

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTERNATIONAL MONEY EXPRESS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

47-4219082
(I.R.S. Employer Identification No.)

9480 South Dixie Highway
Miami, Florida 33156
(305) 671-8000
(Address of Registrant's Principal Executive Offices)

International Money Express, Inc. 2018
Omnibus Equity Compensation Plan
(Full Title of the Plan)

Robert Lisy
Chief Executive Officer and President
International Money Express, Inc.
9480 South Dixie Highway
Miami, Florida 33156
(305) 671-8000
*(Name, Address, and Telephone Number,
Including Area Code, of Agent For Service)*

COPIES TO:
Richard A. Denmon, Esq.
Carlton Fields, P.A.
4221 West Boy Scout Boulevard
Tampa, Florida 33607
(813) 223-7000

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," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount To Be Registered (1)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of registration fee
Common Stock \$0.0001 par value	3,371,389 shares	(3)	\$ 36,098,222(3)	\$ 4,375.11(3)

- (1) This Registration Statement registers 3,371,389 shares of common stock available for awards under the 2018 Omnibus Equity Compensation Plan (the "2018 Omnibus Plan"). As of the date of this Registration Statement, awards to purchase or acquire shares of Common Stock being registered pursuant to this Registration Statement are currently outstanding ("Outstanding Awards"), but no shares have yet been issued pursuant to such awards.
- (2) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended ("Securities Act"), this registration statement also covers any additional shares of the Registrant's common stock that may become issuable pursuant to the anti-dilution provisions of the 2018 Omnibus Plan. No additional registration fee is included for these shares.

- (3) Estimated solely for purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h)(1) promulgated under the Securities Act on the basis of the following: (a) with respect to the Outstanding Awards that are stock options, on the weighted average per share exercise price of such options equal to \$9.99 (resulting in an \$27,749,413 aggregate exercise price), (b) with respect to the Outstanding Awards that are restricted stock units ("RSUs"), on the per share average of the high (\$9.995) and low (\$9.65) prices of the Registrant's common stock on the date of grant (July 26, 2018) as reported on the applicable stock exchange when issued (resulting in an aggregate market price of \$208,129), and (c) with respect to the 572,481 additional shares registered hereby, \$8,140,680 on the basis of the average of the high and low prices of the Registrant's common stock (\$0.0001 par value per share) as reported on the Nasdaq Capital Market on August 16, 2019.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 is omitted from this Registration Statement in accordance with the instructional note to Part I of Form S-8 and the provisions of Rule 424 under the Securities Act of 1933, as amended (the "Securities Act"). The documents containing the information required by Part I will be delivered to the participants in the plan covered by this Registration Statement as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been previously filed by the Registrant with the Commission, are hereby incorporated by reference into this Registration Statement as of their respective dates:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed on [March 22, 2019](#) (File No. 001-37986);
2. The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2019, filed on [May 15, 2019](#) and for the fiscal quarter ended June 30, 2019 filed on [August 12, 2019](#) (File No. 001-37986);
3. The Registrant's Current Reports on Form 8-K filed on [March 28, 2019](#), [April 30, 2019](#), [June 28, 2019](#) and [July 30, 2019](#) (other than information furnished pursuant to Item 2.02 or 7.01 and any related exhibit of any Form 8-K, unless expressly stated otherwise therein) (File No. 001-37986); and
4. The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed on [January 18, 2017](#) (File No. 001-37986) pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information furnished pursuant to Item 2.02 or Item 7.01, and any related exhibits of any Current Report on Form 8-K or Form 8-K/A, unless expressly stated otherwise therein), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregister all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification may be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; that indemnification or advancement of expenses provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and empowers the corporation to purchase and maintain insurance on behalf of a director, officer, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Reference is also made to Section 102(b)(7) of the DGCL, which enables a corporation in its certificate of incorporation to eliminate or limit the personal liability of a director for monetary damages for violations of a director's fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which the director derived an improper personal benefit. Pursuant to Delaware law, this includes elimination of liability for monetary damages for breach of the directors' fiduciary duty of care to the Registrant and its stockholders. However, our directors may be personally liable for liability:

- for any breach of duty of loyalty to us or to our stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- for unlawful payment of dividends or unlawful stock repurchases or redemptions; or
- for any transaction from which the director derived an improper personal benefit.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

**Exhibit
Number**

Description of Exhibits

4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, dated July 26, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.2	Second Amended and Restated Bylaws of the Registrant, effective as of July 26, 2018 (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.3	International Money Express, Inc. 2018 Omnibus Equity Compensation Plan (incorporated by reference to Exhibit 10.3(a) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.4	Form of Director RSU Agreement (incorporated by reference to Exhibit 10.3(b) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.5	Form of Incentive Stock Option Award (incorporated by reference to Exhibit 10.4(a) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.6	Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.4(b) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.7	Form of Restricted Stock Award (Non-executive) (incorporated by reference to Exhibit 10.4(c) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).

4.8	Form of Restricted Stock Award (Director) (incorporated by reference to Exhibit 10.4(d) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.9	Form of Restricted Stock Award (Executive Officer) (incorporated by reference to Exhibit 10.4(e) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
4.10	Form of Nonqualified Stock Option Agreement (Robert Lisy) (incorporated by reference to Exhibit 10.4(f) to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018 (File No. 333-226948)).
5.1*	Opinion of Carlton Fields, P.A. regarding the legality of the securities being registered.
23.1*	Consent of BDO USA LLP.
23.2	Consent of Carlton Fields, P.A. (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page hereto).

* Exhibit filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on August 21, 2019.

International Money Express, Inc.

By: /s/ Robert Lisy

Robert Lisy
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Robert Lisy and Tony Lauro II and each or any one of them, his or her true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date(s) indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Lisy</u> Robert Lisy	Chief Executive Officer, President and Chairman of the board of directors (principal executive officer)	August 21, 2019
<u>/s/ Tony Lauro II</u> Tony Lauro II	Chief Financial Officer (principal financial and accounting officer)	August 21, 2019
<u>/s/ Adam Godfrey</u> Adam Godfrey	Director	August 21, 2019

<hr/> <i>/s/ Kurt Holstein</i> Kurt Holstein	Director	August 21, 2019
<hr/> <i>/s/ Robert Jahn</i> Robert Jahn	Director	August 21, 2019
<hr/> <i>/s/ Stephen Paul</i> Stephen Paul	Director	August 21, 2019
<hr/> <i>/s/ Michael Purcell</i> Michael Purcell	Director	August 21, 2019
<hr/> <i>/s/ John Rincon</i> John Rincon	Director	August 21, 2019
<hr/> <i>/s/ Justin Wender</i> Justin Wender	Director	August 21, 2019
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INDEX TO EXHIBITS

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5.1*	Opinion of Carlton Fields, P.A. regarding the legality of the securities being registered.

[23.1*](#) Consent of BDO USA LLP.

[23.2](#) Consent of Carlton Fields, P.A. (included in Exhibit 5.1).

[24.1](#) Power of Attorney (included in the signature page hereto).

* Exhibit filed herewith.



ATTORNEYS AT LAW

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Atlanta
Florham Park
Hartford
Los Angeles
Miami
New York
Orlando
Tallahassee
Tampa
Washington, DC
West Palm Beach

August 21, 2019

International Money Express, Inc.
9480 South Dixie Highway
Miami, Florida 33156

**Re: International Money Express, Inc.
Registration Statement on Form S-8**

Gentlemen:

We have acted as counsel to International Money Express, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form S-8 (the "Registration Statement") with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the registration of 3,371,389 shares of the Company's common shares, \$0.0001 par value per share (the "Shares"), to be issued by the Company under the International Money Express, Inc. 2018 Omnibus Equity Compensation Plan (the "Plan"), adopted on July 26, 2018. The Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, stock units, performance shares, dividend equivalents and other stock-based awards (each such grant being called an "Award") to employees and directors of the Company and its subsidiaries with respect to an aggregate of 3,371,389 Shares.

This opinion is being furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), promulgated under the Securities Act, in connection with the Registration Statement.

In rendering this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, instruments, certificates or comparable documents of public officials and of officers and representatives of the Company, and other instruments as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed, including without limitation, the following: (a) the Plan; (b) the Second Amended and Restated Certificate of Incorporation of the Company; (c) the Second Amended and Restated Bylaws of the Company; (d) certain resolutions adopted by the Board of Directors of the Company relating to approval of the Plan, the reservation of Shares for issuance thereunder, and related matters; (e) the proxy statement/prospectus for special meeting in lieu of 2018 annual meeting of stockholders as filed with the Commission on June 27, 2018, and mailed to the stockholders of the Company in connection with a special meeting of stockholders (the "Special Meeting") relating to, among other things, the approval and adoption of the Plan; (f) the minutes of the Special Meeting relating to, among other things, the approval and adoption of the Plan by the Company's stockholders at the Special Meeting; and (g) the Registration Statement.

Carlton Fields, P.A.

Carlton Fields, P.A. practices law in California through Carlton Fields, LLP.

The opinions set forth below are subject to the following assumptions and qualifications, which are in addition to any other qualifications contained in this letter:

A. We have assumed without independent verification the genuineness of all signatures on all documents, the legal capacity of all natural persons executing such documents, the accuracy and completeness of all documents submitted to us, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all copies submitted to us as certified, conformed, or photostatic (including telecopies and electronic files).

B. We have assumed without independent verification that all agreements and instruments executed by parties other than the Company are the valid, binding and enforceable obligations of such parties and that the individuals signing on behalf of such parties have been duly authorized to execute and deliver such agreements and instruments.

C. We have assumed without independent verification that, with respect to any meetings of the Board or any committees thereof that we have examined, due notice of the meetings was given or waived, the minutes accurately and completely reflect all actions taken at the meetings and a quorum was present and acting throughout the meetings.

D. We have assumed without independent verification the accuracy, completeness and authenticity of all corporate records made available to us by the Company and statements and representations of fact on which we are relying.

E. The opinions provided herein are based on existing laws, ordinances, rules, regulations, court and administrative decisions as they have been interpreted, and we can give no assurance that our opinions would not be different after any change in the foregoing occurring after the date hereof.

F. We express no opinion as to the effect or application of any laws or regulations other than the general corporation law of the State of Delaware.

In rendering this opinion, we have assumed that each agreement setting forth the terms of an Award granted under the Plan will be consistent with the Plan and will be duly authorized and validly executed and delivered by the parties thereto, that the consideration payable or recorded by the Company for the Shares will be an amount determined by the Board to be adequate and, upon the exercise of such Award, the consideration, if any, payable as stated therein will have been fully paid to the Company prior to the issuance of any Shares under such Award.

Based on the foregoing and in reliance thereon, we are of the opinion that the Shares have been duly authorized for issuance by the Company and, when such Shares are issued upon the exercise of an Award granted pursuant to the actions of the committee administering the Plan and under the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

This letter does not address any matters other than those expressly addressed herein. This letter is given for your sole benefit and use. No one else is entitled to rely hereupon. This letter speaks only as of the date hereof. We undertake no responsibility to update or supplement it after such date.

We hereby consent to your filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption Legal Matters in the Prospectus (which is made part of the Registration Statement). By giving such consent we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission thereunder

Very truly yours,

CARLTON FIELDS, P.A.

By: /s/ Richard A. Denmon
Richard A. Denmon

Consent of Independent Registered Public Accounting Firm

International Money Express, Inc.
Miami, Florida

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 22, 2019, relating to the consolidated financial statements of International Money Express, Inc., appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP
Miami, Florida
August 21, 2019
