
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): December 12, 2018

INTERNATIONAL MONEY EXPRESS, INC.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37986
(Commission
File Number)

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

9480 South Dixie Highway, Miami, Florida
(Address of Principal Executive Offices)

33156
(Zip Code)

Registrant's telephone number, including area code: **(305) 671-8000**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Shareholders Agreement

On December 12, 2018, International Money Express, Inc. (the “Company”) entered into a Shareholders Agreement Amendment (the “SHA Amendment”) which amended the Shareholders Agreement, dated as of July 26, 2018, to remove Cohen and Company LLC as a Voting Party (as defined in the Shareholders Agreement), which will reduce the aggregate number of shares of common stock, par value \$0.0001 per share, of the Company subject to the Shareholders Agreement from 21,249,153 shares to 21,169,153 shares. A copy of the SHA Amendment is attached as Exhibit 4.1, and is incorporated by reference herein.

Item 9.01. Exhibits.

Exhibit No.	Description
4.1	<u>Shareholders Agreement Amendment, dated as of December 12, 2018, by and among FinTech Investor Holdings II, LLC, the Company and SPC Intermex Representative LLC.</u>

SIGNATURE

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.

INTERNATIONAL MONEY EXPRESS, INC.

Dated: December 14, 2018

By: /s/ Tony Lauro II

Name: Tony Lauro II

Title: Chief Financial Officer

SHAREHOLDERS AGREEMENT AMENDMENT

This Shareholders Agreement Amendment (the "Amendment") is made and entered into effective as of December 12, 2018, by and among International Money Express, Inc. (the "Company"), SPC Intermex Representative LLC ("Intermex Representative"), and FinTech Investor Holdings II, LLC (the "Sponsor").

WHEREAS, the Company, Intermex Representative, the Sponsor, Cohen and Company LLC (the "Requesting Shareholder") and certain other stockholders of the Company have entered into that certain Shareholders Agreement, dated as of July 26, 2018 (the "Shareholders Agreement"). Capitalized terms used but not defined in this Amendment shall have the meanings given to them in the Shareholders Agreement;

WHEREAS, the Requesting Shareholder wishes to no longer be a party to the Shareholders Agreement; and

WHEREAS, the Company, Intermex Representative and the Sponsor are willing to amend the Shareholders Agreement to remove the Requesting Shareholder as a Voting Party thereunder.

NOW THEREFORE, the parties agree as follows:

1. Amendment. In accordance with the provisions of Section 16 of the Shareholders Agreement, the Company, Intermex Representative and the Sponsor hereby amend the Shareholders Agreement to remove the Requesting Shareholder as a party thereto, and from and after the date hereof, the Requesting Shareholder shall no longer be a Voting Party under the Shareholders Agreement. In connection therewith, Annex A to the Shareholders Agreement is hereby amended to delete the Requesting Shareholder, and the 80,000 Voting Shares held by the Requesting Shareholder, therefrom.
2. Counterparts. This Amendment may be executed in two or more counterparts, and by facsimile or other electronic means, all of which shall be deemed an original and all of which together shall constitute one instrument.
3. No Other Changes. Except as specifically set forth in this Amendment, the terms and provisions of the Shareholders Agreement remain in full force and effect. Nothing in this Amendment shall, or shall be construed as, waiving, amending or otherwise modifying any of the Other Agreements or the terms thereof.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

FINTECH INVESTOR HOLDINGS II, LLC

By: /s/ Amanda Abrams

Name: Amanda Abrams

Title: Manager

INTERNATIONAL MONEY EXPRESS, INC.

By: /s/ Tony Lauro II

Name: Tony Lauro II

Title: Chief Financial Officer

SPC INTERMEX REPRESENTATIVE LLC

By: /s/ Adam Godfrey

Name: Adam Godfrey

Title: Authorized Signatory

By: /s/ Justin Wender

Name: Justin Wender

Title: Authorized Signatory