
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 4, 2019

EDISON NATION, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38448

(Commission
File Number)

82-2199200

(IRS Employer
Identification No.)

**909 New Brunswick Avenue
Phillipsburg, New Jersey**

(Address of principal executive offices)

08865

(Zip Code)

(610) 829-1039

(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

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))

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.

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K (this “Amendment”) is being filed by Edison Nation, Inc. (the “Company”) for the purpose of amending Item 1.01 Entry into a Material Definitive Agreement of that certain Current Report on Form 8-K originally filed by the Company with the U.S. Securities and Exchange Commission (“SEC”) on October 4, 2019 (the “Original Form 8-K”) in connection with the entry into a Share Purchase Agreement dated October 2, 2019 (the “Purchase Agreement”) with certain accredited investors (collectively, the “Investors”) for the private placement of 1,050,000 shares of the Company’s common stock, \$0.001 par value per share, at a purchase price of \$2.00 per share (the “PIPE Transaction”).

Item 1.01. Entry into a Material Definitive Agreement.

Private Investment in Public Equity Transaction

The cash fee reported in the Original Form 8-K as being paid to Alexander Capital, LP (“Alexander Capital”), a FINRA registered broker dealer who acted as placement agent with respect to the PIPE Transaction, was incorrectly stated as \$210,000. The actual cash fee paid to Alexander Capital was \$147,000. As reported in the Original Form 8-K, Alexander Capital also received warrants to purchase 126,000 shares of the Company’s common stock, at an exercise price of \$2.50 per share (the “Placement Agent Warrants”). The \$147,000 cash fee to Alexander Capital includes a non-accountable 1% expense allowance of \$21,000.

Item 2.03. Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement by a Registrant.

The disclosure under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

Item 3.02. Unregistered Sales of Equity Securities.

The disclosure under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.02 by reference.

Item 8.01. Other Events.

The disclosure under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 8.01 by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements based upon the Company’s current expectations. Forward-looking statements include, without limitation, all statements relating to any closing(s) of, and the amount of any proceeds from, the PIPE Transaction. Forward-looking statements are subject to risks and uncertainties, and the Company’s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of such risks and uncertainties, which include, without limitation, risks and uncertainties associated with market conditions and the satisfaction of closing conditions related to the PIPE Transaction. There can be no assurance that the Company will be able to complete the PIPE Transaction on the terms described herein or in a timely manner, if at all. You should not place undue reliance on forward-looking statements, which apply only as of the date of this Current Report on Form 8-K. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

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 thereunto duly authorized.

Date: October 8, 2019

EDISON NATION, INC.

By: /s/ Christopher B. Ferguson

Name: Christopher B. Ferguson

Title: Chief Executive Officer
