
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

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

Manitex International, Inc.

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

42-1628978
(I.R.S. Employer
Identification No.)

9725 Industrial Drive
Bridgeview, Illinois 60455
(708) 430-7500
(Address of Principal Executive Offices) (Zip Code)

Manitex International, Inc. 2019 Equity Incentive Plan
(Full title of the plan)

David J. Langevin
Chief Executive Officer
Manitex International, Inc.
9725 Industrial Drive
Bridgeview, Illinois 60455
(708) 430-7500
(Name and address, including telephone number and area code, of agent for service)

With copies to:

Todd M. Kaye
Bryan Cave Leighton Paisner LLP
211 N. Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2000

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.001 per share(3)	279,717 shares	\$5.53	\$1,546,835.01	\$187.48

- (1) Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers such additional shares as may be issued as a result of a stock split, stock dividend, recapitalization, or similar transaction.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), based on based upon the average of the high and low prices of the Registrant's common stock on the NASDAQ Capital Market on June 21, 2019.
- (3) Each share of Common Stock issued also represents one Preferred Stock Purchase Right. Preferred Stock Purchase Rights currently cannot trade separately from the underlying Common Stock and, therefore, do not carry a separate price or necessitate an additional registration fee.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in this Part I have been and/or will be delivered to the participants in the Manitex International, Inc. 2019 Equity Incentive Plan (the “2019 Plan”) covered by this Registration Statement as required by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents are not required to be filed with the Securities and Exchange Commission (the “Commission”) as part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Manitex International, Inc. (the “Registrant”) with the Commission are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2018;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2019;
- (c) The Registrant’s Current Reports on [Form 8-K](#) filed on June 13, 2019;
- (d) The Registrant’s Definitive Proxy Statement on [Schedule 14A](#) filed with the Commission on April 30, 2019 for the Annual Meeting of Stockholders held on June 12, 2019;
- (e) The description of the Registrant’s Common Stock contained in the Registration Statement on [Form 8-A](#) filed on January 4, 2005 under the caption “Description of Registrant’s Securities to be Registered” and any amendments or reports filed for the purpose of updating such description; and
- (f) The description of the Registrant’s Preferred Share Purchase Rights contained in the Registration Statement on [Form 8-A](#) filed on October 21, 2008 and any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all 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 of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

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

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is organized under the Michigan Business Corporation Act, which generally empowers Michigan corporations to indemnify a person that is a party, or threatened to be made a party, to any civil, criminal, administrative or investigative action, suit or proceeding, whether formal or informal (other than actions 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 of another enterprise serving at such corporation's request, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection therewith if such person acted in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

In a derivative action (an action brought by or in the right of the corporation), the Michigan Business Corporation Act provides that indemnification may be made for expenses, including attorneys' fees and amounts paid in settlement, actually and reasonably incurred by the director, officer, employee or agent in connection with the action or suit only if such director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders; except that no indemnification is available if such person has been found liable to the corporation unless, and only to the extent that, the court in which the action or suit was brought determines upon application that the defendant director or officer is fairly and reasonably entitled to indemnity. If a director or officer is successful in defending a derivative action, the Michigan Business Corporation Act requires that a Michigan corporation indemnify such director or officer against any expenses actually and reasonably incurred in the action.

The Michigan Business Corporation Act permits Michigan corporations to eliminate or limit the personal liability of directors, except liability for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) intentional infliction of harm on the corporation or its shareholders; (iii) a violation of Section 551 of the Michigan Business Corporation Act, which pertains to unlawful payments of dividends, stock purchases or redemptions; and (iv) an intentional criminal act.

The Registrant has adopted provisions in its Amended and Restated Bylaws that provide for indemnification to the fullest extent permitted by applicable law. In addition, the Registrant will maintain directors and officers liability insurance coverage for our directors and officers that will provide for damages, judgments, settlements, defense costs, charges and expenses incurred by reason of any actual or alleged breach of duty, error, misstatement, misleading statement or omission done or made in their capacities as directors and/or officers of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on November 13, 2008).</u>
4.2	<u>Amended and Restated Bylaws of Veri-Tek International, Corp. (now known as Manitex International, Inc.), as amended (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed on March 27, 2008; File No. 001-32401).</u>
4.3	<u>Rights Agreement, dated as of October 17, 2008, between Manitex International, Inc. and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on October 21, 2008).</u>
4.4	<u>Manitex International, Inc. 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 13, 2019).</u>
5.1	<u>Opinion of Bowen, Radabaugh & Milton, P.C. regarding the validity of the securities offered by this Registration Statement.</u>
23.1	<u>Consent of UHY LLP.</u>
23.2	<u>Consent of Grant Thornton LLP.</u>
23.3	<u>Consent of Bowen, Radabaugh & Milton, P.C. (included in Exhibit 5.1).</u>
24	<u>Powers of Attorney of directors and certain officers of the Registrant (included on signature page).</u>

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 this 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 this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of 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 a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this registration statement; and

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

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

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

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

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

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on a Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgeview, State of Illinois, on June 26, 2019.

MANITEX INTERNATIONAL, INC.

By: /s/ David J. Langevin
David J. Langevin
Chief Executive Officer

Power of Attorney

Each person whose signature appears below hereby constitutes and appoints David J. Langevin and Laura R. Yu, and each of them (with full power to each of them to act alone), his or her true and lawful attorneys in fact and agents, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same, with exhibits and any and all other documents filed with respect thereto, with the U.S. Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys in fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on June 26, 2019.

SIGNATURE

CAPACITY

<u>/s/ David J. Langevin</u> David J. Langevin	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Laura R. Yu</u> Laura R. Yu	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Ronald M. Clark</u> Ronald M. Clark	Director
<u>/s/ Robert S. Gigliotti</u> Robert S. Gigliotti	Director
<u>/s/ Frederick B. Knox</u> Frederick B. Knox	Director
<u>/s/ Marvin B. Rosenberg</u> Marvin B. Rosenberg	Director
<u>/s/ Ingo Schiller</u> Ingo Schiller	Director
<u>/s/ Stephen J. Tober</u> Stephen J. Tober	Director

**BOWEN, RADABAUGH
& MILTON, P.C.**

ATTORNEYS AND COUNSELORS

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TOLEDO, OHIO OFFICE

June 26, 2019

Manitex International, Inc.
9725 Industrial Drive
Bridgeview, Illinois 60455

Re: Registration Statement on Form S-8

Gentlemen and Ladies,

We have acted as special counsel to Manitex International, Inc., a Michigan corporation (the "Company"), in connection with that certain Registration Statement (the "Registration Statement") on Form S-8 filed on June 18, 2019 by the Company with the Securities and Exchange Commission (the "Commission"), for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), an aggregate of 279,717 shares (the "Shares") of authorized common stock, \$0.001 par value, which may be issued or acquired pursuant to the Manitex International, Inc., 2019 Equity Incentive Plan (the "Plan"). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K under the Act.

In rendering this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the:

- (i) The Company's Articles of Incorporation, as amended from time to time to date (the "Articles of Incorporation");
- (ii) The Amended and Restated Bylaws of the Company, as amended, as in effect on the date hereof (the "Bylaws");
- (iii) The Plan; and
- (iv) The Registration Statement and all documents referenced therein.

In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. When relevant facts were not independently established, with your permission, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company, whether contained in the documents referenced above or otherwise, including all representations and warranties, as being true and correct.

In connection herewith, we have assumed that, other than with respect to the Company, all of the documents referred to in this opinion have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents. We have further assumed that all of the signatories to such documents have been duly authorized and all such parties are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

Based upon the foregoing, we are of the opinion that the Shares, when and if issued in accordance with the terms and conditions of the Plan, will be duly authorized, validly issued, and fully paid and non-assessable.

The opinions herein reflect only the application of applicable laws of the State of Michigan (excluding the securities and blue sky laws of such State, as to which we express no opinion). The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

This opinion letter is being delivered by us solely for your benefit in connection with the filing of the Registration Statement with the Commission. We do not render any opinions except as set forth above.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. We also consent to your filing copies of this opinion letter with agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the sale of the Shares. In giving such consent, we do not admit that we are "experts" within the meaning of Section 11 of the Act or within the category of persons whose consent is required under Section 7 of the Act.

Yours truly,

/s/ Bowen, Radabaugh & Milton, P.C.

Bowen, Radabaugh & Milton, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference our report dated April 10, 2018 of Manitex International, Inc., relating to our audits of the consolidated balance sheet as of December 31, 2017 and the related consolidated statements of operations, comprehensive loss, shareholders' equity, and cash flows for each of the two years ended December 31, 2017, and the related notes in the Registration Statement on Form S-8 (No. 333-).

/s/ UHY LLP
Sterling Heights, Michigan
June 26, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated May 15, 2019, with respect to the consolidated financial statements and internal control over financial reporting of Manitex International, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2018, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Chicago, Illinois
June 26, 2019