

FLEXIBLE SOLUTIONS INTERNATIONAL INC
Form 10-K/A
April 02, 2019

United States

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

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

For the Fiscal Year Ended December 31, 2018

OR

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

Commission File No. 001-31540

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

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Alberta 71 163 0889
(State or other jurisdiction (Tax ID Number)
of incorporation or organization)

6001 54 Ave.
Taber, Alberta, Canada T1G 1X4
(Address of Principal Executive Office) Zip Code

Registrant's telephone number, including Area Code: (403) 223-2995

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.001 par value	NYSE American

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 Act. ☐

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☒ No ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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 ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company [X]

(Do not check if a 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 is a shell company (as defined in Rule 12b-2 of the Act): ☐ Yes [X]
No

As of June 30, 2018 the aggregate market value of the Company's common stock held by non-affiliates was \$11,946,764 based on the closing price for shares of the Company's common stock on the NYSE American for that date.

As of March 30, 2019, the Company had 11,711,657 issued and outstanding shares of common stock.

Documents incorporated by reference: None

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2018 of Flexible Solutions International, Inc. (the “Company”) filed with the Securities and Exchange Commission on April 1, 2019 (the “Form 10-K”) is to furnish Exhibits 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

Item 15. Exhibits, Financial Statement Schedules.

Number	Description
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3.1	<u>Articles of Incorporation of the Registrant. (1)</u>
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3.2	<u>Bylaws of the Registrant. (1)</u>
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21.1	<u>Subsidiaries. (2)</u>
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23.1	<u>Consent of Independent Accountants.</u>
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31.1	<u>Certification of Principal Executive Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.</u>
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31.2	<u>Certification of Principal Financial Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.</u>
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32.1	<u>Certification of Principal Executive and Financial Officer Pursuant to 18 U.S.C. §1350 and §906 of the Sarbanes-Oxley Act of 2002.</u>
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(1) Previously filed as an exhibit to our Registration Statement on Form 10-SB filed with the Commission on February 22, 2000, and incorporated herein by reference.

(2) Previously filed as an exhibit to our Registration Statement on Form SB-2 filed with the Commission on January 22, 2003, and incorporated herein by reference.

SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 2, 2019 **Flexible Solutions International, Inc.**

By: */s/ Daniel B. O'Brien*
 Name: Daniel B. O'Brien
 Title: President and Chief 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:

Signature	Title	Date
<i>/s/ Daniel B. O'Brien</i> Daniel B. O'Brien	President, Principal Executive Officer, Principal Financial and Accounting Officer and a Director	April 2, 2019
<i>/s/ John H. Bientjes</i> John H. Bientjes	Director	April 2, 2019
<i>/s/ Robert T. Helina</i> Robert T. Helina	Director	April 2, 2019
<i>/s/ Thomas Fyles</i> Thomas Fyles	Director	April 2, 2019
<i>/s/ Ben Seaman</i> Ben Seaman	Director	April 2, 2019
<i>/s/ David Fynn</i> David Fynn	Director	April 2, 2019

