

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Rekor Systems, Inc.

Form: 10-K/A

Date Filed: 2019-08-15

Corporate Issuer CIK: 1697851

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, 2018

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: 001-38338

Rekor Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-5266334
(I.R.S. Employer
Identification No.)

7172 Columbia Gateway Drive,
Suite 400, Columbia, MD
(Address of Principal Executive Offices)

21046
(Zip Code)

(410) 762-0800

(Registrant's Telephone Number, Including Area Code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.0001 per share	The Nasdaq Capital Market

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 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 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) 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.

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

Accelerated filer

Non-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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant as of June 29, 2018 was approximately \$23.7 million.

As of August 13, 2019, the Registrant had 20,270,041 shares of common stock, \$0.0001 par value per share outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-K/A (the "Amendment") is to amend the Annual Report on Form 10-K of Rekor Systems, Inc. (previously named Novume Solutions, Inc.) (the "Company") as filed with the Securities and Exchange Commission on April 11, 2019 (the "Original Filing") to re-file Exhibit 23.1, Consent of BD & Company, Inc., Independent Registered Public Accounting Firm (the "Auditor Consent"). The Auditor Consent filed with the Original Filing inadvertently omitted consenting to the incorporation by reference into the Company's Registration Statement on Form S-3 (Registration No. 333-224423) (the "Form S-3"). This Amendment is being filed solely to provide the amended and restated Auditor Consent which includes the consent to the incorporation by reference to the Form S-3. This Amendment does not otherwise modify or update in any way the disclosures contained in the Original Filing.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed/ Herewith
23.1	Consent of BD & Company, Inc., Independent Registered Public Accounting Firm					*
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer					*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer					*

* Filed herewith.

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.

Novume Inc.

/s/ Robert A. Berman

Name: Robert A. Berman
Title: Chief Executive Officer, Principal Executive
Officer, Director and Authorized Signatory
Date: August 14, 2019



Consent of Registered Independent Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Registration No. 333-220864) and Form S-3 (Registration No. 333-224423) of Rekor Systems, Inc. (previously named Novume Solutions, Inc.) of our report dated April 11, 2019, relating to the consolidated financial statements included in the Annual Report on Form 10-K of Rekor Systems, Inc. for the year ended December 31, 2018.

/s/ BD & Company, Inc.

BD & Company, Inc.

Owings Mills, MD
August 14, 2019

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Robert A. Berman, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Rekor Systems, Inc.
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: August 14, 2019

/s/ Robert A. Berman

Robert A. Berman
President and Chief Executive Officer
Principal Executive Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Eyal Hen, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Rekor Systems, Inc.
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: August 14, 2019

/s/ Eyal Hen

Eyal Hen
Chief Financial Officer
Principal Financial and Accounting Officer