Philou Ventures, LLC Form 4 April 25, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

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January 31, 2005

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obligations

may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Philou Ventures, LLC Issuer Symbol DPW Holdings, Inc. [DPW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title P.O. BOX 3587 04/24/2018 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

TUSTIN, CA 92781

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and Amoun Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share	
Series B Convertible Preferred Stock	\$ 0.7	04/24/2018	J <u>(1)</u>		25,000		<u>(2)</u>	<u>(2)</u>	Common Stock	1,78	
Common Stock Purchase Warrant	\$ 0.7	04/24/2018	<u>J(1)</u>		357,143		04/24/2018	04/24/2023	Common Stock	351	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Philou Ventures, LLC P.O. BOX 3587 TUSTIN, CA 92781

Signatures

Ault & Company, Inc., Manager, By: /s/ Milton C. Ault, III, CEO 04/25/2018

**Signature of Reporting Person

Explanation of Responses:

- * 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).

On April 24, 2018, Philou Ventures, LLC (the "Reporting Person") purchased 25,000 shares of Series B Convertible Preferred Shares (the "Preferred Shares") of DPW Holdings, Inc. (the "Issuer") in consideration for \$250,000 pursuant to the Preferred Stock Purchase Agreement dated March 9, 2017, by and between the Reporting Person and the Issuer (the "Purchase Agreement"). Pursuant to the

Date

- Purchase Agreement, the Reporting Person may purchase from the Issuer, from time to time, up to \$5,000,000 of the Preferred Shares. Concurrent with any purchase of Preferred Shares by the Reporting Person, the Reporting Person will be granted five-year warrants to purchase shares of the Issuer's Common Stock in a number equal to the shares of Common Stock underlying the Preferred Shares, at an exercise price equal to \$0.70 per share, subject to adjustments. Such warrants may be exercised, in whole or in part, at any time or from time to time.
- The Preferred Shares are convertible upon the earlier to occur of (i) 60 months from March 24, 2017, or (ii) upon the filing by the Issuer of one or more periodic reports that, singly or collectively, evidence(s) that the Issuer's gross revenues have reached no less than \$10,000,000 in the aggregate, on a consolidated reporting basis, over four consecutive quarters in accordance with U.S. GAAP. There is no expiration date applicable to the conversion of the Preferred Shares.

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.

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