

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

**FORM 10-K/A  
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number: 001-38448



**EDISON NATION, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**1 West Broad Street, Suite 1004  
Bethlehem, Pennsylvania**  
(Address of Principal Executive Offices)

**82-2199200**  
(I.R.S. Employer  
Identification No.)

**18018**  
(Zip Code)

**(484) 893-0060**

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Name of exchange on which registered
<b>Common Stock, \$0.001 par value per share</b>	<b>Nasdaq</b>

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller Reporting Company   
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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

[ ] Yes [X] No

The aggregate market value on June 30, 2019 (the last business day of the Company's most recently completed second quarter) of the voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of the stock on that date, was approximately \$7,734,303. The registrant does not have non-voting common stock outstanding.

As of May 28, 2020, there were 9,210,401 shares of the registrant's common stock outstanding.

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## EXPLANATORY NOTE

Edison Nation, Inc. (the “Company”) is filing this amendment (this “Amendment”) to its Annual Report on Form 10-K, filed on May 29, 2020 (the “Original Form 10-K”), solely to disclose that the Company had filed the Original Form 10-K after the March 30, 2020 deadline applicable to the Company for the filing of a Form 10-K in reliance on the 45-day extension provided by an order issued by the U.S. Securities and Exchange Commission (the “SEC”) under Section 36 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Modifying Exemptions From the Reporting and Proxy Delivery Requirements for Public Companies, dated March 25, 2020 (Release No. 34-88465) (the “Order”).

On March 26, 2020, the Company filed a Current Report on Form 8-K to indicate its intention to rely on the Order for such extension (the “Form 8-K”). Consistent with the Company’s statements made in the Form 8-K, the Company was unable to file the Original Form 10-K until May 29, 2020 because the Company’s operations and business have experienced significant disruptions due to the unprecedented conditions surrounding the coronavirus (“COVID-19”) pandemic.

As disclosed in the Form 8-K, in order to manufacture many of the Company’s products, the Company purchases components from several key China-based suppliers, Jiada Toys Co., Ltd., Hangzhou Heli Electronics Co., Limited, King Honor Enterprises Limited and Major Toys Limited. The Company’s Asian office is located adjacent to China, in Hong Kong. As a result of the rapid spread of the novel coronavirus (“COVID-19”), China began quarantines related to COVID-19 on January 23, 2020 and Hong Kong imposed a compulsory nationwide quarantine on March 19, 2020. In addition, the Company has a number of suppliers and customers located in other parts of Asia, which have also been severely impacted by the spread of COVID-19, with many Asian nations correspondingly imposing quarantines on their citizens.

As a result of the COVID-19 quarantines described above, the Company’s operations in China were unable to fully resume from the end of the “Chinese New Year” on February 8, 2020, until March 23, 2020. Specifically, the Company relied on the Order due to the operational suspension causing the Company’s finance team to not be able to complete the preparation of the Company’s consolidated financial statements and its Annual Report on Form 10-K until after March 30, 2020.

In addition, as required by Rule 12b-15 under the Exchange Act, the Company is including in this Amendment certifications from its Chief Executive Officer and Chief Financial Officer as required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act as exhibits 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 certifications have been omitted. We are not including the certifications 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 modify or update disclosures in, or exhibits to, the Original Form 10-K. Furthermore, this Amendment does not change any previously reported financial results, nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and the Company’s filings with the SEC subsequent to the filing of the Original Form 10-K.

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PART IV

ITEM 15. EXHIBITS

(a) (3) Exhibits:

Exhibit Number	Description	Incorporated By Reference to			Filed Herewith
		Form	Exhibit	Filing Date	
31.1*	<a href="#">Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				*
31.2*	<a href="#">Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				*
*	Filed herewith.				

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**EDISON NATION, INC.**

June 4, 2020

By: /s/ Christopher B. Ferguson  
Christopher B. Ferguson  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, 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>Title</u>	<u>Date</u>
<u>/s/ Christopher B. Ferguson</u> Christopher B. Ferguson	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	June 4, 2020
<u>/s/ Louis Foreman</u> Louis Foreman	Director	June 4, 2020
<u>/s/ Frank Jennings</u> Frank Jennings	Director	June 4, 2020
<u>/s/ Mary Ann Halford</u> Mary Ann Halford	Director	June 4, 2020
<u>/s/ Kevin J. O'Donnell</u> Kevin J. O'Donnell	Director	June 4, 2020

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**EDISON NATION, INC.  
CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14 OF  
THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Christopher B. Ferguson, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Edison Nation, Inc. for the fiscal year ended December 31, 2019; 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 4, 2020

*/s/ Christopher B. Ferguson*

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Christopher B. Ferguson  
Chief Executive Officer  
(Principal Executive Officer)

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**EDISON NATION, INC.  
CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14 OF  
THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Brett Vroman, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Edison Nation, Inc. for the fiscal year ended December 31, 2019; 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 4, 2020

*/s/ Brett Vroman*

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Brett Vroman  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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