

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 March 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 NO. 001-38013

iFresh Inc.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

82-066764

(I.R.S. Employer
Identification No.)

**2-39 54th Avenue
Long Island City, NY**

(Address of principal executive offices)

(718) 628 6200

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, Par Value \$0.0001 Per Share

(Title of Class)

NASDAQ Capital Market

(Name of exchange on which registered)

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

Check whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

Check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definition 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 2,744,547 voting and non-voting common equity stock held by non-affiliates of the Registrant was approximately \$33 million as of September 29, 2017, the last business day of the Registrant's most recently completed second fiscal quarter, based on the last sale price of the Registrant's common stock on such date of \$12.0751 per share.

There were a total of 14,282,497 shares of the registrant's Common Stock, par value \$0.0001 per share, outstanding as of June 29, 2018.

DOCUMENTS INCORPORATED BY REFERENCE: None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A hereby amends the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2018 (the "Form 10-K"), which the Registrant filed with the Securities and Exchange Commission on June 29, 2018. This amendment is being filed solely to include Exhibit 23.1 to the Form 10-K/A, which inadvertently omitted in the original filing of the Form 10-K.

This Amendment does not affect any other parts of or exhibits to the Form 10-K, and those unaffected parts or exhibits are not included in this Amendment. Except as described above, no other portion of the Form 10-K for the fiscal year ended March 31, 2018 is amended hereby and the Form 10-K continues to speak as of the date of the original filing of the Form 10-K. No modification or update is otherwise being made to any other disclosure or exhibits to such Form 10-K. Accordingly, this Amendment should be read in conjunction with such Form 10-K and the Registrant's filings made with the Securities and Exchange Commission subsequent to the date of such Form 10-K.

PART IV

ITEM 15 Exhibits, Financial Statements and Schedules

(a) 1. Financial Statements – iFresh, Inc. and Subsidiaries

The following are contained in this 2017 Form 10-K Report:

- Report of Independent Registered Public Accounting Firm.
- Consolidated Balance Sheets as of March 31, 2018 and 2017.
- Consolidated Statements of Income for the years ended March 31, 2018 and 2017.
- Consolidated Statements of Shareholders' Equity for the years ended March 31, 2018 and 2017.
- Consolidated Statements of Cash Flows for the years ended March 31, 2018 and 2017.
- Notes to Consolidated Financial Statements.

The Consolidated Financial Statements, Notes to the Consolidated Financial Statements, and the Report of Independent Registered Public Accounting Firm listed above are filed as part of this Report and are set forth on pages F-1 through F-24 immediately following the signature page of this Report.

(a) 2. Financial Statement Schedules

None

(a) 3. Exhibits

Exhibit No.	Description
2.1	Merger Agreement⁽¹⁾
3.1	Amended and Restated Certificate of Incorporation of iFresh Inc.⁽²⁾
3.2	Amended and Restated Bylaws of iFresh Inc. ⁽²⁾
4.1	Specimen Unit Certificate⁽²⁾
4.2	Specimen Ordinary Share Certificate⁽²⁾
4.3	Specimen Right Certificate⁽²⁾
4.4	Rights Agreement between Continental Stock Transfer & Trust Company and E-Compass⁽³⁾
10.1	Escrow Agreement between the Registrant, Continental Stock Transfer & Trust Company and the E-Compass's Initial Shareholders.⁽³⁾
10.2	Registration Rights Agreement between the Company and certain security holders of E-Compass.⁽³⁾
10.3	Form of Option Agreement⁽⁴⁾
10.4	Form of Voting Agreement⁽⁵⁾
10.5	Form of Registration Rights Agreement⁽⁶⁾
10.6	Credit Agreement with KeyBank National Association dated December 23, 2016+.
10.7	Revolving Note with KeyBank National Association dated December 23, 2016+.
10.8	Effective Date Term Note with Key Bank National Association dated December 23, 2016+.
10.9	Delayed Draw Term Note with Key Bank National Association dated May 9, 2018+.
16.1	Letter of UHY, dated April 1, 2016⁽⁷⁾
23.1	Consent of Friedman LLP, an independent registered public accounting firm.*
31.1	Certification by Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
31.2	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
32.1	Certification by Chief Executive Officers and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.+
99.1	Form of Audit Committee Charter.⁽⁶⁾
99.2	Form of Nominating Committee Charter.⁽⁶⁾
99.3	Form of Compensation Committee Charter.⁽⁶⁾

* Filed herewith.

+ Filed previously.

- (1) Incorporated by reference to E-Compass's Current Report on Form 8-K dated July 25, 2016.
(2) Incorporated by reference to iFresh's Registration Statement on S-4/A dated December 9, 2016.
(3) Incorporated by reference to E-Compass's Current Report on Form 8-K dated August 12, 2015.
(4) Incorporated by reference to Annex B to iFresh's Registration Statement on Form S-4/A on December 16, 2016.
(5) Incorporated by reference to Annex C to iFresh's Registration Statement on Form S-4/A on December 16, 2016.
(6) Incorporated by reference to E-Compass's Registration Statement on S-1/A on July 24, 2015.
(7) Incorporated by reference to E-Compass's Current Report on Form 8-K dated April 1, 2016.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 3, 2018

By: /s/ Long Deng

By: Long Deng

Title: Chief Executive Officer and Chairman

FRIEDMAN LLP®

ACCOUNTANTS AND ADVISORS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement (File No.333-224141) on Form S-3 of our report dated June 29, 2018 relating to the consolidated financial statements of iFresh, Inc. for the years ended March 31, 2018 and 2017, which appears in the annual report Form 10-K of iFresh, Inc. filed with the Securities and Exchange Commission on June 29, 2018. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Friedman LLP

New York, New York
July 3, 2018

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