

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-37986

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**

(Address of Principal Executive Offices)

33156

(Zip Code)

(305) 671-8000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

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 (\$0.0001 par value)	IMXI	Nasdaq Capital Market

As of May 8, 2019 there were 37,974,976 shares of the registrant's common stock, \$0.0001 par value per share, outstanding. The registrant has no other class of common stock outstanding.

INTERNATIONAL MONEY EXPRESS, INC.
INDEX TO FINANCIAL STATEMENTS

	Page
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	3
PART I - FINANCIAL INFORMATION	
Item 1. Financial Statements (Unaudited)	4
Condensed Consolidated Balance Sheets as of March 31, 2019 and December 31, 2018	4
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) for the Three Months Ended March 31, 2019 and 2018	5
Condensed Consolidated Statement of Changes in Stockholders' Equity for the Three Months Ended March 31, 2019 and 2018	6
Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2019 and 2018	7
Notes to Condensed Consolidated Financial Statements (unaudited)	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	20
Item 3. Quantitative and Qualitative Disclosures about Market Risk	31
Item 4. Controls and Procedures	32
PART II - OTHER INFORMATION	
Item 1. Legal Proceedings	33
Item 1A. Risk Factors	33
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	33
Item 3. Defaults Upon Senior Securities	33
Item 4. Mine Safety Disclosures	33
Item 5. Other Information	33
Item 6. Exhibits	33
SIGNATURES	35

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this Quarterly Report on Form 10-Q that reflect our current views with respect to future events and financial performance, business strategies, expectations for our business and the business of the Company and any other statements of a future or forward-looking nature, constitute “forward-looking statements” for the purposes of federal securities laws. Our forward-looking statements include, but are not limited to, statements regarding our or our management’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would,” “will,” “approximately,” “shall” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this Quarterly Report on Form 10-Q may include, for example, the future financial performance of the Company.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on our current expectations and beliefs concerning future developments and their potential effects on us. We cannot assure you that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Some factors that could cause actual results to differ include, but are not limited to:

- the ability to maintain the listing of our common stock on Nasdaq;
- the ability to recognize the anticipated benefits of the Merger, which may be affected by, among other things, competition, and the ability of the combined business to grow and manage growth profitably;
- changes in applicable laws or regulations;
- the possibility that we may be adversely affected by other economic, business and/or competitive factors;
- factors relating to our business, operations and financial performance, including:
 - competition in the markets in which we operate;
 - our ability to maintain agent relationships on terms consistent with those currently in place;
 - our ability to maintain banking relationships necessary for us to conduct our business;
 - credit risks from our agents and the financial institutions with which we do business;
 - bank failures, sustained financial illiquidity, or illiquidity at our clearing, cash management or custodial financial institutions;
 - our ability to meet our debt obligations and remain in compliance with our credit facility requirements;
 - new technology or competitors that disrupt the current ecosystem;
 - cyber-attacks or disruptions to our information technology, computer network systems and data centers;
 - our success in developing and introducing new products, services and infrastructure;
 - customer confidence in our brand and in consumer money transfers generally;
 - our ability to maintain compliance with the regulatory requirements of the jurisdictions in which we operate or plan to operate;
 - international political factors or implementation of tariffs, border taxes or restrictions on remittances or transfers of money out of the United States;
 - changes in tax laws and unfavorable outcomes of tax positions we take;
 - political instability, currency restrictions and devaluation in countries in which we operate or plan to operate;
 - weakness in U.S. or international economic conditions;
 - change or disruption in international migration patterns;
 - our ability to protect our brand and intellectual property rights;
 - our ability to retain key personnel;
 - changes in foreign exchange rates could impact consumer remittance activity; and
- other economic, business and/or competitive factors, risks and uncertainties, including those described in the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

PART 1 – FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

INTERNATIONAL MONEY EXPRESS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except for share data, unaudited)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash	\$ 84,739	\$ 73,029
Accounts receivable, net of allowance of \$621 and \$842, respectively	86,664	35,795
Prepaid wires	7,293	26,655
Other prepaid expenses and current assets	2,050	3,171
Total current assets	<u>180,746</u>	<u>138,650</u>
Property and equipment, net	10,727	10,393
Goodwill	36,260	36,260
Intangible assets, net	34,310	36,395
Deferred tax asset, net	2,817	2,267
Other assets	2,193	1,874
Total assets	<u>\$ 267,053</u>	<u>\$ 225,839</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt, net	\$ 4,498	\$ 3,936
Accounts payable	14,234	11,438
Wire transfers and money orders payable	86,995	36,311
Accrued and other liabilities	17,298	16,355
Total current liabilities	<u>123,025</u>	<u>68,040</u>
Long term liabilities:		
Debt, net	<u>96,780</u>	<u>113,326</u>
Total long term liabilities	96,780	113,326
Commitments and Contingencies, see Note 13		
Stockholders' equity:		
Common stock \$0.0001 par value; 230,000,000 shares authorized, 36,182,783 shares issued and outstanding as of March 31, 2019 and December 31, 2018	4	4
Additional paid-in capital	62,515	61,889
Accumulated deficit	(15,277)	(17,418)
Accumulated other comprehensive income (loss)	6	(2)
Total stockholders' equity	<u>47,248</u>	<u>44,473</u>
Total liabilities and stockholders' equity	<u>\$ 267,053</u>	<u>\$ 225,839</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERNATIONAL MONEY EXPRESS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
(in thousands, except for share data, unaudited)

	Three Months Ended March 31,	
	2019	2018
Revenues:		
Wire transfer and money order fees	\$ 58,451	\$ 47,854
Foreign exchange	9,402	7,731
Other income	496	371
Total revenues	<u>68,349</u>	<u>55,956</u>
Operating expenses:		
Service charges from agents and banks	45,569	37,937
Salaries and benefits	7,597	6,223
Other selling, general and administrative expenses	5,723	4,009
Transaction costs	-	1,461
Depreciation and amortization	3,152	3,789
Total operating expenses	<u>62,041</u>	<u>53,419</u>
Operating income	6,308	2,537
Interest expense	2,071	3,284
Income (loss) before income taxes	4,237	(747)
Income tax provision (benefit)	<u>1,081</u>	<u>(207)</u>
Net income (loss)	3,156	(540)
Other comprehensive income	<u>8</u>	<u>21</u>
Comprehensive income (loss)	<u>\$ 3,164</u>	<u>\$ (519)</u>
Income (loss) per common share:		
Basic and diluted	\$ 0.09	\$ (0.03)
Weighted-average common shares outstanding:		
Basic	36,182,783	17,227,682
Diluted	36,195,463	17,227,682

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERNATIONAL MONEY EXPRESS, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except for share data, unaudited)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2017	17,227,682	\$ 2	\$ 46,076	\$ (10,174)	\$ (2)	\$ 35,902
Net loss	-	-	-	(540)	-	(540)
Share-based compensation	-	-	228	-	-	228
Adjustment from foreign currency translation, net	-	-	-	-	21	21
Balance, March 31, 2018	<u>17,227,682</u>	<u>\$ 2</u>	<u>\$ 46,304</u>	<u>\$ (10,714)</u>	<u>\$ 19</u>	<u>\$ 35,611</u>

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2018	36,182,783	\$ 4	\$ 61,889	\$ (17,418)	\$ (2)	\$ 44,473
Adoption of new accounting pronouncement (See Note 3)	-	-	-	(1,015)	-	(1,015)
Net income	-	-	-	3,156	-	3,156
Share-based compensation	-	-	626	-	-	626
Adjustment from foreign currency translation, net	-	-	-	-	8	8
Balance, March 31, 2019	<u>36,182,783</u>	<u>\$ 4</u>	<u>\$ 62,515</u>	<u>\$ (15,277)</u>	<u>\$ 6</u>	<u>\$ 47,248</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERNATIONAL MONEY EXPRESS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands, unaudited)

	<u>Three Months Ended March 31,</u>	
	<u>2019</u>	<u>2018</u>
Cash flows from operating activities:		
Net income (loss)	\$ 3,156	\$ (540)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	3,152	3,789
Share-based compensation	626	228
Provision for bad debt	360	43
Debt origination costs amortization	175	231
Deferred taxes	(213)	(250)
Loss on disposal of property and equipment	51	42
Total adjustments	<u>4,151</u>	<u>4,083</u>
Changes in operating assets and liabilities:		
Accounts receivable	(51,223)	10,397
Prepaid wires	19,494	(4,236)
Other prepaid expenses and assets	769	(356)
Wire transfers and money orders payables	50,505	4,977
Accounts payable and accrued and other liabilities	<u>2,363</u>	<u>3,720</u>
Net cash provided by operating activities	29,215	18,045
Cash flows from investing activities:		
Purchases of property and equipment	(1,193)	(1,510)
Acquisition of agent locations	(250)	-
Net cash used in investing activities	<u>(1,443)</u>	<u>(1,510)</u>
Cash flows from financing activities:		
Repayments under revolving loan, net	(15,000)	-
Repayment of term loan	<u>(1,125)</u>	<u>(1,213)</u>
Net cash used in financing activities	(16,125)	(1,213)
Effect of exchange rate changes on cash	63	307
Net increase in cash and restricted cash	11,710	15,629
Cash and restricted cash, beginning of the period	<u>73,029</u>	<u>59,795</u>
Cash and restricted cash, end of the period	<u>\$ 84,739</u>	<u>\$ 75,424</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ 2,895</u>	<u>\$ 3,284</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - BUSINESS AND ACCOUNTING POLICIES

On July 26, 2018 (the “Closing Date”), International Money Express, Inc. (formerly FinTech Acquisition Corp. II) consummated the previously announced transaction (the “Merger”) by and among FinTech Acquisition Corp. II, a Delaware corporation (“FinTech”), FinTech II Merger Sub Inc., a wholly-owned subsidiary of FinTech (“Merger Sub 1”), FinTech II Merger Sub 2 LLC, a wholly-owned subsidiary of FinTech (“Merger Sub 2”), Intermex Holdings II, Inc. (“Intermex”) and SPC Intermex Representative LLC (“SPC Intermex”)(See Note 2). As a result of the Merger, the separate corporate existence of Intermex ceased and Merger Sub 2 (which changed its name to International Money Express Sub 2, LLC in connection with the closing of the Merger) continued as the surviving entity. In connection with the closing of the Merger, FinTech changed its name to International Money Express, Inc. (the “Company”). Unless the context below otherwise provides, the “Company” refers to the combined company following the Merger and, together with their respective subsidiaries, “FinTech” refers to the registrant prior to the closing of the Merger and “Intermex” refers to Intermex Holdings II, Inc. prior to the closing of Merger.

The Merger was accounted for as a reverse recapitalization where FinTech was treated as the “acquired” company for financial reporting purposes. This determination was primarily based on the facts that following the Merger, the former stockholders of Intermex control the majority of the voting rights in respect of the board of directors of the Company, Intermex comprising the ongoing operations of the Company and Intermex’s senior management comprising the senior management of the Company. Accordingly, the Merger was treated as the equivalent of Intermex issuing stock for the net assets of FinTech, accompanied by a recapitalization. The net assets of FinTech were stated at historical cost, with no goodwill or other intangible assets resulting from the Merger. The consolidated assets, liabilities and results of operations prior to the Closing Date of the Merger are those of Intermex, and FinTech’s assets, liabilities and results of operations are consolidated with Intermex beginning on the Closing Date. The shares and corresponding capital amounts included in common stock and additional paid-in capital, pre-merger, have been retroactively restated as shares reflecting the exchange ratio in the Merger. The historical financial information and operating results of FinTech prior to the Merger have not been separately presented in these condensed consolidated financial statements as they were not significant or meaningful.

The Company operates as a money transmitter, primarily between the United States of America (“U.S.”) and Mexico, Guatemala and other countries in Latin America through a network of authorized agents located in various unaffiliated retail establishments throughout the U.S.

The condensed consolidated financial statements of the Company include Intermex, its wholly-owned indirect subsidiary, Intermex Wire Transfer, LLC (“LLC”), Intermex Wire Transfers de Guatemala, S.A. (“Intermex Guatemala”) - 99.8% owned by LLC, Intermex Wire Transfer de Mexico, S.A. and Intermex Transfers de Mexico, S.A. (“Intermex Mexico”) - 98% owned by LLC, Intermex Wire Transfer Corp. - 100% owned by LLC and Intermex Wire Transfer II, LLC - 100% owned by LLC. Non-controlling interest in the results of operations of consolidated subsidiaries represents the minority stockholders’ share of the profit or (loss) of Intermex Mexico and Intermex Guatemala. The non-controlling interest asset and non-controlling interest in the portion of the profit or (loss) from operations of these subsidiaries were not recorded by the Company as they are considered immaterial.

The condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). All significant inter-company balances and transactions have been eliminated from the condensed consolidated financial statements.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company's interim condensed consolidated financial statements and related notes are unaudited. In the opinion of management, all adjustments (including normal recurring adjustments) and disclosures necessary for a fair presentation of these interim statements have been included. The results reported in these interim financial statements are not necessarily indicative of the results that may be reported for the entire year. Certain information and footnote disclosures required by GAAP have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") issued guidance, *Revenue from Contracts with Customers*, which amended the existing accounting standards for revenue recognition. Refer to Note 3 for additional discussion on the adoption of this standard on January 1, 2019.

The FASB issued guidance, *Leases*, to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous accounting rules. The guidance requires that a lessee recognize a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term on the balance sheet. This guidance is required to be adopted by the Company beginning in the first quarter of 2020 and must be applied using a modified retrospective approach. The Company is currently evaluating the impact this guidance will have on the consolidated financial statements.

The FASB issued amended guidance, *Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*, which clarifies how certain cash receipts and cash payments are presented and classified in the condensed consolidated statements of cash flows. The amendments are aimed at reducing the existing diversity in practice. The Company adopted this guidance in the first quarter of 2019 applying a retrospective approach for each period presented. The adoption of this guidance did not have a material impact on the condensed consolidated financial statements.

The FASB issued amended guidance, *Intangibles – Goodwill and other (Topic 350): Simplifying the Test for Goodwill Impairment*. The amended standard simplifies how an entity tests goodwill by eliminating Step 2 of the goodwill impairment test related to measuring an impairment charge. Instead, impairment will be recorded for the amount that the carrying amount of a reporting unit exceeds its fair value. This new guidance is effective for the Company beginning in the first quarter of 2021. The adoption of this guidance is not expected to have a material impact on the consolidated financial statements.

The FASB issued guidance, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, regarding the measurement of credit losses for certain financial instruments. The new standard replaces the incurred loss model with a current expected credit loss ("CECL") model. The CECL model is based on historical experience, adjusted for current conditions and reasonable and supportable forecasts. The Company is required to adopt the new standard beginning in the first quarter of 2022. The Company is currently evaluating the impact this guidance will have on the consolidated financial statements.

Reclassifications

Certain reclassifications have been made to prior-year amounts in the consolidated statements of operations and comprehensive income (loss) to conform to current-year reporting presentation. These reclassifications had no impact on net income (loss), comprehensive income (loss) or stockholders' equity.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 2 – FINTECH MERGER

FinTech Merger

As discussed in Note 1, on July 26, 2018, Intermex and FinTech consummated the Merger, which was accounted for as a reverse recapitalization. Immediately prior to the Merger, FinTech's shareholders exercised their right to redeem certain of their outstanding shares for cash, resulting in the redemption of 4.9 million shares of FinTech for gross redemption payments of \$49.8 million. Subsequent to this redemption, there were 18.9 million outstanding shares. The aggregate consideration paid in the Merger by FinTech to the Intermex shareholders consisted of approximately (i) \$102.0 million in cash and (ii) 17.2 million shares of FinTech common stock. In accounting for the reverse recapitalization, the net cash proceeds received in the third quarter of 2018 from FinTech amounted to \$5.0 thousand as shown in the table below (in thousands):

Cash balance available to Intermex prior to the consummation of the Merger	\$ 110,726
Less:	
Intermex Merger costs paid from acquisition proceeds at closing	(9,062)
Cash consideration to Intermex shareholders	(101,659)
Net cash proceeds from reverse recapitalization	<u>\$ 5</u>
Cash balance available to Intermex prior to the consummation of the Merger	\$ 110,726
Less:	
Cash consideration to Intermex shareholders	(101,659)
Other FinTech assets acquired and liabilities assumed in the Merger:	
Prepaid expenses	76
Accrued liabilities	(136)
Deferred tax assets	982
Net equity infusion from FinTech	<u>\$ 9,989</u>

Cash consideration to Intermex shareholders includes the payout of all vested Incentive Units issued to employees of the Company as discussed in Note 10.

After the completion of the Merger on July 26, 2018, there were 36.2 million shares of International Money Express, Inc. common stock outstanding, warrants to purchase 9 million shares of common stock and 3.4 million shares reserved for issuance under the International Money Express, Inc. 2018 Omnibus Equity Compensation Plan (See Note 10).

Transaction Costs

Direct costs related to the Merger were expensed as incurred and included as "transaction costs" in the condensed consolidated statement of operations and comprehensive income (loss). Transaction costs included all internal and external costs directly related to the Merger, consisting primarily of legal, consulting, accounting, advisory and financing fees and certain incentive bonuses directly related to the Merger. Transaction costs for the three months ended March 31, 2018 amounted to \$1.5 million.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 3 – REVENUE RECOGNITION STANDARD

On January 1, 2019, the Company adopted the new accounting standard, *Revenue from Contracts with Customers*, as amended, which modified the existing accounting standards for revenue recognition. The guidance establishes that an entity should recognize revenue to depict the transfer of promised goods or services, that is, the satisfaction of performance obligations, to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance establishes a five-step model to determine when revenue recognition is appropriate. The Company adopted the guidance using the modified retrospective approach recording the cumulative effect of initially applying the new guidance as an adjustment to the opening balance of accumulated deficit in the condensed consolidated balance sheet, amounting to \$1.0 million, net of tax, with a corresponding increase to deferred revenue liability, included within accrued and other liabilities in the condensed consolidated balance sheet. In accordance with the modified retrospective approach, the comparative information has not been restated and continues to be reported under the accounting standards in effect for that period. The adoption of the new revenue standard is not expected to have a material impact to the Company's revenues or net income on an ongoing basis.

For the three months ended March 31, 2019, the Company recognized \$67.9 million in revenues from contracts with customers. There are no significant initial costs incurred to obtain contracts with customers. However, the Company's loyalty program provides that for each money transfer completed customers earn points, which can be redeemed at a later time under the terms of the loyalty program. Therefore, a portion of the initial consideration is recorded as deferred revenue. Prior to the implementation of the standard, the Company used the incremental cost method to account for the loyalty program; therefore, a liability for the cost associated with the company's future obligation to its customers was created and the loyalty program expense was recorded within Service charges from agents and banks in the consolidated statements of operations and comprehensive income (loss). Under the new guidance, loyalty program expense is recorded as contra revenue. The loyalty program reserve balance as of January 1, 2019 of \$0.6 million was credited to accumulated deficit as this became part of the beginning balance of the new deferred revenue liability.

Based on our assessment of the new standard, except for the loyalty program discussed above, we have determined that our revenues include only one performance obligation, which is to collect the consumer's money and make funds available for payment, generally on the same day, to a designated recipient in the currency requested.

The Company also offers several other services, including money orders and check cashing, for which revenue is derived by a fee per transaction. For the significant majority of the Company's revenues, the Company acts as the principal in transactions and reports revenue on a gross basis, as the Company controls the service at all times prior to transfer to the customer, is primarily responsible for fulfilling the customer contracts, has the risk of loss, and has the ability to establish transaction prices.

NOTE 4 – OTHER PREPAID EXPENSES AND CURRENT ASSETS

Other prepaid expenses and current assets consisted of the following (in thousands):

	March 31, 2019	December 31, 2018
Prepaid insurance	\$ 747	\$ 751
Prepaid fees	647	719
Other prepaid expenses	656	1,701
	<u>\$ 2,050</u>	<u>\$ 3,171</u>

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 5 – GOODWILL AND OTHER INTANGIBLE ASSETS

Intangible assets on the condensed consolidated balance sheets of the Company consist of agent relationships, trade name, developed technology and other intangible assets. Agent relationships, trade name and developed technology are all amortized over 15 years using an accelerated method that correlates with the projected realization of the benefit. Other intangibles primarily relate to the acquisition of certain agent locations, which are amortized straight line over 10 years. The determination of our other intangible fair values includes several assumptions that are subject to various risks and uncertainties. Management believes it has made reasonable estimates and judgments concerning these risks and uncertainties. A change in the conditions, circumstances or strategy of the Company may result in a need to recognize an impairment charge.

The following table presents the changes in goodwill and other intangible assets (in thousands):

	<u>Goodwill</u>	<u>Other Intangibles</u>
Balance at December 31, 2018	\$ 36,260	\$ 36,395
Acquisition of agent locations	-	250
Amortization expense	-	(2,335)
Balance at March 31, 2019	<u>\$ 36,260</u>	<u>\$ 34,310</u>

NOTE 6 – ACCRUED AND OTHER LIABILITIES

Accrued and other liabilities consisted of the following (in thousands):

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Payables to agents	\$ 9,273	\$ 8,972
Accrued compensation	1,603	2,344
Accrued bank charges	995	983
Accrued loyalty program reserve	-	621
Accrued legal fees	327	920
Accrued taxes	1,054	745
Deferred revenue loyalty program liability	2,311	-
Other	1,735	1,770
	<u>\$ 17,298</u>	<u>\$ 16,355</u>

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 7 – DEBT

Debt consisted of the following (in thousands):

	March 31, 2019	December 31, 2018
Revolving credit facility	\$ 15,000	\$ 30,000
Term loan	88,875	90,000
	<u>103,875</u>	<u>120,000</u>
Less: Current portion of long term debt ⁽¹⁾	(4,498)	(3,936)
Less: Debt origination costs	(2,597)	(2,738)
	<u>\$ 96,780</u>	<u>\$ 113,326</u>

⁽¹⁾ Current portion of long-term debt is net of debt origination costs of \$0.6 million at March 31, 2019 and December 31, 2018.

On November 7, 2018 and further amended on December 7, 2018, the Company entered into a new financing agreement (the “Credit Agreement”) with, among others, certain of its domestic subsidiaries as borrowers, certain other domestic subsidiaries and a group of banking institutions. The Credit Agreement provides for a \$35 million revolving credit facility, a \$90 million term loan facility and an up to \$30 million incremental facility. The Credit Agreement also provides for the issuance of letters of credit, which would reduce availability under the revolving credit facility. The proceeds of the Credit Agreement were used to repay existing indebtedness, for working capital purposes and to pay fees and expenses in connection with the transaction. The maturity date of the Credit Agreement is November 7, 2023.

On March 25, 2019, the Company entered into an Increase Joinder No. 1 to the Credit Agreement (the “Increase Joinder”) under which the Company received \$12 million from the incremental facility in the second quarter of 2019. The proceeds of the Increase Joinder will be primarily used to pay for the cash portion of the Tender Offer (see Note 10) during the second quarter of 2019.

Interest on the term loan facility and revolving credit facility under the Credit Agreement is determined by reference to either LIBOR or a “base rate”, in each case plus an applicable margin of 4.50% per annum for LIBOR loans or 3.50% per annum for base rate loans. The Company is also required to pay a fee on the unused portion of the revolving credit facility equal to 0.35% per annum. The effective interest rates as of March 31, 2019 for the term loan and revolving credit facility were 7.72% and 8.78%, respectively.

The principal amount of the term loan facility must be repaid in consecutive quarterly installments of 5.0% in year 1, 7.5% in years 2 and 3, 10.0% in years 4 and 5, in each case on the last day of each quarter, commencing in March 2019 with a final payment at maturity. The loans under the Credit Agreement may be prepaid at any time without payment or penalty.

The Credit Agreement contains covenants that limit the Company’s and its subsidiaries’ ability to, among other things, grant liens, incur additional indebtedness, make acquisitions or investments, dispose of certain assets, make dividends and distributions, change the nature of their businesses, enter into certain transactions with affiliates or amend the terms of material indebtedness.

The Credit Agreement also contains financial covenants which require the Company to maintain a quarterly minimum fixed charge coverage ratio of 1.25:1.00 and a quarterly maximum consolidated leverage ratio of 3.25:1.00.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The obligations under the Credit Agreement are guaranteed by the Company and certain domestic subsidiaries of the Company and secured by liens substantially all of the assets of the loan parties, subject to certain exclusions and limitations.

NOTE 8 – FAIR VALUE MEASUREMENTS

The Company determines fair value in accordance with the provisions of FASB guidance, Fair Value Measurements and Disclosures, which defines fair value as an exit price, representing the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, a three-level fair value hierarchy that prioritizes the inputs used to measure fair value was established. There are three levels of inputs used to measure fair value. Level 1 relates to quoted market prices for identical assets or liabilities. Level 2 relates to observable inputs other than quoted prices included in Level 1. Level 3 relates to unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's non-financial assets measured at fair value on a nonrecurring basis include the goodwill and other intangibles. The Company's cash is representative of fair value as these balances are comprised of deposits available on demand. Accounts receivable, prepaid wires, accounts payable and wire transfers and money orders payable are representative of their fair values because of the short turnover of these items.

The Company's financial instruments that are not measured at fair value on a recurring basis include its revolving credit facility and term loan. The fair value of the term loan, which approximates book value, is estimated by discounting the future cash flows using a current market interest rate. The estimated fair value of the revolving credit facility would approximate face value given the payment schedule and variable interest rate structure.

NOTE 9 – RELATED PARTY TRANSACTIONS

Prior to the Merger, Intermex paid a monthly management fee of \$65 thousand, plus reimbursement of expenses, to a related party for management services, which was included in other selling, general and administrative expenses on the Company's condensed consolidated statements of operations and comprehensive income (loss). There were no amounts payable to or receivable from related parties included in the condensed consolidated balance sheets at March 31, 2019 and December 31, 2018. Upon closing of the Merger on July 26, 2018 (See Note 2), the management fee agreement with the related party was terminated.

NOTE 10 – STOCKHOLDERS' EQUITY AND SHARE-BASED COMPENSATION

After the completion of the Merger on the Closing Date, there were 36.2 million shares of the Company's common stock outstanding and outstanding warrants to purchase approximately 9 million shares of common stock. As of the Closing Date, the former stockholders of Intermex owned approximately 48.3% and the former stockholders of FinTech owned approximately 51.7% of the combined company's outstanding common stock. At March 31, 2019, the Company was authorized to issue 230 million shares of common stock and had 36.2 million shares of common stock issued and outstanding at \$0.0001 par value per common share.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Equity Warrants

Prior to the Merger, FinTech issued 8.8 million public warrants (“Public Warrants”) and 0.2 million private placement warrants (“Placement Warrants”) (combined are referred to as the “Warrants”). The Company assumed the Warrants upon the change of control event. As a result of the Merger, the Warrants issued by FinTech were no longer exercisable for shares of FinTech common stock but instead were exercisable for common stock of the Company. All other features of the Warrants remain unchanged. There are no cash obligations for the Company pertaining to these Warrants, and they are recognized in equity upon any exercise.

Each whole Warrant entitled the holder to purchase one share of the Company’s common stock at a price of \$11.50 per share. The Warrants became exercisable 30 days after the completion of the Merger and expire five years after that date, or earlier upon redemption or liquidation.

On March 28, 2019, the Company announced the commencement of its offer (the “ Tender Offer”) to each holder of the Warrants to purchase shares of common stock of the Company to receive a combination of 0.201 shares of its common stock and \$1.12 in cash, for each Warrant tendered by the holder and exchanged pursuant to the Tender Offer.

On April 29, 2019, the Company entered into Amendment No. 1 (the “Warrant Amendment”) to the Warrant Agreement, dated as of January 19, 2017 (the “Warrant Agreement”). The Warrant Amendment amends the Warrant Agreement to permit the Company to require that each Warrant that is outstanding upon the closing of the Offer to be converted into a combination of 0.181 shares of common stock, par value \$0.0001 per share, of the Company and \$1.00 in cash. The Company intends to exchange all remaining untendered Warrants for the Conversion Consideration in accordance with the terms of the Warrant Agreement, as amended, on or about May 20, 2019. For the three months ended March 31, 2019, the Company incurred in approximately \$513 thousand in professional and legal fees related to the Tender Offer. These expenses were recorded as other selling, general and administrative expenses in the statement of operations and comprehensive income (loss).

International Money Express, Inc. 2018 Omnibus Equity Compensation Plan

In connection with the Merger, the stockholders of FinTech approved the International Money Express, Inc. 2018 Omnibus Equity Compensation Plan (the “2018 Plan”). There are 3.4 million shares reserved for issuance under the 2018 Plan, of which stock options to purchase 2.8 million shares of common stock and restricted stock units in respect of 21.2 thousand shares of common stock were granted to employees and independent directors of the Company in connection with the completion of the transactions at the Closing Date.

The value of each option grant is estimated on the grant date using the Black-Scholes option pricing model. The option pricing model requires the input of highly subjective assumptions, including the grant date fair value of our common stock, expected volatility, expected forfeitures and risk-free interest rates. To determine the grant date fair value of the Company’s common stock, we use the closing market price of our common stock at the grant date. We also use an expected volatility based on the historical volatilities of a group of guideline companies and the “simplified” method for calculating the expected life of our stock options. We have elected to account for forfeitures as they occur. The risk-free interest rates are obtained from publicly available U.S. Treasury yield curve rates.

Share-based compensation is recognized as an expense on a straight-line basis over the requisite service period, which is generally the vesting period. The stock options issued under the 2018 Plan have 10-year terms and vest in four equal annual installments beginning 1 year after the date of the grant. The Company recognized compensation expense for stock options of approximately \$0.6 million for the three months ended March 31, 2019, which is included in salaries and benefits in the condensed consolidated statements of operations and comprehensive income (loss). No stock options were vested during the first quarter of 2019, therefore no stock options were exercisable as of March 31, 2019. The weighted-average grant date fair value for the stock options to purchase 2.8 million shares of common stock granted was \$3.47 per share. As of March 31, 2019, there were 2.8 million non-vested stock options and unrecognized compensation expense of approximately \$8.2 million is expected to be recognized over a weighted-average period of 3.36 years.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

A summary of the stock option activity during the three months ended March 31, 2019 is presented below:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2018	2,881,219	\$ 10.00	9.60	\$ 3.47
Granted	45,000	11.01		3.71
Exercised	-	-		-
Forfeited	(95,000)	9.91		3.43
Expired	-	-		-
Outstanding at March 31, 2019	<u>2,831,219</u>	<u>\$ 10.02</u>	<u>9.36</u>	<u>\$ 3.47</u>

The restricted stock units issued under the 2018 Plan to the Company's independent directors vest on the one-year anniversary from the grant date. The Company recognized compensation expense for restricted stock units of \$53 thousand for the three months ended March 31, 2019, which is included in salaries and benefits in the condensed consolidated statements of operations and comprehensive income (loss). There were no forfeited or vested restricted stock units during the three months ended March 31, 2019. As of March 31, 2019, there was \$70 thousand of unrecognized compensation expense for the restricted stock units.

Incentive Units

Interwire LLC, the former parent company of Internex, issued Class B, C and D incentive units to employees of the Company (collectively "incentive units"). As these units were issued as compensation to the Company's employees, the expense was recorded by the Company. In connection with the Merger, on the Closing Date, all unvested incentive units for Class B, C and D became fully vested and were immediately recognized as share-based compensation expense in the third quarter of 2018. Share-based compensation expense recognized related to these incentive units and included in salaries and benefits in the condensed consolidated statements of operations and comprehensive income (loss), amounted to \$0.2 million for the three months ended March 31, 2018. Subsequent to the Merger, all incentive units ceased to exist.

NOTE 11 – INCOME (LOSS) PER SHARE

Basic income (loss) per share is calculated by dividing net income (loss) for period by the weighted average number of common shares outstanding for the period. In computing dilutive income (loss) per share, basic income (loss) per share is adjusted for the assumed issuance of all applicable potentially dilutive share-based awards, including common stock options, restricted stock and warrants.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Below are basic and diluted net income (loss) per share for the periods indicated (in thousands, except for share data):

	Three Months Ended March 31,	
	2019	2018
Net income (loss) for basic and diluted income (loss) per common share	3,156	(540)
Shares:		
Weighted-average common shares outstanding – basic	36,182,783	17,227,682
Weighted-average common shares outstanding – diluted	36,195,463	17,227,682
Net income (loss) per common share - basic and diluted	\$ 0.09	\$ (0.03)

The computation of diluted income per share above considers the effect of approximately 2.8 million options to purchase shares of the Company's common stock and 9.0 million warrants underlying shares of Company stock within diluted weighted-average shares outstanding for the three month ended March 31, 2019. However, under the treasury stock method their inclusion was anti-dilutive.

NOTE 12 – INCOME TAXES

A reconciliation between the income tax provision (benefit) at the U.S. statutory tax rate and the Company's income tax provision (benefit) on the condensed consolidated statements of operations and comprehensive income (loss) is below:

	Three Months Ended March 31,	
	2019	2018
Income (loss) before income taxes	\$ 4,237	\$ (747)
U.S. statutory tax rate	21%	21%
Income tax expense (benefit) at statutory rate	890	(157)
State tax expense (benefit), net of federal	250	(40)
Foreign tax rates different from U.S. statutory rate	4	7
Non-deductible expenses	9	(17)
Other	(72)	-
Total income tax provision (benefit)	\$ 1,081	\$ (207)

Effective income tax rates for interim periods are based upon our current estimated annual rate. The Company's effective income tax rate varies based upon an estimate of taxable earnings as well as on the mix of taxable earnings in the various states and countries in which we operate. Changes in the annual allocation and apportionment of the Company's activity among these jurisdictions results in changes to the effective rate utilized to measure the Company's deferred tax assets and liabilities.

As presented in the income tax reconciliation above, the tax provision (benefit) recognized on the condensed consolidated statements of operations and comprehensive income (loss) was impacted by state taxes, non-deductible expenses such as share-based compensation expense, transaction costs and foreign tax rates applicable to the Company's foreign subsidiaries that are higher or lower than the U.S. statutory rate.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

On December 22, 2017, the U.S. enacted tax reform legislation known as H.R. 1, commonly referred to as the “Tax Cuts and Jobs Act” (the “Act”), resulting in significant modifications to existing law. All changes to the tax code that are effective as of January 1, 2018 have been applied by the Company in computing its income tax expense for the three months ended March 31, 2019 and 2018. Additional guidance issued by the U.S. Treasury Department, the IRS, and other standard-setting bodies may materially impact the provision for income taxes and effective tax rate in the period in which the guidance is issued.

In 2018, FinTech Acquisition Corp II was notified by the IRS that its 2017 federal income tax return was selected for examination. The Company has complied with all information requests to date. As of March 31, 2019, no amounts for tax, interest, or penalties have been paid or accrued as a result of this examination or any other uncertain tax positions.

NOTE 13 – COMMITMENTS AND CONTINGENCIES

Leases

The Company is a party to leases for office space and branch locations, several of which are on a month-to-month basis. Rent expense under all operating leases, included in other selling, general and administrative expenses in the condensed consolidated statements of operations and comprehensive income (loss), amounted to \$0.5 million and \$0.4 million for the three months ended March 31, 2019 and 2018, respectively.

In April 2018, the Company renegotiated its corporate lease to extend the term through November 2025. At March 31, 2019, future minimum rental payments required under operating leases for the remainder of 2019 and thereafter are as follows (in thousands):

2019	\$	1,043
2020		1,173
2021		1,002
2022		834
2023		790
Thereafter		1,438
	<u>\$</u>	<u>6,280</u>

Litigation

The Company is subject to legal proceedings and claims that have arisen in the ordinary course of its business and have not been finally adjudicated. Although there can be no assurance as to the ultimate disposition of these matters, it is the opinion of the Company’s management, based upon the information available at this time, that the expected outcome of these matters, both individually or in the aggregate, will not have a material adverse effect on either the results of operations or financial condition of the Company.

INTERNATIONAL MONEY EXPRESS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Contingencies

The Company operates in 50 U.S. states, two U.S. territories and two other countries. Money transmitters and their agents are under regulation by State and Federal laws. Violations may result in civil or criminal penalties or a prohibition from providing money transfer services in a particular jurisdiction. It is the opinion of the Company's management, based on information available at this time, that the expected outcome of regulatory matters will not have a material adverse effect on either the results of operations or financial condition of the Company.

Regulatory requirements

Certain domestic subsidiaries of the Company are subject to maintaining minimum tangible net worth and liquid assets (eligible securities) to cover the amount outstanding of wire transfers and money orders payable. As of March 31, 2019, the Company's subsidiaries were in compliance with these two requirements.

NOTE 14 – SUBSEQUENT EVENTS

The Company evaluates subsequent events and transactions that occur after the balance sheet date up to the date the condensed consolidated financial statements are issued. Except for the matters discussed in Notes 7 and 10, there were no other subsequent events that would have required adjustment or disclosure in the condensed consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our Unaudited Condensed Consolidated Financial Statements and related Notes included in this Quarterly Report on Form 10-Q and our Audited Financial Statements and related Notes and MD&A included in our Annual Report on Form 10-K for the year ended December 31, 2018. This MD&A contains forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Quarterly Report on Form 10-Q. See "Special Note Regarding Forward-Looking Statements" for additional factors relating to such statements, and see "Risk Factors" in our documents we have filed or furnished with the SEC for a discussion of certain risk factors applicable to our business, financial condition and results of operations. Past operating results are not necessarily indicative of operating results in any future periods.

Overview

We are a rapidly growing and leading money remittance services company focused primarily on the U.S. to the LAC corridor, which includes Mexico, Central and South America and the Caribbean. We utilize our proprietary technology to deliver convenient, reliable and value-added services to our customers through a broad network of sending and paying agents. Our remittance services, which include a comprehensive suite of ancillary financial processing solutions and payment services, are available in 50 states, Washington D.C. and Puerto Rico, where customers can send money to beneficiaries in 17 LAC countries and four countries in Africa. Our services are accessible in person through over 100,000 sending and paying agents and company-operated stores, as well as online and via Internet-enabled mobile devices.

Money remittance services to Latin America, primarily Mexico and Guatemala, are the primary source of our revenue. These services involve the movement of funds on behalf of an originating customer for receipt by a designated beneficiary at a designated receiving location. Our remittances to Latin America are generated in the United States by customers with roots in Latin American and Caribbean countries, many of whom do not have an existing relationship with a traditional full-service financial institution capable of providing the services we offer. We provide these customers with flexibility and convenience to help them meet their financial needs. Other customers who use our services may have access to traditional banking services, but prefer to use our services based on reliability, convenience and value. We generate money remittance revenue from fees paid by our customers (i.e., the senders of funds), which we share with our sending agents in the United States and our paying agents in the destination country. Remittances paid in local currencies that are not pegged to the U.S. dollar also earn revenue through our daily management of currency exchange spreads.

Our money remittance services enable our customers to send and receive funds through our extensive network of locations in the United States that are primarily operated by third-party businesses, which we refer to as agents, and a small number of company-operated stores in the LAC corridor. In addition, our services are offered digitally through Intermexonline.com and via Internet-enabled mobile devices. We currently operate in the United States, Mexico, Guatemala and 20 additional countries. Since January 2015 through March 31, 2019, we have grown our agent network by more than 119% and increased our remittance transactions volume by approximately 117%. In the first quarter of 2019, we processed approximately 6.2 million remittances, representing over 23% growth in transactions as compared to the same period in 2018.

As a non-bank financial institution, we are regulated by the Department of Treasury, the Internal Revenue Service, FinCEN, the CFPB, the Department of Banking and Finance of the State of Florida and additionally by the various regulatory institutions of those states where we hold an operating license. We are duly registered as an MSB with FinCEN, the financial intelligence unit of the U.S. Department of the Treasury. We are also subject to a wide range of regulations in the United States and other countries, including anti-money laundering laws and regulations; financial services regulations; currency control regulations; anti-bribery law; money transfer and payment instrument licensing laws; escheatment laws; privacy, data protection and information security laws; and consumer disclosure and consumer protection laws.

Key Factors and Trends Affecting our Business

Various trends and other factors have affected and may continue to affect our business, financial condition and operating results, including:

- competition in the markets in which we operate;
- cyber-attacks or disruptions to our information technology, computer network systems and data centers;
- our ability to maintain agent relationships on terms consistent with those currently in place;
- our ability to maintain banking relationships necessary for us to conduct our business;

[Index](#)

- credit risks from our agents and the financial institutions with which we do business;
- bank failures, sustained financial illiquidity, or illiquidity at our clearing, cash management or custodial financial institutions;
- our ability to meet our debt obligations and remain in compliance with our credit facility requirements;
- new technology or competitors that disrupt the current ecosystem;
- our success in developing and introducing new products, services and infrastructure;
- customer confidence in our brand and in consumer money transfers generally;
- our ability to maintain compliance with the regulatory requirements of the jurisdictions in which we operate or plan to operate;
- consumer fraud and other risks relating to customer authentication;
- international political factors or implementation of tariffs, border taxes or restrictions on remittances or transfers of money out of the United States;
- changes in tax laws and unfavorable outcomes of tax positions we take;
- political instability, currency restrictions and devaluation in countries in which we operate or plan to operate;
- weakness in U.S. or international economic conditions;
- change or disruption in international migration patterns;
- our ability to protect our brand and intellectual property rights;
- our ability to retain key personnel; and
- changes in foreign exchange rates which could impact consumer remittance activity.

Throughout 2018 and 2019, Latin American political and economic conditions remain unstable, as evidenced by high unemployment rates in key markets, currency reserves, currency controls, restricted lending activity, weak currencies and low consumer confidence, among other factors. Specifically, continued political and economic unrest in parts of Mexico and Guatemala contributed to volatility. Our business has generally been resilient during times of economic instability as money remittances are essential to many recipients, with the funds used by the receiving party for their daily needs. However, long-term sustained devaluation of the Mexican Peso or Guatemalan Quetzal as compared to the U.S. Dollar could negatively affect our revenues and profitability.

Money remittance businesses such as ours have continued to be subject to strict legal and regulatory requirements, and we continue to focus on and regularly review our compliance programs. In connection with these reviews, and in light of regulatory complexity and heightened attention of governmental and regulatory authorities related to cybersecurity and compliance activities, we have made, and continue to make, enhancements to our processes and systems designed to detect and prevent cyber-attacks, consumer fraud, money laundering, terrorist financing and other illicit activity, along with enhancements to improve consumer protection, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and similar regulations outside the United States. In coming periods, we expect these enhancements will continue to result in changes to certain of our business practices and may result in increased costs.

We maintain a regulatory compliance department, under the direction of our experienced Chief Administrative and Compliance Officer, whose foremost responsibility is to monitor transactions, detect suspicious activity, maintain financial records and train our employees and agents. An independent third-party consulting firm periodically reviews our policies and procedures to ensure the efficacy of our anti-money laundering and regulatory compliance program.

The market for money remittance services is very competitive. Our competitors include a small number of large money remittance providers, financial institutions and banks as well as a large number of small niche money remittance service providers that serve select regions. We compete with larger companies such as Western Union, MoneyGram and EuroNet and a number of other smaller MSB entities. We generally compete for money remittance agents on the basis of value, service, quality, technical and operational differences, commission structure and marketing efforts. We sell credible solutions to our agents, not discounts or higher commissions, as is typical for the industry. We compete for money remittance customers on the basis of trust, convenience, service, efficiency of outlets, value, technology and brand recognition.

We expect to encounter increasing competition as new technologies emerge that enable customers to send and receive money through a variety of channels, but we do not expect adoption rates to be as significant in the near term for the customer segment we serve. Regardless, we continue to innovate in the industry by differentiating our money remittance business through programs to foster loyalty among agents as well as customers and have expanded our channels through which our services are accessed to include online and mobile offerings in preparation for customer adoption.

We qualify as an “emerging growth company” pursuant to the provisions of the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”), enacted on April 5, 2012. An “emerging growth company” can take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies.” These provisions include:

- an exemption from the auditor attestation requirement of Section 404 of the Sarbanes-Oxley Act in the assessment of the emerging growth company’s internal control over financial reporting;
- an exemption from the adoption of new or revised financial accounting standards until they would apply to private companies; and
- an exemption from compliance with any new requirements adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor’s report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer.

We will remain an “emerging growth company” until the earliest of: (i) the last day of the fiscal year during which we had total annual gross revenues of \$1.07 billion or more; (ii) the last day of the fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement; (iii) the date on which we have, during the previous three-year period, issued more than \$1.0 billion in non-convertible debt; or (iv) the date on which we are deemed a “large accelerated filer,” which means the market value of our common stock that is held by non-affiliates exceeds \$700.0 million as of the prior June 30.

On December 22, 2017, the U.S. enacted tax reform legislation known as H.R. 1, commonly referred to as the “Tax Cuts and Jobs Act” (the “Act”), resulting in significant modifications to existing law. All changes to the tax code that were effective as of January 1, 2018 were applied by the Company in computing its income tax expense for the year ended December 31, 2018. Additional guidance issued by the U.S. Treasury Department, the IRS and other standard-setting bodies may materially impact the provision for income taxes and effective tax rate in the period in which the guidance is issued.

The Merger

On July 26, 2018 (the “Closing Date”), International Money Express, Inc. (formerly FinTech Acquisition Corp. II) consummated the previously announced merger by and among FinTech, Merger Sub 1, a wholly-owned subsidiary of FinTech, Merger Sub 2, a wholly-owned subsidiary of FinTech, Intermex Holdings, and SPC Intermex (the “Merger”). In connection with the closing of the Merger, FinTech changed its name to International Money Express, Inc.

The Merger was accounted for as a reverse recapitalization where FinTech was treated as the “acquired” company for financial reporting purposes. This determination was primarily based on the facts that, following the Merger, the former stockholders of Intermex Holdings control the majority of the voting rights in respect of the board of directors of the Company, Intermex Holdings’ comprising the ongoing operations of the Company and Intermex Holdings’ senior management comprising the senior management of the Company. Accordingly, the Merger was treated as the equivalent of Intermex Holdings issuing stock for the net assets of FinTech, accompanied by a recapitalization. The net assets of FinTech were stated at historical cost, with no goodwill or other intangible assets resulting from the Merger. The consolidated assets, liabilities and results of operations prior to the Closing Date of the Merger are those of Intermex Holdings, and FinTech’s assets, liabilities and results of operations were consolidated with Intermex Holdings beginning on the Closing Date. The shares and corresponding capital amounts included in common stock and additional paid-in capital, pre-merger, have been retroactively restated as shares reflecting the exchange ratio in the Merger.

The Merger was approved by FinTech’s stockholders at the Special Meeting of FinTech Stockholders held on July 20, 2018. In connection with the closing of the Merger, FinTech redeemed a total of 4.9 million shares of its common stock at a redemption price of \$10.086957 per share, resulting in a total payment to redeemed stockholders of approximately \$49.8 million. The aggregate consideration paid in the Merger consisted of approximately (i) \$102.0 million in cash and (ii) 17.2 million shares of FinTech common stock.

After the completion of the transactions on the Closing Date, there were 36.2 million shares of International Money Express, Inc. outstanding common stock, warrants to purchase 9 million shares of common stock ("Warrants") and 3.4 million shares reserved for issuance under the International Money Express, Inc. 2018 Equity Compensation Plan, of which stock options to purchase 2.8 million shares of common stock and restricted stock units in respect of 21.2 thousand shares of common stock were granted to employees and independent directors of the Company in connection with the completion of the transaction. As of the Closing Date, the former stockholders of Internex owned approximately 48.3% and the former stockholders of FinTech owned approximately 51.7%, respectively, of the combined Company's outstanding common stock.

On March 28, 2019, the Company announced the commencement of its offer (the "Tender Offer") to each holder of the Warrants to purchase shares of common stock of the Company to receive a combination of shares of its common stock and cash, for each Warrant tendered by the holder and exchanged pursuant to the Tender Offer. In addition, the Company solicited consents from the holders of the Warrants to amend the Warrant Agreement as described below.

On April 29, 2019, the Company entered into Amendment No. 1 (the "Warrant Amendment") to the Warrant Agreement, dated as of January 19, 2017 (the "Warrant Agreement"). The Warrant Amendment amends the Warrant Agreement to permit the Company to require that each Warrant that is outstanding upon the closing of the Offer to be converted into a combination of 0.181 shares of common stock, par value \$0.0001 per share, of the Company and \$1.00 in cash (the "Conversion Consideration"). The Company intends to exchange all remaining untendered Warrants for the Conversion Consideration in accordance with the terms of the Warrant Agreement, as amended, on or about May 20, 2019. For the three months ended March 31, 2019, the Company incurred in approximately \$513 thousand in professional and legal fees related to the Tender Offer. These expenses were recorded as other selling, general and administrative expenses in the statement of operations and comprehensive income (loss).

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. The key indicators of the financial condition and operating performance of our business are revenues, services charges from agents and banks, salaries and benefits and selling, general and administrative expenses. To help us assess our performance with these key indicators, we use Adjusted EBITDA as a non-GAAP financial measure. We believe this non-GAAP measure provides useful information to investors and expanded insight to measure our revenue and cost performance as a supplement to our U.S. GAAP consolidated financial statements. See the "Adjusted EBITDA" sections below for reconciliations of Adjusted EBITDA to our net income, the closest GAAP measure.

Revenues

Transaction volume is the primary generator of revenue in our business. Revenue on transactions is derived primarily from transaction fees paid by customers to transfer money. Revenues per transaction vary based upon send and receive locations and the amount sent. In certain transactions involving different send and receive currencies, we generate foreign exchange revenues based on the difference between the set exchange rate charged by us to the sender and the rate available to us in the wholesale foreign exchange market.

Operating Expenses

Service Charges from Agents and Banks

Service charges and fees primarily consist of agent commissions and bank fees. Service charges and fees vary based on agent commission percentages and the amount of fees charged by the banks. Sending agents earn a commission on each transaction they process of approximately 50% of the transaction fee. Service charges and fees may increase if banks or payer organizations increase their fee structure. Service charges also vary based on the method the customer selects to send the transfer and payer organization that facilitates the transaction.

Salaries and Benefits

Salaries and benefits include cash and share-based compensation associated with our corporate employees and sales team as well as employees at our company-operated stores. Corporate employees include management, customer service, compliance, information technology, finance and human resources. Our sales team, located throughout the United States, is focused on supporting and growing our sending agent network.

Other Selling, General and Administrative

General and administrative expenses primarily consist of fixed overhead expenses associated with our operations, such as information technology, rent expense, insurance, professional services, facilities maintenance and other similar types of expenses. A portion of these expenses relate to our 32 company-operated stores; however, the majority relate to the overall business and compliance for being a public company. Selling expenses include expenses such as advertising and promotion, provision for bad debt and expenses associated with increasing our network of agents. These expenses are expected to continue to increase in line with increase in revenues.

Transaction Costs

We incurred transaction costs associated with the Merger. These costs included all internal and external costs directly related to the transaction, consisting primarily of legal, consulting, accounting, advisory fees and certain incentive bonuses. Due to their significance, they are presented separately in our condensed consolidated financial statements.

Depreciation and Amortization

Depreciation largely consists of depreciation of computer equipment and software that supports our technology platform. Amortization of intangible assets is primarily related to our agent relationships, trade name and developed technology.

Non-Operating Expenses

Interest Expense

Interest expense consists primarily of interest associated with our debt, which consisted of a term loan and revolving credit facility that were both refinanced on November 7, 2018. As of March 31, 2019 and December 31, 2018, the interest rates for the term loan and revolving credit facility related to our current Credit Agreement were 7.0% and 7.0%, and 7.34% and 7.01%, respectively. Interest on the term loan facility and revolving credit facility is determined by reference to either LIBOR or a “base rate”, in each case, plus an applicable margin of 4.50% per annum for LIBOR loans or 3.50% per annum for base rate loans. The Company is also required to pay a fee on the unused portion of the revolving credit facility equal to 0.35% per annum.

Income tax provision (benefit)

Our income tax provision (benefit) includes the expected benefit of all deferred tax assets, including our net operating loss carryforwards. With few exceptions, our net operating loss carryforwards will expire from 2029 through 2037 and are subject to annual utilization limitations; however, our current assessment is that no valuation allowance is required for any of our deferred tax assets. Our income tax provision (benefit) has been impacted by non-deductible expenses, including shared-based compensation and transaction costs. The Act, enacted in December 2017, reduced our federal corporate tax rate from 34% to 21% beginning in 2018.

Net Income (Loss)

Net income (loss) is determined by subtracting operating and non-operating expenses from revenues.

Segments

Our business is organized around one reportable segment that provides money transmittal services primarily between the USA and Latin America. This is based on the objectives of the business and how our chief operating decision maker, the CEO and President, monitors operating performance and allocates resources.

Results of Operations

The following table summarizes key components of our results of operations for the periods indicated:

<i>(in thousands)</i>	Three Months Ended March 31,		<u>% Change</u>
	<u>2019</u>	<u>2018</u>	
	(Unaudited)		
Revenues:			
Wire transfer and money order fees	\$ 58,451	\$ 47,854	22%
Foreign exchange	9,402	7,731	22%
Other income	496	371	34%
Total revenues	<u>68,349</u>	<u>55,956</u>	22%
Operating expenses:			
Service charges from agents and banks	45,569	37,937	20%
Salaries and benefits	7,597	6,223	22%
Other selling, general and administrative expenses	5,723	4,009	43%
Transaction costs	-	1,461	(100%)
Depreciation and amortization	3,152	3,789	(17%)
Total operating expenses	<u>62,041</u>	<u>53,419</u>	16%
Operating income	6,308	2,537	149%
Interest expense	2,071	3,284	(37%)
Income (loss) before income taxes	4,237	(747)	667%
Income tax provision (benefit)	1,081	(207)	622%
Net income (loss)	<u>\$ 3,156</u>	<u>\$ (540)</u>	684%

Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018

Revenues

Revenues for the above periods are presented below:

<i>(\$ in thousands)</i>	Three Months Ended March 31, 2019	% of Revenues	Three Months Ended March 31, 2018	% of Revenues
Revenues:				
Wire transfer and money order fees	\$ 58,451	85%	\$ 47,854	85%
Foreign exchange	9,402	14%	7,731	14%
Other income	496	1%	371	1%
Total revenues	<u>\$ 68,349</u>	100%	<u>\$ 55,956</u>	100%

Wire transfer and money order fees of \$58.5 million for the three months ended March 31, 2019 increased by \$10.6 million from \$47.9 million for the three months ended March 31, 2018. This increase of \$10.6 million was due to a 24% increase in transaction volume compared to the first quarter of 2018, largely due to the continued growth in our agent network, which has grown by 21% from March 2018 to March 2019.

Revenues from foreign exchange of \$9.4 million for the three months ended March 31, 2019 increased by \$1.7 million from \$7.7 million for the three months ended March 31, 2018. This increase of \$1.7 million was primarily due to higher transaction volume achieved by growth in our agent network.

Operating Expenses

Operating expenses for the above periods are presented below:

(\$ in thousands)	Three Months Ended March 31, 2019	% of Revenues	Three Months Ended March 31, 2018	% of Revenues
Operating expenses:				
Service charges from agents and banks	\$ 45,569	67%	\$ 37,937	68%
Salaries and benefits	7,597	11%	6,223	11%
Other selling, general and administrative expenses	5,723	8%	4,009	7%
Transaction costs	-	0%	1,461	3%
Depreciation and amortization	3,152	5%	3,789	7%
Total operating expenses	<u>\$ 62,041</u>	91%	<u>\$ 53,419</u>	96%

Service charges from agents and banks — Service charges from agents and banks were \$45.6 million, or 67% of revenues, for the three months ended March 31, 2019 compared to \$37.9 million, or 68% of revenues, for the three months ended March 31, 2018. The increase of \$7.7 million was primarily due to a 24% increase in transaction volume largely related to the continued growth in our agent network, which has grown by 21% from March 2018 to March 2019.

Salaries and benefits — Salaries and benefits were \$7.6 million for the three months ended March 31, 2019, an increase of \$1.4 million from \$6.2 million for the three months ended March 31, 2018. The increase of \$1.4 million primarily consisted of \$0.8 million in increased wages, largely in management and compliance areas associated with our transition to a publicly-traded company and to support our growing operations and a \$0.4 million increase related to share-based compensation in connection with the International Money Express, Inc. 2018 Omnibus Equity Compensation Plan.

Other selling, general and administrative expenses — Other selling, general and administrative expenses of \$5.7 million for the three months ended March 31, 2019 increased by \$1.7 million from \$4.0 million for the three months ended March 31, 2018. The increase primarily related to \$0.9 million of legal and other professional fees associated with the Company's SEC filings, including the Tender Offer for the Company's outstanding warrants, and \$0.3 million in IT related expenses.

Transaction costs — Transaction costs of \$1.5 million for the three months ended March 31, 2018 include legal and other professional fees all directly related to the Merger.

Depreciation and amortization — Depreciation and amortization of \$3.2 million for the three months ended March 31, 2019 decreased by \$0.6 million from \$3.8 million for the three months ended March 31, 2018. This decrease of \$0.6 million is primarily due to \$0.8 million less amortization related to the trade name, developed technology and agent relationships during the first quarter of 2019 as these intangibles are being amortized on an accelerated basis, which will decline over time. This decrease was partially offset by an increase in depreciation of \$0.2 million associated primarily with additional computer equipment to support our growing business and agent network.

Non-Operating Expenses

Interest expense — Interest expense was \$2.1 million for the three months ended March 31, 2019, a decrease of \$1.2 million from \$3.3 million for the three months ended March 31, 2018. The decrease of \$1.2 million was primarily due to a reduction in the interest rates and lower principal balance outstanding of the facilities under the Credit Agreement.

Income tax provision (benefit) — Income tax provision was \$1.1 million for the three months ended March 31, 2019, a change of \$1.3 million, from an income tax benefit of \$0.2 million for the three months ended March 31, 2018. The change in the income tax provision included a \$1.3 million increase to tax expense related to taxable income attributable for both federal and state taxes in the three months ended March 31, 2019.

Net Income (Loss)

We had a net income of \$3.2 million for the three months ended March 31, 2019 compared to a net loss of \$0.5 million for the three months ended March 31, 2018 due primarily to the same factors discussed above.

Adjusted EBITDA

Adjusted EBITDA is defined as net income (loss) before depreciation and amortization, interest expense, income taxes, and also adjusted to add back certain charges and expenses, such as transaction costs and non-cash compensation costs, as these charges and expenses are not considered a part of our core business operations and are not an indicator of ongoing, future company performance.

Adjusted EBITDA is one of the primary metrics used by management to evaluate the financial performance of our business. We present Adjusted EBITDA because we believe it is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. Further, we believe it is helpful in highlighting trends in our operating results, because it excludes, among other things, certain results of decisions that are outside the control of management, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the jurisdictions in which we operate and capital investments.

Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or net income as a measure of operating performance or cash flows or as a measure of liquidity. Non-GAAP financial measures are not necessarily calculated the same way by different companies and should not be considered a substitute for or superior to GAAP. Some of these limitations include the following:

- Adjusted EBITDA does not reflect the significant interest expense, or the amounts necessary to service interest or principal payments on our senior secured credit facility;
- Adjusted EBITDA does not reflect income tax provision (benefit), and because the payment of taxes is part of our operations, tax expense is a necessary element of our costs and ability to operate;
- Although depreciation and amortization are eliminated in the calculation of Adjusted EBITDA, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any costs of such replacements;
- Adjusted EBITDA does not reflect the noncash component of employee compensation;
- Adjusted EBITDA does not reflect the impact of earnings or charges resulting from matters we consider not to be reflective, on a recurring basis, of our ongoing operations; and
- Other companies in our industry may calculate Adjusted EBITDA or similarly titled measures differently than we do, limiting its usefulness as a comparative measure.

We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only as supplemental information.

Adjusted EBITDA for the three months ended March 31, 2019 was \$10.8 million, representing an increase of \$2.0 million, or 22%, from \$8.8 million for the three months ended March 31, 2018. The increase in Adjusted EBITDA was primarily due to the increase in revenues of \$12.4 million less the increase in service charges from agents and banks of \$7.7 million as well as increases in other operating expenses to support the growth in our business.

The following table presents the reconciliation of net income (loss), our closest GAAP measure, to Adjusted EBITDA.

<i>(in thousands)</i>	Three Months Ended March 31,	
	2019	2018
Net income (loss)	\$ 3,156	\$ (540)
Adjusted for:		
Interest expense	2,071	3,284
Income tax provision (benefit)	1,081	(207)
Depreciation and amortization	3,152	3,789
EBITDA	9,460	6,326
Transaction costs (a)	-	1,461
Incentive units plan (b)	-	228
Share-based compensation, 2018 Plan (c)	626	-
Tender Offer costs (d)	513	-
Management Fees (e)	-	195
TCPA Settlement (f)	-	192
Other employee severance (g)	106	-
Other charges and expenses (h)	59	426
Adjusted EBITDA	\$ 10,764	\$ 8,828

- (a) Represents direct costs for the three months ended March 31, 2018 related to the Merger, which were expensed as incurred and included as “transaction costs” in our condensed consolidated statements of operations and comprehensive income (loss).
- (b) In connection with the Stella Point acquisition, Class B, C and D incentive units were granted to our employees by Interwire LLC. The three months ended March 31, 2018 included expense regarding these incentive units, which became fully vested and were paid out upon the Closing Date of the Merger. As a result, employees no longer hold profits interests following the Merger.
- (c) Stock options and restricted stock were granted to employees and independent directors of the Company in connection with the completion of the Merger. The Company recorded \$0.6 million of expense related to these equity instruments during the three months ended March 31, 2019.
- (d) The Company incurred \$0.5 million of expenses during the three months ended March 31, 2019 for professional fees in connection with the Tender Offer of the Company’s outstanding warrants.
- (e) Represents payments under our management agreement with Stella Point pursuant to which we paid a quarterly fee for certain advisory and consulting services. In connection with the Merger, this agreement was terminated.
- (f) Represents payments related to the settlement of a lawsuit during the three months ended March 31, 2018 related to the Telephone Consumer Protection Act (“TCPA”), which includes a \$0.1 million settlement payment and \$0.1 million in related legal expenses.
- (g) Represents \$0.1 million of severance costs during the three months ended March 31, 2019 related to departmental changes.
- (h) Both periods include loss on disposal of fixed assets, foreign currency (gains) losses and legal expenses considered to be non-recurring.

Liquidity and Capital Resources

Liquidity describes the ability of a company to generate sufficient cash flows to meet the cash requirements of its business operations, including working capital needs, debt service, acquisitions, contractual obligations and other commitments. We consider liquidity in terms of cash flows from operations and their sufficiency to fund our operating and investing activities. To meet our payment service obligations at all times we must have sufficient highly liquid assets and be able to move funds on a timely basis.

Our principal sources of liquidity are our cash generated by operating activities and supplemented with borrowings under our revolving credit facility. Our primary cash needs are for day to day operations, to pay interest and principal on our indebtedness, to fund working capital requirements and to make capital expenditures.

We expect to continue to finance our liquidity requirements through internally generated funds and supplemented with borrowings under our revolving credit facility. We believe that our projected cash flows generated from operations, together with borrowings under our revolving credit facility are sufficient to fund our principal debt payments, interest expense, our working capital needs and our expected capital expenditures for the next twelve months.

On November 7, 2018 and further amended on December 7, 2018, the Company entered into a new financing agreement (the “Credit Agreement”) with, among others, certain of its domestic subsidiaries as borrowers, certain other domestic subsidiaries and a group of banking institutions. The Credit Agreement provides for a \$35.0 million revolving credit facility, a \$90.0 million term loan facility and up to a \$30.0 million incremental facility. The Credit Agreement also provides for the issuance of letters of credit, which would reduce availability under the revolving credit facility. The proceeds of the loans were used to repay existing indebtedness under the Senior Secured Credit Facility, for working capital purposes and to pay fees and expenses in connection with the transaction. The maturity date of the Credit Agreement is November 7, 2023.

[Index](#)

On March 25, 2019, the Company entered into an Increase Joinder No. 1 to the Credit Agreement (the “Increase Joinder”) under which the Company received \$12 million from the incremental facility in the second quarter of 2019. The proceeds of the Increase Joinder will be primarily used to pay for the cash portion of the Tender Offer.

Interest on the term loan facility and revolving credit facility for the Credit Agreement is determined by reference to either LIBOR or a “base rate”, in each case plus an applicable margin of 4.50% per annum for LIBOR loans or 3.50% per annum for base rate loans. The Company is also required to pay a fee on the unused portion of the revolving credit facility equal to 0.35% per annum. The effective interest rates as of March 31, 2019 for the term loan and revolving credit facility were 7.72% and 8.78%, respectively.

The principal amount of the term loan facility for the Credit Agreement must be repaid in consecutive quarterly installments of 5% in year 1, 7.5% in years 2 and 3, 10% in years 4 and 5, in each case on the last day of each quarter, commencing in March 2019 with a final payment at maturity. The loans under the Credit Agreement may be prepaid at any time without payment or penalty.

The Credit Agreement contains covenants that limit the Company’s and its subsidiaries’ ability to, among other things, grant liens, incur additional indebtedness, make acquisitions or investments, dispose of certain assets, make dividends and distributions, change the nature of their businesses, enter into certain transactions with affiliates or amend the terms of material indebtedness. The Credit Agreement allows for redemptions or acquisitions of the Company’s equity interests subject to certain dollar limitations.

The Credit Agreement also contains financial covenants which require the Company to maintain a quarterly minimum fixed charge coverage ratio of 1.25:1.00 and a quarterly maximum consolidated leverage ratio of 3.25:1.00.

As of March 31, 2019, we were in compliance with the covenants of the Credit Agreement.

As of March 31, 2019, we had total indebtedness of \$103.9 million, including \$88.9 million of borrowings under the term loan facility and \$15.0 million in borrowings under the revolving facility and excluding debt origination costs of \$2.6 million. There were \$20.0 million of additional borrowings available under these facilities as of March 31, 2019.

Our indebtedness could adversely affect our ability to raise additional capital, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk and prevent us from meeting our obligations. See “*Risk Factors—Risks Relating to Our Indebtedness—We have a substantial amount of indebtedness, which may limit our operating flexibility and could adversely affect our business, financial condition and results of operations*” included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Cash Flows

The following table summarizes the changes to our cash flows for the periods presented:

<i>(in thousands)</i>	Three Months Ended March 31,	
	2019	2018
Statement of Cash Flows Data:		
Net cash provided by operating activities	\$ 29,215	\$ 18,045
Net cash used in investing activities	(1,443)	(1,510)
Net cash used in financing activities	(16,125)	(1,213)
Effect of exchange rate changes on cash	63	307
Net increase in cash and restricted cash	11,710	15,629
Cash and restricted cash, beginning of the period	73,029	59,795
Cash and restricted cash, end of the period	\$ 84,739	\$ 75,424

Operating Activities

Net cash provided by operating activities was \$29.2 million for the three months ended March 31, 2019, an increase of \$11.2 million from net cash provided by operating activities of \$18.0 million for the three months ended March 31, 2018. The increase included \$7.4 million related to changes in working capital. Additionally, there was more cash being provided from our operating results for the three months ended March 31, 2019, which were positively impacted by the further growth of the business.

Investing Activities

Net cash used in investing activities was \$1.4 million for the three months ended March 31, 2019, a decrease of \$0.1 million from cash used in investing activities of \$1.5 million for the three months ended March 31, 2018. This decrease in cash used was primarily due to lower purchases of property and equipment during the three months ended March 31, 2019.

Financing Activities

Net cash used in financing activities was \$16.1 million for the three months ended March 31, 2019, which related to the quarterly payment due on the term loan, as well as repayments, net under the revolving credit facility. Net cash used in financing activities was \$1.2 million for the three months ended March 31, 2018, which related to the quarterly payment due on the term loan.

Contractual Obligations

The following table includes aggregated information about contractual obligations that affect our liquidity and capital needs. At March 31, 2019, our contractual obligations over the next several periods were as follows:

<i>(in thousands)</i>	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Debt, principal payments	\$ 103,875	\$ 5,063	\$ 14,062	\$ 84,750	\$ -
Interest payments	33,044	8,033	14,689	10,322	-
Non-cancelable operating leases	6,280	1,043	2,175	1,624	1,438
Total	<u>\$ 143,199</u>	<u>\$ 14,139</u>	<u>\$ 30,926</u>	<u>\$ 96,696</u>	<u>1,438</u>

Our condensed consolidated balance sheet reflects \$101.3 million of debt as of March 31, 2019, as the principal payment obligations of \$103.9 million are gross of unamortized debt origination costs. The above table reflects the principal and interest of the revolver and term loan under the Credit Agreement that will be paid through the maturity of the debt using the rates in effect on March 31, 2019 and assuming no voluntary prepayments of principal.

Non-cancelable operating leases include various office leases, including our office headquarters.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements, including guarantee contracts, retained or contingent interests, certain derivative instruments and variable interest entities that either have, or are reasonably likely to have, a current or future material effect on our condensed consolidated financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events that affect amounts reported in our condensed consolidated financial statements and related notes, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements. Management evaluates its accounting policies, estimates and judgments on an on-going basis. Management bases its estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are those policies that management believes are very important to the portrayal of our financial position and results of operations, and that require management to make estimates that are difficult, subjective or otherwise complex. Our Critical Accounting Policies and Estimates disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K for the year ended December 31, 2018, for which there were no material changes, except as described below, included:

- Revenue Recognition
- Accounts Receivable and Allowance for Doubtful Accounts
- Goodwill and Intangible Assets
- Income Taxes

On January 1, 2019, the Company adopted the new accounting standard, *Revenue from Contracts with Customers*, as amended, which modified the existing accounting standards for revenue recognition. Refer to Note 3 of our condensed consolidated financial statements included in this filing for further information about the impact of the adoption of this new accounting standard.

Recent Accounting Pronouncements

Refer to Note 1 of our condensed consolidated financial statements included in this filing for further information on recent accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

We manage foreign currency risk through the structure of the business and an active risk management process. We currently settle with our payers in Latin America primarily by entering into foreign exchange spot transactions with local and foreign currency providers (“counterparties”). The foreign currency exposure on our foreign exchange spot transactions is limited by the fact that all transactions are settled within two business days from trade date. However, foreign currency fluctuations may negatively impact our average exchange gain per transaction.

We are exposed to changes in currency rates as a result of our investments in foreign operations and revenues generated in currencies other than the U.S. dollar. Revenues and profits generated by international operations will increase or decrease because of changes in foreign currency exchange rates. This foreign currency risk is related primarily to our operations in Mexico and Guatemala. Revenues from these operations represent less than 3% of our consolidated revenues for the three months ended March 31, 2019 and 2018. Therefore, a 10% increase or decrease in these currency rates against the U.S. Dollar would result in a minimal change to our overall operating results.

The spot exchange rates as of March 31, 2019 and December 31, 2018 were 19.30 and 19.65 for the Mexico Peso/Dollar and 7.67 and 7.73 for the Guatemala Quetzal/Dollar, respectively. The average exchange rates for the three months ended March 31, 2019 and 2018 were 19.19 and 18.73 for the Mexico Peso/Dollar and 7.71 and 7.37 for the Guatemala Quetzal/Dollar, respectively. Long-term sustained devaluation of the Mexican peso or Guatemalan Quetzal as compared to the U.S. dollar could negatively affect our margins.

Interest Rate Risk

Interest on the term loan facility and revolving credit facility under the Credit Agreement is determined by reference to either LIBOR or a “base rate”, in each case, plus an applicable margin of 4.50% per annum for LIBOR loans or 3.50% per annum for base rate loans. The Company is also required to pay a fee on the unused portion of the revolving credit facility equal to 0.35% per annum. Since interest expense is subject to fluctuation, if interest rates increase, our debt service obligations on such variable rate indebtedness would increase even though the amount borrowed remained the same. Accordingly, an increase in interest rates would adversely affect our profitability.

As of March 31, 2019, we had \$88.9 million in outstanding borrowings under the term loan. A hypothetical 1% increase or decrease in the interest rate on our indebtedness as of March 31, 2019 would have increased or decreased cash interest expense on our term loan by approximately \$0.9 million per annum.

As of March 31, 2019, we had \$15.0 million in outstanding borrowings under our revolving credit facility. A hypothetical 1% increase or decrease in the interest rate on our indebtedness as of March 31, 2019 would have increased or decreased cash interest expense on our revolving credit facility by approximately \$0.2 million per annum.

Credit Risk

We maintain certain cash balances in various U.S. banks, which at times, may exceed federally insured limits. We have not incurred any losses on these accounts. In addition, we maintain various bank accounts in Mexico and Guatemala, which are not insured. We have not incurred any losses on these uninsured accounts. To manage our exposures to credit risk with respect to cash balances and other credit risk exposures resulting from our relationships with banks and financial institutions, we regularly review cash concentrations, and we attempt to diversify our cash balances among global financial institutions.

We are also exposed to credit risk related to receivable balances from sending agents. We perform a credit review before each agent signing and conduct ongoing analyses of sending agents and certain other parties we transact with directly. As of March 31, 2019, we also had \$1.7 million outstanding of notes receivable from sending agents. Most of the notes are collateralized by personal guarantees from the sending agents and by assets from their businesses.

Our provision for bad debt was approximately \$400 thousand for the three months ended March 31, 2019 (0.6% of total revenues) and \$43 thousand for the three months ended March 31, 2018 (0.1% of total revenues) as recoveries were higher last year.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules, regulations and related forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within an organization have been detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of our disclosure controls and procedures as of March 31, 2019. Based on their evaluation, the Company’s principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures were effective and operating to provide reasonable assurance that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, including ensuring that such material information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, as of March 31, 2019.

Changes in Internal Control Over Financial Reporting

During the most recently completed fiscal quarter, there have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Reference is made to Note 13–Commitments and Contingencies in the Notes to the Unaudited Condensed Consolidated Financial Statements of International Money Express, Inc. contained elsewhere in this Quarterly Report on Form 10–Q for information regarding certain legal proceedings to which we are a party.

ITEM 1A. RISK FACTORS

There have been no material changes to our principal risks that we believe are material to our business, results of operations and financial condition, from the risk factors previously disclosed in the Annual Report on Form 10-K for the year ended December 31, 2018.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

EXHIBIT INDEX

Exhibit No. Document

10.1	Amendment No. 1 to Warrant Agreement, dated April 29, 2019, by and between the International Money Express, Inc. and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 30, 2019).
10.2	Increase Joinder No. 1 to Credit Agreement, dated March 25, 2019, by and among International Money Express, Inc., as Holdings, International Money Express Sub 2, LLC, as Intermediate Holdings, Intermex Holdings, Inc., as the Term Borrower, Intermex Wire Transfer, LLC, as the Revolver Borrower, the other guarantors from time to time party thereto, the lenders from time to time party thereto and KeyBank National Association, as the Administrative Agent (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 30, 2019).
31.1 *	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002- Chief Executive Officer.
31.2 *	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002- Chief Financial Officer.
32.1 *	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 *	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith

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 thereunto duly authorized.

Date: May 15, 2019

International Money Express, Inc.

By: /s/ Robert Lisy
Robert Lisy
Chief Executive Officer and President

Date: May 15, 2019

International Money Express, Inc.

By: /s/ Tony Lauro II
Tony Lauro II
Chief Financial Officer

CERTIFICATIONS

I, Robert Lisy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of International Money Express, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2019

By: /s/ Robert Lisy
Name: Robert Lisy
Title: President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Tony Lauro II, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of International Money Express, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (c) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (d) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2019

By: /s/ Tony Lauro II
Name: Tony Lauro II
Title: Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Lisy, President and Chief Executive Officer of International Money Express, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, that, to my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

Name: /s/ Robert Lisy
Title: President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tony Lauro II, Chief Financial Officer of International Money Express, Inc. (the “Company”), certify, pursuant to 18 U.S.C. Section 1350, that, to my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

Name: /s/ Tony Lauro II
Title: Chief Financial Officer
(Principal Financial Officer)
