

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

FORM 10-K/A3
(Amendment No. 3)

(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, 2016

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

For the transition period from _____ to _____

Commission File Number 001-32421

FUSION TELECOMMUNICATIONS INTERNATIONAL, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

58-2342021

(IRS Employer
Identification No.)

420 Lexington Avenue, Suite 1718, New York, New York 10170

(Address of principal executive offices) (Zip Code)

(212) 201-2400

(Registrant's telephone number, including area code)

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

Title of each class

Common Stock, par value \$0.01 per share

Name of each exchange on which registered

The Nasdaq Capital Market

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

Title of each class

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 a 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 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 a 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, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "non-accelerated filer", "smaller reporting company" and an emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by checkmark 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 voting common stock held by non-affiliates of the registrant based upon the closing price of the common stock reported by The Nasdaq Capital Market on June 30, 2016 of \$1.84 per share, was \$14,445,507.

Indicate the number of shares outstanding of the registrant's common stock as of the latest practicable date: 22,412,403 shares of common stock are issued and outstanding as of April 27, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

None

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EXPLANATORY NOTE

This Amendment No. 3 to the Annual Report on Form 10-K of Fusion Telecommunications International, Inc. (the “Company”) for the year ended December 31, 2016, originally filed on March 21, 2017 (the “Original Filing”), is filed to correct a reference to an amended and restated certificate of incorporation that was never filed by the Company with the Secretary of State of Delaware and to add back specific references to various certificates of designations for series of preferred stock authorized by the Company since the date of its original certificate of incorporation, which references were deleted on the assumption that the amended and restated certificate of incorporation had been filed.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a)(1) Financial Statements.

The consolidated financial statements filed as part of this Annual Report on Form 10-K are identified in the Index to Consolidated Financial Statements.

(a)(2) Exhibits.

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the SEC.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Incorporation (*)
3.1.1	Certificate of Amendment to Certificate of Incorporation(14)
3.1.2	Certificate of Designation of the Rights and Preferences of the Series A-1 Preferred Stock, as amended (16)
3.1.3	Certificate of Designation of the Rights and Preferences of the Series A-2 Preferred Stock, as amended (17)
3.1.4	Certificate of Designation of the Rights and Preferences of the Series A-4 Preferred Stock, as amended (18)
3.1.5	Certificate of Designations of Preferences, Rights and Limitations of Series B-2 Senior Cumulative Convertible Preferred Stock (19)
3.2	Bylaws (*)
10.1	1998 Stock Option Plan (*)
10.1.1	2009 Stock Option Plan(15)
10.1.2	2016 Equity Incentive Plan (14)
10.2	Employment Agreement, dated as of November 5, 2015, between registrant and Matthew D. Rosen (12)
10.3	Form of Warrant to Purchase Common Stock (*)
10.4	Lease Agreement between registrant and SLG Graybar Sublease, LLC for Suite 1718 at 420 Lexington Avenue, New York, NY office (*)
10.4.1	Lease Modification Agreement dated November 19, 2014, between registrant and SLG Graybar Sublease, LLC for the 420 Lexington Avenue, New York, NY office (13)
10.5	Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc. for the Fort Lauderdale, Florida office, as amended (*)
10.5.1	Sixth Amendment dated July 23, 2014, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office (13)
10.5.2	Seventh Amendment, dated August 2015, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office (16)
10.5.3	Eight Amendment, dated July 8, 2016, to Lease Agreement between registrant and Fort Lauderdale Crown Center, Inc., for the Fort Lauderdale, Florida office (1)
10.6	Form of Promissory Note and Security Agreement (2)
10.7	Non-Competition Agreement between registrant and Marvin Rosen (*)
10.8	Form of Warrant (3)
10.9	Membership Interest Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Network Billing Systems, LLC, Jonathan Kaufman, and Christiana Trust as trustee of the LK Trust (4)
10.10	Asset Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Interconnect Systems Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (4)
10.11	Amendment No. 1 dated June 6, 2013 to the Asset Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Interconnect Systems Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (10)
10.12	Warrant to Purchase Common Stock issued by registrant to Marvin Rosen, dated July 31, 2002 (*)
10.13	Amendment No. 1 dated June 6, 2013 to the Membership Interest Purchase and Sale Agreement dated January 30th, 2012 between the registrant, Network Billing Systems, LLC, Jonathan Kaufman, and Christiana Trust as trustee of the LK Trust (10)
10.14	Amendment No. 2 dated August 20, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (5)
10.15	Amendment No. 2 dated August 20, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (5)
10.16	Amendment No. 3 dated September 21, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (5)
10.17	Amendment No. 3 dated September 21, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (5)
10.18	Amendment No. 4 dated October 24, 2012 to the Asset Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Interconnect Services Group II LLC, Jonathan Kaufman, Lisa Kaufman as trustee of the JK Trust and Jonathan Kaufman as trustee of the LKII Trust (5)
10.19	Amendment No. 4 dated October 24, 2012 to the Membership Interest Purchase and Sale Agreement dated January 30, 2012 between the registrant, Fusion NBS Acquisition Corp., Network Billing Systems, LLC, Jonathan Kaufman and Christiana Trust as trustee of the LK Trust (5)

10.20.1 Lease Modification Agreement, dated October 1, 2014, by Manchester Realty Holdings, LLC (a subsidiary of Fusion NBS Acquisition Corp (7) Manchester Realty, LLC) and Fusion NBS Acquisition Corp (11)

10.21	Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III (5)
10.22	Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III (5)
10.23	Series A Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (5)
10.24	Series B Promissory Note dated October 29, 2012 payable to Praesidian Fund III-A (5)
10.25	Praesidian Fund III Common Stock Purchase Warrant dated October 29, 2012 (5)
10.26	Praesidian Fund III-A Common Stock Purchase Warrant dated October 29, 2012 (5)
10.27	Intellectual Property Security Agreement dated as of October 29, 2012 by the registrant and Network Billing Systems, LLC, in favor of Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP (5)
10.28	Right of First Refusal Agreement dated as of October 29, 2012 by and among the registrant, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, LP and Praesidian Capital Opportunity Fund III as agent (5)
10.29	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III (5)
10.30	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp. and Praesidian Capital Opportunity Fund III-A (5)
10.31	Management Rights Agreement dated as of October 29, 2012 by and among the registrant, Fusion NBS Acquisition Corp., and Plexus Fund II, LP (5)
10.32	Asset Purchase and Sale Agreement effective as of August 30, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (6)
10.33	First Amendment to the Asset Purchase and Sale Agreement effective as of November 15, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (7)
10.34	Second Amendment to the Asset Purchase and Sale Agreement effective as of December 16, 2013 by and among the registrant, Fusion Broadvox Acquisition Corp.; BroadvoxGo!, LLC; and Cypress Communications, LLC (8)
10.35	Third Amendment to Securities Purchase Agreement is entered into as of December 16, 2013, by and among Fusion NBS Acquisition Corp, the registrant, Network Billing Systems, LLC, Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, and Plexus Fund II, LP, and Praesidian Capital Opportunity Fund III, LP as agent (9)
10.36	Form of Common Stock Purchase Warrant (9)
10.37	Form of Registration Rights Agreement (9)
10.38	Form of Series C Note (9)
10.39	Form of Series D Note dated December 31, 2013 (9)
10.40	Form of Management Rights Letter dated December 31, 2013 (9)
10.41	Form of Lenders' Warrant dated December 31, 2013 (9)
10.42	Joinder Agreement dated as of December 31, 2013 by and among the registrant, Fusion NBS Acquisition Corp., Fusion BVX LLC in favor of Praesidian Capital Opportunity Fund III, LP, Praesidian Capital Opportunity Fund III-A, LP, Plexus Fund II, L.P., Plexus Fund III, L.P., Plexus Fund QP III, L.P., and United Insurance Company Of America (9)
10.43	Assignment and Assumption Agreement dated as of December 31, 2013 by and among BroadvoxGo!, LLC, Cypress Communications, LLC, the registrant, and Fusion BVX, LLC (9)
10.44	Bill of Sale dated as of December 31, 2013 delivered by BroadvoxGo!, LLC and Cypress Communications, LLC (9)
10.45	Limited Trademark License Agreement dated as of December 31, 2013 by and among Broadvox, LLC; the registrant and Fusion BVX LLC (9)
10.46	Form of Series E Note, dated as of October 31, 2014 (11)
10.47	Agreement and Plan of Merger, dated as of October 15, 2014, by and among the registrant, Fusion PTC Acquisition Inc., PingTone Communications, Inc., the Majority Stockholders of PingTone Communications, Inc. and J Shelby Bryan, as Stockholders Representative (11)
10.48	Stock Purchase and Sale Agreement, dated as of December 8, 2015, by and among Fusion NBS Acquisition Corp., Mitch Marks, Ron Kohn and Robert Marks (13)
10.49	Credit Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., and East West Bank and the Other Lenders from time to time party hereto (14)
10.50	Subordination Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., the registrant, Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC, Aptix, Inc., Praesidian Capital Opportunity Fund III, LP, and East West Bank (14)

10.51	Intercreditor and Subordination Agreement dated as of November 14, 2016 by and among Marvin Rosen, the registrant and East West Bank (14)
10.52	Pledge and Security Agreement dated as of November 14, 2016 by and among each of the Grantors Party thereto and East West Bank (14)
10.53	Guaranty dated as of November 14, 2016 from the registrant, Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC and Apptix, Inc. to East West Bank (14)
10.54	Intellectual Property Security Agreement dated as of November 14, 2016 by and among Fusion NBS Acquisition Corp., Fusion Telecommunications International, Inc., Network Billing Systems, LLC, PingTone Communications, Inc., Fusion BVX LLC, Fidelity Telecom, LLC, Fidelity Access Networks, Inc., Fidelity Connect, LLC, Fidelity Voice Services, LLC, Apptix, Inc., and East West Bank (14)
10.55	Fifth Amended and Restated Securities Purchase Agreement and Security Agreement, dated as of November 14, 2016, by and among Fusion NBS Acquisition Corp., as borrower, the registrant, Network Billing Systems, L.L.C., Fusion BVX, LLC, PingTone Communications, Inc., Fidelity Access Networks, LLC, Fidelity Connect LLC, Fidelity Voice Services, LLC, Fidelity Access Networks, Inc., Apptix, Inc., Praesidian Capital Opportunity Fund III, L.P., Praesidian Capital Opportunity Fund III-A, LP and United Insurance Company of America (14)
10.56	Stock Purchase and Sale Agreement dated November 14, 2016 by and among Fusion NBS Acquisition Corp., the registrant and Apptix ASA (14)
10.57	Registration Rights Agreement dated as of November 14, 2016 by and between the registrant and Apptix ASA (14)
10.58	Common Stock Purchase Agreement dated November 14, 2016 by and among the registrant and the Purchasers (14)
10.59	Office Lease, as amended between Chagrin-Green, LLC and Fidelity Access Networks, LLC (1)
10.60	First Amendment to Lease Agreement dated as of August 2015 by and between Piedmont Center, 1-4 LLC and the registrant (1)
14	Code of Ethics of registrant (11)
21.1	List of Subsidiaries (1)
23.1	Consent of EisnerAmper LLP (1)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
31.2	Certification of President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
32.1	Section 1350 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
32.2	Section 1350 Certification of President Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
101.INS	XBRL Instance Document(4)
101.SCH	XBRL Taxonomy Extension Schema Document (1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (1)

* Originally filed with the Company's Registration Statement no. 33-120412 and incorporated herein by reference.

** Originally filed with the Company's Registration Statement no. 33-120206 and incorporated herein by reference.

- (1) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed on March 21, 2017 and incorporated herein by reference.
- (2) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed on April 13, 2011 and incorporated herein by reference.
- (3) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 15, 2006 and incorporated herein by reference.
- (4) Filed as an Exhibit to the Company's Annual Report on Form 10-K filed on March 30, 2012 and incorporated herein by reference.
- (5) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 2, 2012 and incorporated herein by reference.
- (6) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on September 4, 2013 and incorporated herein by reference.
- (7) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 21, 2013 and incorporated herein by reference.
- (8) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 19, 2013 and incorporated herein by reference.
- (9) Filed as an Exhibit to the Company's Current Report on Form 8-K/A filed on January 7, 2014 and incorporated herein by reference.
- (10) Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q filed on August 14, 2013 and incorporated herein by reference.
- (11) Filed as an Exhibit to the Company's Current Report on Form 8-K dated November 3, 2014 and incorporated herein by reference.
- (12) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 10, 2015 and incorporated herein by reference.
- (13) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on December 14, 2015 and incorporated herein by reference.
- (14) Filed as an Exhibit to the Company's Current Report on Form 8-K filed on November 18, 2016 and incorporated herein by reference.
- (15) Filed as an Exhibit to the Company's Annual Report Form 10-K filed on March 28, 2016 and incorporated herein by reference.
- (16) Filed as an exhibit to the Registrant's Current Report on Form 8-K filed on December 15, 2006 as amended by Exhibit 3.1(i) to the Company's Current Report on Form 8-K filed on April 2, 2014 and incorporated by reference.
- (17) Filed as an exhibit to the Registrant's Current Report on Form 8-K filed on May 10, 2007 as amended by Exhibit 3.1(j) to the Company's Current Report on Form 8-K filed on April 2, 2014 and incorporated by reference.
- (18) Identical to the Certificate of Rights and Preferences for the Series A-2 Preferred Stock filed as an exhibit to the Registrant's Current Report on Form 8-K on May 10, 2007 as amended by Exhibit 3.1(k) to the Company's Current Report on Form 8-K filed on April 2, 2014 and incorporated by reference.
- (19) Filed as an exhibit to the Registrant's Current Report on Form 8-K/A filed on January 7, 2014 and incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amended Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on the date indicated.

**FUSION TELECOMMUNICATIONS
INTERNATIONAL, INC.**

Date: December 15, 2017

By: /s/ MATTHEW D. ROSEN
Matthew D. Rosen
Chief Executive Officer and Principal
Executive Officer