

Prospectus Supplement No. 2 to Prospectus dated January 5, 2022



Stran & Company, Inc.
9,967,987 Shares of Common Stock

This Prospectus Supplement No. 2 (“Prospectus Supplement No. 1”) relates to the Prospectus of Stran & Company, Inc., dated January 5, 2022 (the “Prospectus”), relating to the 9,967,987 shares of common stock that may be sold from time to time by the selling shareholders named in the Prospectus, which includes:

- 4,371,926 shares of common stock;
- 5,464,903 shares of common stock issuable to selling shareholders upon the exercise of warrants; and
- 131,158 shares of common stock issuable to selling shareholders underlying placement agent’s warrants.

This Prospectus Supplement No. 2 is being filed to include the information set forth above and in our Current Report on Form 8-K, which was filed with the Securities and Exchange Commission (the “SEC”) on February 1, 2022.

This Prospectus Supplement No. 2 should be read in conjunction with the Prospectus and Prospectus Supplement No. 1 filed with the SEC on January 27, 2022 (the “Prior Supplement”) and is qualified by reference to the Prospectus and the Prior Supplement except to the extent that the information in this Prospectus Supplement No. 2 supersedes the information contained in the Prospectus and the Prior Supplement, and may not be delivered without the Prospectus and the Prior Supplement.

Our common stock is traded under the symbol “STRN” and our warrants are traded under the symbol “STRNW,” both on the Nasdaq Capital Market. On January 31, 2022, the closing price of our common stock and warrants on the NASDAQ Capital Market was \$2.18 and \$0.41, respectively.

We are an “emerging growth company” under applicable federal securities laws and as such, we have elected to comply with certain reduced public company reporting requirements for the Prospectus and future filings.

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY READ AND CONSIDER THE “RISK FACTORS” BEGINNING ON PAGE 14 OF THE PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 2 is February 1, 2022.

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): January 31, 2022

STRAN & COMPANY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-41038
(Commission File Number)

04-3297200
(IRS Employer
Identification No.)

2 Heritage Drive, Suite 600, Quincy, MA
(Address of principal executive offices)

02171
(Zip Code)

800-833-3309
(Registrant’s telephone number, including area code)

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

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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	STRN	The NASDAQ Stock Market LLC
Warrants, each warrant exercisable for one share of Common Stock at an exercise price of \$4.81375	STRNW	The NASDAQ Stock Market LLC

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

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.

Amendment to Asset Purchase Agreement and Closing

As previously disclosed in its Current Report on Form 8-K filed on January 26, 2022 (the "Prior Form 8-K"), on January 21, 2022, Stran & Company, Inc. (the "Company") entered into an Asset Purchase Agreement (the "Purchase Agreement") with G.A.P. Promotions, LLC, a Massachusetts limited liability company (the "Seller"), Gayle Piraino ("Piraino") and Stephen Piraino (together with Piraino, the "Members"), pursuant to which the Company agreed to acquire substantially all of the assets of the Seller used in the Seller's branding, marketing and promotional products and services business, for an aggregate purchase price of (a) \$500,000 in cash, subject to adjustment as set forth in the Purchase Agreement (the "Closing Cash Payment"); (b) a certain amount of restricted shares of the Company's common stock; (c) installment payments equal to (i) \$180,000 on the first anniversary of the date of the consummation of the transactions contemplated by the Purchase Agreement (the "Closing Date") and (ii) \$300,000 on the second anniversary of the Closing Date; (d) an amount equal to the amount paid by the Seller (at cost) for all of the Seller's Inventory (as defined in the Purchase Agreement) that is on hand as of the Closing Date; and (e) the Earn Out Payments, as defined in the Prior Form 8-K (the "Acquisition").

On January 31, 2022, the Company, the Seller and the Members entered into Amendment No. 1 to the Asset Purchase Agreement (the "Amendment") to amend certain terms of the Purchase Agreement. Following entry into the Amendment, closing of the Acquisition was completed on the same day.

Pursuant to the Amendment, the number of the Buyer Shares was changed to be the number of restricted shares of the Company's common stock in an amount equal to the quotient of \$100,000 divided by the closing price of the Company's common stock at the close of the last trading date prior to the date of the Amendment. As previously agreed under the Purchase Agreement, the Buyer Shares will be issued under a separate restricted stock grant agreement and will vest over a one (1) year period (1/4 per quarter) beginning the first quarter after the Closing Date. The Buyer Shares will be issued according to applicable regulatory and compliance requirements. The Buyer Shares will be restricted securities (as defined in Rule 144 under the Securities Act of 1933, as amended) and carry no registration rights that require or permit the filing of any registration statement in connection with their issuance.

The foregoing summary of the terms and conditions of the Purchase Agreement and the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the agreements attached hereto as Exhibits 2.1 and 2.2, which are incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth under Item 1.01 is incorporated by reference into this Item 2.01.

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Item 8.01 Other Events.

On February 1, 2022, the Company issued a press release announcing the closing of the Acquisition. A copy of the press release is attached to this report as Exhibit 99.1. The press release furnished in this report as Exhibit 99.1 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
2.1	Asset Purchase Agreement, dated as of January 21, 2022, by and among Stran & Company, Inc., G.A.P. Promotions, LLC, and Gayle Piraino and Stephen Piraino (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on January 26, 2022)
2.2	Amendment No. 1 to Asset Purchase Agreement, dated as of January 31, 2022, by and among Stran & Company, Inc., G.A.P. Promotions, LLC, and Gayle Piraino and Stephen Piraino
99.1	Press Release dated February 1, 2022

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.

Date: February 1, 2022

STRAN & COMPANY, INC.

/s/ Andrew Shape

Name: Andrew Shape

Title: Chief Executive Officer