

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 23, 2019

INTERNATIONAL MONEY EXPRESS, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37986
(Commission
File Number)

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

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

33156
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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	The Nasdaq Capital Market

Item 1.01 Entry into a Material Definitive Agreement.

On August 23, 2019, International Money Express, Inc. (the “Company”), FinTech Investor Holdings II, LLC (“Sponsor”) and SPC Intermex Representative LLC (“Intermex Representative”) entered into a Shareholders Agreement Waiver (the “SA Waiver”). The SA Waiver modifies that certain Shareholders Agreement, dated as of July 26, 2018 among Sponsor, the Company, Intermex Representative and certain other stockholders of the Company (as amended, the “Shareholders Agreement”). The SA Waiver provides that lock-up provisions set forth in Section 4 of the Shareholders Agreement are waived and will not apply to the distribution of 394,793 shares of the Company’s common stock held by Sponsor to the members of Sponsor on August 23, 2019 and an aggregate of 394,785 shares of the Company’s common stock held by Sponsor to such members on October 15, 2019 (the “Transfers”). In addition, the SA Waiver provides that the transferees of the shares of Company common stock will not be obligated to become a party to or be bound by the Shareholders Agreement with respect to the shares received pursuant to the Transfers.

On August 23, 2019, the Company, Sponsor and SPC Intermex, L.P. (“SPC”) entered into a Registration Rights Agreement Waiver (the “RRA Waiver”). The RRA Waiver modifies that certain Registration Rights Agreement, dated as of July 26, 2018, among Sponsor, the Company, SPC and certain other stockholders of the Company (as amended, the “Registration Rights Agreement”). The RRA Waiver waives the requirement in the Registration Rights Agreement that transferees be bound by any contractual lock-up in connection with the first sale of registrable securities under that certain Registration Statement on Form S-3 (File No. 333-232888) filed by the Company with the SEC on July 30, 2019 (the “First Offering”). The RRA Waiver does not apply to any other member of Sponsor or with respect to any sale of registrable securities pursuant to the Registration Rights Agreement other than the First Offering.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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10.1	Shareholders Agreement Waiver dated August 23, 2019, among FinTech Investor Holdings II, LLC, International Money Express, Inc. and SPC Intermex Representative LLC.
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10.2	Registration Rights Agreement Waiver dated August 23, 2019, among FinTech Investor Holdings II, LLC, International Money Express, Inc. and SPC Intermex, LP.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL MONEY EXPRESS, INC.

Dated: August 23, 2019

By: /s/ Tony Lauro II

Name: Tony Lauro II

Title: Chief Financial Officer

SHAREHOLDERS AGREEMENT WAIVER

This Shareholders Agreement Waiver (this “Waiver”) is made and entered into effective as of August 23, 2019, by and among FinTech Investor Holdings II, LLC (“Sponsor”), International Money Express, Inc. (f/k/a FinTech Acquisition Corp. II) (the “Company”) and SPC Intermex Representative LLC (“Intermex Representative”).

WHEREAS, Sponsor, the Company and Intermex Representative and certain other stockholders of the Company have entered into that certain Shareholders Agreement, dated as of July 26, 2018 (as amended, the “Shareholders Agreement”); capitalized terms used but not defined herein shall have the meanings given to them in the Shareholders Agreement;

WHEREAS, Sponsor desires to distribute (i) on the date hereof (the “First Release Date”), an aggregate of 394,793 shares (the “First Release Shares”) of the shares of the Common Stock held by Sponsor and (ii) on October 15, 2019 (the “Second Release Date”), an aggregate of 394,785 shares (the “Second Release Shares”) of the shares of the Common Stock held by Sponsor, in each case, to those limited liability company members of Sponsor set forth on Exhibit A to this Waiver (the “Investors”) and in the amounts set forth on Exhibit A to this Waiver;

WHEREAS, each of the Investors have entered enter into separate Joinders to that certain Letter Agreement dated January 19, 2017 between certain stockholders of the Company and the Company (copies of which are attached as Exhibit B to this Waiver (the “Joinder Agreements”); and

WHEREAS, the Company, Sponsor and Intermex Representative, in accordance with Section 16 of the Shareholders Agreement, desire to waive certain provisions of the Shareholders Agreement with respect to Sponsor’s distribution of the First Release Shares and the Second Release Shares to the Investors.

NOW THEREFORE, the parties agree as follows:

1. Waiver. The provisions of Section 4 of the Shareholders Agreement are hereby waived, and shall not apply to, the Transfer by Sponsor to the Investors of (i) the First Release Shares on or after the First Release Date and (ii) the Second Release Shares on or after the Second Release Date. In addition, the provisions of Section 6 of the Shareholders Agreement are hereby waived with respect to the foregoing transfers, it being understood that in no event shall the Investors be obligated to become a party to, or be bound by, the Shareholders Agreement in connection with their receipt of the First Release Shares or the Second Release Shares, respectively. This Waiver shall not be deemed a waiver or consent with respect to any other Transfer under the Shareholders Agreement.
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2. This Waiver may be executed in two or more counterparts, and by facsimile or other electronic means, all of which shall be deemed an original and all of which together shall constitute one instrument.
3. Except as specifically set forth in this Waiver, the terms and provisions of the Shareholders Agreement remain in full force and effect. Nothing in this Waiver shall, or shall be construed as, waiving, amending or otherwise modifying any of the Joinder Agreements or the terms thereof.

[Signature Page Follows]

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

FINTECH INVESTOR HOLDINGS II, LLC

By: /s/ Amanda Abrams

Amanda Abrams, Manager

INTERNATIONAL MONEY EXPRESS, INC.

By: /s/ Tony Lauro II

Name: Tony Lauro II
Title: Chief Financial Officer

SPC INTERMEX REPRESENTATIVE LLC

By: /s/ Adam Godfrey

Name: Adam Godfrey
Title: Authorized Signatory

[Shareholders Agreement Waiver]

EXHIBIT A

[List of recipients and amounts of shares to be released]

REGISTRATION RIGHTS AGREEMENT WAIVER

This Registration Rights Agreement Waiver (this “Waiver”) is made and entered into effective as of August 23, 2019, by and among FinTech Investor Holdings II, LLC (“Sponsor”), International Money Express, Inc. (f/k/a FinTech Acquisition Corp. II) (the “Company”) and SPC Intermex, LP (“SPC”).

WHEREAS, Sponsor, the Company, SPC and certain other stockholders of the Company have entered into that certain Registration Rights Agreement, dated as of July 26, 2018 (as amended, the “Registration Rights Agreement”); capitalized terms used but not defined herein shall have the meanings given to them in the Registration Rights Agreement;

WHEREAS, Section 4.4 of the Registration Rights Agreement provides that the Company and the Holders holding a majority of the Registrable Securities then held by all Holders may waive, subject to certain conditions provided therein, any of the provisions of the Registration Rights Agreement;

WHEREAS, SPC currently holds a majority of the Registrable Securities held by all Holders under the Registration Rights Agreement;

WHEREAS, Sponsor desires to distribute (i) on the date hereof, an aggregate of 394,793 shares (the “First Release Shares”) of the shares of the Common Stock held by Sponsor and (ii) on October 15, 2019, an aggregate of 394,785 shares (the “Second Release Shares”) of the shares of the Common Stock held by Sponsor, in each case, to those limited liability company members of Sponsor set forth on Exhibit A to this Waiver (the “Investors”) and in the amounts set forth on Exhibit A to this Waiver;

WHEREAS, the First Release Shares and the Second Release Shares will be transferred to the Investors with an assignment of rights under the Registration Rights Agreement, and in connection therewith, each of the Investors will enter into a Joinder to the Registration Rights Agreement in the form contemplated thereby; and

WHEREAS, the Company and SPC, in accordance with Section 4.4 of the Registration Rights Agreement, desire to waive certain provisions of the Registration Rights Agreement with respect to the Investors.

NOW THEREFORE, the parties agree as follows:

1. Waiver. To the extent an Investor is as of the date hereof, or becomes through execution of a Joinder in accordance with the Registration Rights Agreement upon transfer of the First Release Shares and/or the Second Release Shares, a party to the Registration Rights Agreement, the Company and SPC hereby waive the application of the provisions of Section 2.7 of the Registration Rights Agreement with respect to each such Investor in connection with the first sale of Registrable Securities under that certain Registration Statement on Form S-3 filed by the Company with the SEC on July 30, 2019 to occur after the date of this Waiver (the “First Offering”). This Waiver shall not be deemed a waiver of the application of the provisions of Section 2.7 of the Registration Rights Agreement with respect to any Person, including any other member of Sponsor, other than the Investors identified herein, or with respect to any sale of Registrable Securities pursuant to the Registration Rights Agreement, other than the First Offering. SPC and the Company shall take all necessary action to carry out the intent of this Waiver.
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2. This Waiver may be executed in two or more counterparts, and by facsimile or other electronic means, all of which shall be deemed an original and all of which together shall constitute one instrument.
3. Except as specifically set forth in this Waiver, the terms and provisions of the Registration Rights Agreement remain in full force and effect.

[Signature Page Follows]

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

FINTECH INVESTOR HOLDINGS II, LLC

By: /s/ Amanda Abrams

Amanda Abrams, Manager

INTERNATIONAL MONEY EXPRESS, INC.

By: /s/ Tony Lauro II

Name: Tony Lauro II

Title: Chief Financial Officer

SPC INTERMEX, LP

By: SPC Intermex GP, LLC, its general partner

By: Stella Point Capital, LLC, its managing member

By: /s/ Adam Godfrey

Name: Adam Godfrey

Title: Authorized Signatory

[Registration Rights Agreement Waiver]

EXHIBIT A

[List of recipients and amounts of shares to be released]
