

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

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

August 30, 2021 (August 27, 2021)
Date of Report (Date of earliest event reported)

iFresh Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38013
(Commission File Number)

82-0664764
(I.R.S. Employer
Identification No.)

2-39 54th Avenue
Long Island City, NY
(Address of Principal Executive Offices)

11101
(Zip Code)

Registrant's telephone number, including area code: **(718) 628-6200**

N/A
(Former name or former address, if changed since last report)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value	IFMK	Nasdaq Capital Market

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 27, 2021, the Registrant received a notification letter (the “Notice”) from The Nasdaq Stock Market (“Nasdaq”) advising the Registrant that, because the Registrant has not filed its Form 10-Q for the period ended June 30, 2021 and the Registrant remains delinquent in filing its Form 10-K for the fiscal year ended March 31, 2021 as stated in Nasdaq’s notification letter dated July 15, 2021 (the “July 15 Notice”), the Registrant does not comply with Nasdaq’s Listing Rules for continued listing. Nasdaq Listing Rule 5250(c)(1) (the “Rule”) requires a company to timely file all required periodic financial reports with the U.S. Securities and Exchange Commission (the “Commission”) through the EDGAR system (the “Filing Requirement”).

The Registrant may submit a plan to return to compliance with the Rule. The Notice states that, if Nasdaq accepts the Registrant’s compliance plan, it may be eligible for additional time of up to 180 calendar days from the due date of the Form 10-K, or until January 10, 2022, to regain compliance with the Filing Requirement. The Registrant intends to provide a plan to return to compliance with the Rule to Nasdaq.

If the compliance plan is not accepted, Nasdaq will provide written notification to the Registrant that its common stock is subject to delisting. Similarly, if the plan is accepted, but the Company fails to regain compliance by the end of the plan period, the Company would receive a delisting notice. Following receipt of a delisting notice, the Registrant may request a hearing before a Nasdaq Listing Qualifications Panel (the “Panel”). The request for a hearing, which must be granted, will initially stay any suspension or delisting action, and the Company may request that the stay be extended through the hearing and the expiration of any additional extension period granted by the Panel following the hearing. The granting of an extended stay is at the Panel’s discretion.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release

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.

Dated: August 30, 2021

iFRESH INC.

By: /s/ Long Deng
Name: Long Deng
Title: Chief Executive Officer

iFresh Reports A New Deficiency Notice Issued by Nasdaq

NEW YORK, August 30, 2021 -- iFresh, Inc. (“iFresh” or “the Company”) (NASDAQ: IFMK), a leading Asian American grocery supermarket chain and online grocer, announced today that it has received a notification letter (the “Notice”) from The Nasdaq Stock Market (“Nasdaq”) advising that, because the Company has not filed its Form 10-Q for the period ended June 30, 2021 and the Company remains delinquent in filing its Form 10-K for the fiscal year ended March 31, 2021 as stated in Nasdaq’s notification letter dated July 15, 2021 (the “July 15 Notice”), the Company does not comply with Nasdaq’s Listing Rules for continued listing. This deficiency Notice is in addition to the July 15 Notice issued by the Nasdaq. Nasdaq Listing Rule 5250(c)(1) (the “Rule”) requires a company to timely file all required periodic financial reports with the U.S. Securities and Exchange Commission (the “Commission”) through the EDGAR system (the “Filing Requirement”).

The Company may submit a plan to return to compliance with the Rule. The Notice states that, if Nasdaq accepts the Company’s compliance plan, it may be eligible for additional time of up to 180 calendar days from the due date of the Form 10-K, or until January 10, 2022, to regain compliance with the Filing Requirement. The Company intends to provide a plan to return to compliance with the Rule to Nasdaq.

About iFresh, Inc.

iFresh Inc. (NASDAQ:IFMK), headquartered in Long Island City, New York, is a leading Asian American grocery supermarket chain and online grocer on the east coast of U.S. With nine retail supermarkets along the US eastern seaboard (with additional stores in Glen Cove, Miami and Connecticut opening soon), and two in-house wholesale businesses strategically located in cities with a highly concentrated Asian population, iFresh aims to satisfy the increasing demands of Asian Americans (whose purchasing power has been growing rapidly) for fresh and culturally unique produce, seafood and other groceries that are not found in mainstream supermarkets. With an in-house proprietary delivery network, online sales channel and strong relations with farms that produce Chinese specialty vegetables and fruits, iFresh is able to offer fresh, high-quality specialty produce at competitive prices to a growing base of customers. For more information, please visit: <http://www.ifreshmarket.com/>.

Forward-Looking Statements

Certain statements made herein are “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include timing of the proposed transactions; the business plans, objectives, expectations and intentions of the parties once the transactions are complete, and the Company’s estimated and future results of operations, business strategies, competitive position, industry environment and potential growth opportunities. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. All information provided in this press release is as of the date hereof. Other than as required under the securities laws, the Company does not assume a duty to update these forward-looking statements.

Additional information concerning these and other factors that may impact our expectations and projections can be found in our periodic filings with the SEC. IFMK’s SEC filings are available publicly on the SEC’s website at www.sec.gov. IFMK disclaims any obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise.

For more information, please contact:

At the Company:

iFresh, Inc.

Email: carrie@ifreshmarket.com

