zip Code)

(888) 798-9100

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former three months, if changed since last report)

Securities registered under Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	PIXY	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's only class of common stock issued and outstanding as of May 11, 2020 was 1,520,560.

EXPLANATORY NOTE

ShiftPixy, Inc. (the Company) is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the period ended February 29, 2020 (the "Original Report"), as originally filed with the Securities and Exchange Commission (the "SEC") on May 12, 2020, solely to disclose that the Company had filed the Original Report after the April 14, 2020 deadline applicable to the Company for the filing of a Quarterly Report on Form 10-Q in reliance on the 45-day extension provided by an order issued by the SEC on March 25, 2020 pursuant to Section 36 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (Release No. 34-88465) (the "Order") regarding exemptions granted to certain public companies.

On April 13, 2020, the Company filed a Current Report on Form 8-K (the "Form 8-K") to indicate its intention to rely on the Order for such extension. Consistent with the Company's statements made in the Form 8-K, the Company was unable to file the Original Report until May 12, 2020 because of the coronavirus disease 2019 ("COVID-19") pandemic and related events which resulted in severe disruptions in transportation and limited access to the Company's facilities resulting in limited support from its staff and professional advisors.

In accordance with Rule 12b-15 under the Exchange Act, the Company is including in this Amendment a certification from its principal executive officer and principal financial officer as required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act as an exhibit to this Amendment. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certification have been omitted. Similarly, the Company is not including the certifications required under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment.

Except as described above, this Amendment does not amend, modify or update the information in, or exhibits to, the Original Report. Furthermore, this Amendment does not change any previously reported financial results nor does it reflect events occurring after the filing of the Original Report. This Amendment should be read in conjunction with the Original Report and with the Company's other filings made with the SEC subsequent to the filing of the Original Report.

Item 6. Exhibits.

(a) Exhibits.

<u>Exhibit No.</u>	<u>Document Description</u>
<u>31.1</u>	<u>CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002.</u>
<u>31.2</u>	<u>CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002.</u>

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ShiftPixy, Inc., a Wyoming corporation

Date: June 2, 2020

By: /s/ Scott W. Absher
Scott W. Absher
Principal Executive Officer

In accordance with the Exchange Act, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Scott W. Absher</u>	Scott W. Absher	Principal Executive Officer and Director	June 2, 2020
<u>/s/ Domonic J. Carney</u>	Domonic J. Carney	Chief Financial Officer	June 2, 2020

CERTIFICATION

I, Scott W. Absher, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of ShiftPixy, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

ShiftPixy, Inc.

Dated: June 2, 2020

By: /s/ Scott W. Absher
Scott W. Absher
Chief Executive Officer

CERTIFICATION

I, Domonic J. Carney, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of ShiftPixy, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

DATE: June 2, 2020

By: /s/ Domonic J. Carney
Domonic J. Carney
Chief Financial Officer
