
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

Amendment No. 1

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

Date of Report (Date of earliest event reported): **February 21, 2020**

FTE NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-38322
(Commission
File Number)

81-0438093
(I.R.S. Employer
Identification No.)

237 West 35th Street, Suite 806
New York, NY
(Address of principal executive offices)

10001
(Zip Code)

877-878-8136
(Registrant's telephone number, including area code)

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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock (\$0.001 par value)	FTNW	NYSE American

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 on Form 8-K/A (this “Amendment No. 1”) amends the Current Report on Form 8-K of FTE Networks, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) on February 27, 2020 (the “Original Filing”). This Amendment No. 1 is being filed to correct the dates on certain financial statements referenced in the first sentence of paragraph two of the Original Filing and to file Exhibit 16.1. For the convenience of the reader, this Amendment No. 1 amends and restates Item 4.01 in its entirety.

Except as provided herein, all other disclosures made in the Original Filing remain unchanged.

Item 4.01. Changes in Registrant’s Certifying Accountant

On February 21, 2020, the Audit Committee of the Board of Directors (the “Audit Committee”) of FTE Networks, Inc. (the “Company”) dismissed Marcum LLP (“Marcum”) as the Company’s independent registered public accounting firm.

The audit reports of Marcum on the Company’s financial statements for the years ended December 31, 2017 and 2016, did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. Marcum did not provide a report on the Company’s financial statements during fiscal years ended December 31, 2018 and December 31, 2019. During the fiscal years ended December 31, 2018 and December 31, 2019, and the subsequent period through February 21, 2020, there were (i) no disagreements between the Company and Marcum on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreement in Marcum’s reports on the Company’s consolidated financial statements for such years, and (ii) no “reportable events” as that term is defined in Item 304(a)(1)(v) of Regulation S-K, except as described below.

As previously reported in Current Reports on Form 8-K filed by the Company on April 4, 2019 and June 13, 2019, Marcum had informed the Company that Marcum’s audit reports included in the Company’s previously issued audited financial statements as of and for the years ended December 31, 2017 and December 31, 2016, and Marcum’s interim reviews of the financial statements for the periods ended March 31, June 30, and September 30, 2018, 2017 and 2016, should no longer be relied upon.

The Company identified a number of material weaknesses in internal control over financial reporting as disclosed in Item 9A of the Company’s Annual Reports on Form 10-K for the years ended December 31, 2017, as well as several Quarterly Reports on Form 10-Q for quarterly periods during 2017 and 2018. The Audit Committee has discussed these matters with Marcum.

The Company provided Marcum with a copy of the disclosures it is making in this Current Report on Form 8-K prior to the time this Current Report on Form 8-K was filed with the SEC. The Company requested that Marcum furnish a letter addressed to the SEC stating whether or not it agrees with the statements made herein. A copy of Marcum’s letter, dated February 27, 2020, is filed herewith as Exhibit 16.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
16.1	<u>Letter of Marcum LLP dated February 27, 2020.</u>

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 hereunto duly authorized.

FTE NETWORKS, INC.

By: /s/ Michael P. Beys

Michael P. Beys
Interim Chief Executive Officer

Date: March 4, 2020



February 27, 2020

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by FTE Networks, Inc. under Item 4.01 of its Form 8-K dated February 21, 2020. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of FTE Networks, Inc. contained therein.

Very truly yours,

Marcum LLP



Marcum LLP ■ 750 Third Avenue ■ 11th Floor ■ New York, New York 10017 ■ Phone 212.485.5500 ■ Fax 212.485.5501 ■ marcumllp.com
