
**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

Date of Report (Date of earliest event reported): **March 13, 2023**

SILVERSUN TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38063

(Commission File Number)

16-1633636

(IRS Employer
Identification No.)

120 Eagle Rock Ave

East Hanover, NJ 07936

(Address of Principal Executive Offices)

(973) 396-1720

Registrant's telephone number, including area code

Check the appropriate box below if the 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communication 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(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.00001 per share	SSNT	The NASDAQ Capital Market

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 1.01. Entry into a Material Definitive Agreement

On March 13, 2023, SilverSun Technologies, Inc. (the “Company”) entered into the Third Amendment to Merger Agreement (the “Amendment”) with Rhodium Enterprises Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of the Company, Rhodium Enterprises Acquisition LLC, a Delaware limited liability company and direct wholly owned subsidiary of the Company, and Rhodium Enterprises, Inc., a Delaware corporation (“Rhodium”), amending that certain Agreement and Plan of Merger, dated as of September 29, 2022 by and among the parties referenced above (as amended from time to time, the “Merger Agreement”). The Amendment provides that the Merger Agreement may be terminated, and the transactions abandoned, by either the Company or Rhodium at any time before the First Effective Time (as defined in the Merger Agreement), by written notice from one to the other if the closing has not occurred on or before June 30, 2023. No other provisions of the Merger Agreement were modified by the Amendment.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
2.4	<u>Third Amendment to Agreement and Plan of Merger among SilverSun Technologies, Inc., Rhodium Enterprises Acquisition Corp., Rhodium Enterprises Acquisition LLC and Rhodium Enterprises, Inc. executed on March 13, 2023</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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.

Date: March 15, 2023

SILVERSUN TECHNOLOGIES, INC.

By: /s/ Mark Meller
Name: Mark Meller
Title: Chief Executive Officer

**THIRD AMENDMENT TO
MERGER AGREEMENT**

This THIRD AMENDMENT TO MERGER AGREEMENT (this “Amendment”), executed and effective as of March 13, 2023 (the “Effective Date”), is made by and among SilverSun Technologies, Inc., a Delaware Corporation (“**Parent**”), Rhodium Enterprises Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of Parent (“**Merger Sub I**”), Rhodium Enterprises Acquisition LLC, a Delaware limited liability company and direct wholly owned subsidiary of Parent (“**Merger Sub II**” and together with Parent and Merger Sub I, the “**Parent Entities**”), and Rhodium Enterprises, Inc., a Delaware corporation (the “**Company**”, and collectively with the Parent Entities, the “**Parties**”), to that certain Agreement and Plan of Merger, dated as of September 29, 2022 (as amended, the “**Merger Agreement**”), by and among the Parties.

WITNESSETH:

WHEREAS, in accordance with Section 8.08 of the Merger Agreement, the Merger Agreement may be amended by an instrument in writing signed by the Parent Entities and Company; and

WHEREAS, each of the Parent Entities and the Company desire to amend the Merger Agreement as set forth in this Amendment.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each of the Parent Entities and the Company agree as follows:

1. Section 7.02 (a) of the Merger Agreement is hereby deleted and replaced in its entirety with the following:

(a) if the if the Closing has not occurred on or before June 30, 2023 (the “**Termination Date**”), except that the right to terminate this Agreement under this Section 7.02(a) shall not be available to any Party who is then in material breach of this Agreement;

2. Except as expressly amended or modified hereby, the terms and conditions of the Merger Agreement shall continue in full force and effect among the Parties. This Amendment shall form a part of the Merger Agreement for all purposes, and each Party shall be bound by this Amendment.

3. All capitalized terms used but not defined in this Amendment shall have the meanings set forth in the Merger Agreement. Each reference to “this Agreement” and each other similar reference contained in the Agreement shall, after this Amendment becomes effective, refer to the Merger Agreement as amended by this Amendment.

4. This Amendment may be executed in any number of counterparts (including by means of facsimile and electronically transmitted portable document format (.pdf) signature pages), each of which shall be an original but all of which together shall constitute one and the same instrument.

5. The provisions of Article 8 of the Merger Agreement are incorporated by reference, *mutatis mutandis*, as if set forth in full in this Amendment.

6. Each party to this Amendment represents and warrants that it has obtained all corporate, board and other approvals necessary to execute and deliver this Amendment and for this Amendment to be effective.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the Effective Date.

PARENT

SILVERSUN TECHNOLOGIES, INC.

By: /s/ Mark Meller

Name: Mark Meller

Title: Chief Executive Officer

MERGER SUB I

RHODIUM ENTERPRISES ACQUISITION CORP.

By: /s/ Mark Meller

Name: Mark Meller

Title: Chief Executive Officer

MERGER SUB II

RHODIUM ENTERPRISES ACQUISITION LLC

By: /s/ Mark Meller

Name: Mark Meller

Title: Chief Executive Officer

COMPANY

RHODIUM ENTERPRISES, INC.

By: /s/ Chase Blackmon

Name: Chase Blackmon

Title: Chief Executive Officer