

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTERNATIONAL MONEY EXPRESS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
*(State or Other Jurisdiction of Incorporation or
Organization)*

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

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

International Money Express, Inc. 2020 Omnibus Equity Compensation Plan
(Full Title of the Plan)

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

COPIES TO:
Ira N. Rosner, Esq.
Holland & Knight LLP
701 Brickell Avenue, Suite 3300
Miami, Florida 33131
(305) 789 - 7799

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Title of Securities to be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of registration fee
Common Stock \$0.0001 par value (reserved for issuance under the International Money Express, Inc. 2020 Omnibus Equity Compensation Plan (the "2020 Omnibus Plan"))	3,650,000 shares	\$ 16.92	\$ 61,758,000	\$ 8,016.19

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended ("Securities Act"), this registration statement also covers any additional shares of common stock, \$0.0001 par value per share ("Common Stock"), of International Money Express, Inc., a Delaware corporation

(the "Registrant"), that may become issuable under the 2020 Omnibus Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock. No additional registration fee is included for these shares.

- (2) Estimated solely for purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h)(1) promulgated under the Securities Act based on the average of the high and low prices per share of Common Stock as quoted on the NASDAQ Capital Market on September 1, 2020.
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EXPLANATORY NOTE

The purpose of this Form S-8 Registration Statement (this "Registration Statement") is to register an aggregate of 3,650,000 shares of common stock, \$0.0001 par value per share ("Common Stock"), of International Money Express, Inc., a Delaware corporation ("we," "our," "us," or the "Registrant"), that may be offered pursuant to the International Money Express, Inc. 2020 Omnibus Equity Compensation Plan (the "2020 Omnibus Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on March 11, 2020, as amended by the Form 10-K/A filed on April 22, 2020;
2. The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020, filed on May 7, 2020, and the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2020, filed on August 6, 2020;
3. The Registrant's Current Report on Form 8-K filed on March 19, 2020 and June 29, 2020 (other than information furnished pursuant to Item 2.02 or 7.01 and any related exhibit of any Form 8-K, unless expressly stated otherwise therein);
4. The Registrant's Definitive Proxy Statement for its 2020 Annual Meeting of Stockholders, filed with the Commission on May 15, 2020, as amended by the DEF14A filed on June 11, 2020; and
5. The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed on January 18, 2017 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

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

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

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

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

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

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

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

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

Our Second Amended and Restated Bylaws ("Bylaws") provide that we shall indemnify any current or former director or officer to the fullest extent permitted by the DGCL. Our Bylaws also provide that a director, former director or officer may be paid expenses incurred in defending any proceeding in advance of its final disposition upon our receipt of an undertaking, by or on behalf of the director or officer, to repay all amounts so advanced if it is ultimately determined that such director or officer is not entitled to indemnification or advancement of expenses under our Bylaws. Our Bylaws further permit us to purchase and maintain insurance on behalf of our directors, officers, employees and agents against any expense, liability or loss that they may incur in those capacities, whether or not we would have the power to indemnify them against such expense, liability or loss.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8.**Exhibits.**

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description of Exhibits
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, dated July 26, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018).
4.2	Second Amended and Restated Bylaws of the Registrant, effective as of July 26, 2018 (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed on September 28, 2018).
4.3	International Money Express, Inc. 2020 Omnibus Equity Compensation Plan (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on May 15, 2020).
5.1*	Opinion of Holland & Knight LLP regarding the legality of the securities being registered.
23.1*	Consent of BDO USA LLP.
23.2	Consent of Holland & Knight LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page hereto).



* Exhibit filed herewith.

Item 9.**Undertakings.**

(a) The undersigned registrant hereby undertakes:

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

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

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

POWER OF ATTORNEY

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

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Lisy</u> Robert Lisy	Chief Executive Officer, President and Chairman of the board of directors (principal executive officer)	September 2, 2020
<u>/s/ Tony Lauro II</u> Tony Lauro II	Chief Financial Officer (principal financial and accounting officer)	September 2, 2020
<u>/s/ Adam Godfrey</u> Adam Godfrey	Director	September 2, 2020
<u>/s/ Kurt Holstein</u> Kurt Holstein	Director	September 2, 2020
<u>/s/ Robert Jahn</u> Robert Jahn	Director	September 2, 2020
<u>/s/ Christopher Lofgren</u> Christopher Lofgren	Director	September 2, 2020
<u>/s/ Stephen Paul</u> Stephen Paul	Director	September 2, 2020

/s/ Michael Purcell

Michael Purcell

Director

September 2, 2020

/s/ John Rincon

John Rincon

Director

September 2, 2020

/s/ Justin Wender

Justin Wender

Director

September 2, 2020



September 2, 2020

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

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

Ladies and Gentlemen:

We have acted as counsel to International Money Express, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”), under the Securities Act of 1933, as amended (the “Act”), relating to the registration by the Company of an aggregate of 3,650,000 shares of common stock, \$0.0001 par value per share (“Common Stock”) of the Company (the “Shares”) issuable under the International Money Express, Inc. 2020 Omnibus Equity Compensation Plan (the “2020 Omnibus Plan”). This opinion is being issued pursuant to the requirements of the Act.

We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement. In so acting, we have examined the originals or copies, certified or otherwise identified to our satisfaction, of such documents as we have considered necessary in order to enable us to render this opinion, including: (i) the Registration Statement and the exhibits thereto, (ii) the Company’s Second Amended and Restated Certificate of Incorporation, as amended to date, (iii) the Company’s Second Amended and Restated Bylaws, as amended to date, (iv) certain resolutions of the Board of Directors of the Company, and (v) such other documents, certificates and records as we have deemed necessary or appropriate to form the basis for the opinions set forth herein.

In rendering the opinions set forth herein, we have relied, without investigation, on each of the following assumptions: (a) the legal capacity of each natural person; (b) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a copy and the authenticity of the original of each document received by us as a copy; (c) as to matters of fact, the truthfulness, accuracy and completeness of the information, representations, and warranties contained in the records, documents, instruments, certificates, and statements we have reviewed; (d) the due execution and delivery of all documents (except that no such assumption is made as to the Company) where due execution and delivery are a prerequisite to the effectiveness thereof, and (e) that there has been no undisclosed waiver of any right, remedy, or provision contained in any such documents.

Based on the foregoing, and subject to the assumptions, qualifications and limitations stated herein, it is our opinion that the Shares have been duly authorized by the Company, and when issued and paid for in the manner described in the 2020 Omnibus Plan, the Shares will be validly issued, fully-paid and non-assessable.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal securities laws of the United States of America and the corporate laws of the State of Delaware, as in effect on the date hereof.

This opinion letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

We hereby consent to the filing of this opinion letter with the Securities and Exchange Commission in connection with the filing of the Registration Statement referred to above. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission issued thereunder.

Sincerely,

/s/ HOLLAND & KNIGHT LLP

HOLLAND & KNIGHT LLP

2

Consent of Independent Registered Public Accounting Firm

International Money Express, Inc.

Miami, Florida

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated March 11, 2020, relating to the consolidated financial statements of International Money Express, Inc., appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ BDO USA, LLP
Miami, Florida
September 2, 2020
