

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

AMENDMENT NO. 1
TO
SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
Of the Securities Exchange Act of 1934

SURGE COMPONENTS, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

868908104
(CUSIP Number of Class of Securities)

Ira Levy
Surge Components, Inc.
95 East Jefryn Blvd.
Deer Park, New York 11729
(631) 595-1818

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing persons)

with a copy to:

Barry I. Grossman, Esq.
David Selengut, Esq.
Joshua N. Englard, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of Americas, 11th Floor
New York, New York 10105
(212) 370-1300

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$7,150,000	\$828.69

* Estimated for purposes of calculating the filing fee only. The amount assumes the purchase of 5,000,000 shares of the outstanding common stock, \$0.001 par value per share, of Surge Components, Inc. at a price of \$1.43 per share in cash.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$115.90 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$828.69
Form or Registration No.: 005-49953

Filing Party: Surge Components, Inc.,
Date Filed: February 3, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO initially filed by Surge Components, Inc., a Nevada corporation (“Surge” or the “Company”), on February 3, 2017 (the “Schedule TO”), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended, in connection with the Company’s offer to purchase for cash up to 5,000,000 shares of its common stock, \$0.001 par value per share (the “Shares”), at a price of \$1.43 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated February 3, 2017, and the related Letter of Transmittal, which together, as they may be amended or supplemented from time to time, constitute the tender offer.

This Amendment No. 1 is being filed to amend and supplement certain provisions of the Schedule TO as set forth herein. Except as amended hereby to the extent specifically provided herein, all terms of the tender offer and all other disclosures set forth in the Schedule TO and the exhibits thereto remain unchanged and are hereby expressly incorporated into this Amendment No. 1 by reference.

ITEM 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraph at the end thereof:

“On March 6, 2017, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 11:59 p.m., New York City time, on March 3, 2017. A copy of the press release is filed as Exhibit (a)(5)(B) to the Schedule TO and is incorporated herein by reference.”

ITEM 12. Exhibits.

Item 12 is hereby amended and supplemented by adding the following exhibit:

Exhibit Number	Description
(a)(5)(B)	Press Release issued by the Company on March 6, 2017.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SURGE COMPONENTS, INC.By: /s/ Ira Levy

Name: Ira Levy

Title: Chief Executive Officer and
Chief Financial Officer

Date: March 6, 2017

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase, dated February 3, 2017.*
(a)(1)(B)	Letter of Transmittal. *
(a)(1)(C)	Notice of Guaranteed Delivery. *
(a)(1)(D)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees. *
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(5)	Press Release issued by the Company on February 3, 2017.*
(a)(5)(B)	Press Release issued by the Company on March 6, 2017.
(d)(1)	Settlement Agreement, dated as of December 22, 2016, by and among Surge Components, Inc., Ira Levy, Steven J. Lubman, Alan Plafker, Lawrence Chariton, Gary Jacobs and Martin Novick, and Messrs. Michael D. Tofias and Bradley P. Rexroad (incorporated by reference to Exhibit 10.1 to Form 8-K filed on December 23, 2016).
(d)(2)	Surge Components, Inc. 2010 Incentive Stock Plan (incorporated by reference to Exhibit 10.20 to Amendment No. 2 to Form 10 filed on November 5, 2010).
(d)(3)	Surge Components, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.8 to Form 10-K filed on February 26, 2016).
(d)(4)	Rights Agreement, dated as of October 7, 2016, between the Company and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to Form 8-K filed on October 7, 2016).
(d)(5)	Certificate of Designation of Series D Preferred Stock of the Company (incorporated by reference to Exhibit 3.1 to Form 8-K filed on October 7, 2016).

* Previously filed.

Exhibit (a)(5)(B)



Surge Components Announces Preliminary Results of Tender Offer

DEER PARK, N.Y. (March 6, 2017) – Surge Components, Inc. (“Surge” or the “Company”) (OTC Pink: SPRS), a leading supplier of capacitors, discrete semi-conductors and audible and sounding devices, announced today the preliminary results of its tender offer, which expired at 11:59 p.m., New York City time, on March 3, 2017.

Based on the preliminary count by Continental Stock Transfer & Trust Company, the depository for the tender offer, a total of 6,160,799 shares of the Company’s common stock were validly tendered and not validly withdrawn, including 19,929 shares that were tendered through notice of guaranteed delivery. The number of shares conditionally tendered was 15,458 based on the preliminary count by the depository.

Because the tender offer is oversubscribed by 1,160,799 shares, the Company expects to purchase only a prorated portion of the shares properly tendered by each tendering stockholder. The depository has informed the Company that the preliminary proration factor for the tender offer is expected to be approximately 81.1% of the shares validly tendered and not validly withdrawn. The number of shares tendered and not validly withdrawn and the proration factor are preliminary and are subject to verification by the depository and the proper delivery of all shares tendered (including shares tendered pursuant to the guaranteed delivery procedures). The final number of shares to be purchased in the tender offer and the final proration factor will be announced following the expiration of the guaranteed delivery period and the completion by the depository of the confirmation process. Payment for the shares accepted for purchase pursuant to the tender offer, and the return of all other shares tendered and not purchased, will occur promptly thereafter. The shares expected to be acquired represent approximately 49% of the total number of shares of the Company’s common stock issued and outstanding as of February 2, 2017.

Morrow Sodali LLC acted as information agent for the tender offer and Continental Stock Transfer & Trust Company acted as the depository. All inquiries about the tender offer should be directed to Morrow Sodali LLC at (800) 662-5200 (banks and brokers can call collect at (203) 658-9400).

Important Notice Regarding Forward-Looking Statements

This press release may include forward-looking statements, including statements regarding the Company's ability to complete the tender offer and the number of shares the Company will be able to purchase in the tender offer. The statements made by the Company are based upon management's current expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include market conditions and other factors beyond the Company's control and the risk factors and other cautionary statements described in the Company's filings with the SEC, including the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2017.

About Surge Components, Inc.

Founded in November 1981, Surge is a supplier of capacitors, discrete semi-conductors and audible/sounding devices. Surge’s capacitor product portfolio includes aluminum electrolytic capacitors, film capacitors, and ceramic capacitors. In the discrete semiconductor portfolio, Surge’s strengths include general purpose, recovery, schottky, polymer ESD, and transient voltage suppressors, transistors, diodes, and a full line of bridge rectifiers. With more than 30 years in the industry, Surge helps customers bring their products to market using the highest quality components with the most competitive economics to scale. Surge supplies its top quality products to customers in many market segments, including, but not limited to, power, energy, automotive, computer, telecom and security.

Media Contact

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