
**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)

Second Amended and Restated Manitex International, Inc. 2004 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)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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)	979,364 shares	\$8.75	\$8,569,435.00	\$993.20

- (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 January 26, 2017.
 - (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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FORM S-8 PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is filed with the Securities and Exchange Commission (the “Commission”) pursuant to General Instruction E on Form S-8 to register an additional 979,364 shares of Common Stock that may be issued to participants under the Second Amended and Restated Manitex International, Inc. 2004 Equity Incentive Plan. The contents of the earlier Registration Statement on Form S-8, Registration No. 333-126978, is hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

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, 2015;
- (b) The Registrant’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016;
- (c) The Registrant’s Current Reports on Form 8-K (or Form 8-K/A, as appropriate) filed on January 4, 2016, March 17, 2016, June 3, 2016, June 6, 2016, July 25, 2016, October 3, 2016, December 20, 2016, December 28, 2016, December 29, 2016, December 30, 2016 and January 23, 2017;
- (d) The Registrant’s Definitive Proxy Statement on Schedule 14A filed with the Commission on April 26, 2016 for the Annual Meeting of Stockholders held on June 2, 2016; and
- (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.
- (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 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which Index is incorporated herein by reference.

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 January 27, 2017.

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 David H. Gransee, 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 January 27, 2017.

<u>SIGNATURE</u>	<u>CAPACITY</u>
<u>/s/ David J. Langevin</u> David J. Langevin	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ David H. Gransee</u> David H. Gransee	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/ Stephen J. Tober</u> Stephen J. Tober	Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	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).
4.2	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).
4.3	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).
4.4	Second Amended and Restated Manitex International, Inc. 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K filed on March 30, 2010).
4.5	First Amendment to the Second Amended and Restated Manitex International, Inc. 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q August 7, 2013).
4.6	Second Amendment to the Second Amended and Restated Manitex International, Inc. 2004 Equity Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A for its 2016 Annual Meeting of Stockholders, filed April 26, 2016).
5.1	Opinion of Bowen, Radabaugh & Milton, P.C. regarding the validity of the securities offered by this Registration Statement.
23.1	Consent of UHY LLP.
23.2	Consent of Bowen, Radabaugh & Milton, P.C. (included in Exhibit 5.1).
24	Powers of Attorney of directors and certain officers of the Registrant (included on signature page).

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

ATTORNEYS AND COUNSELORS

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January 27, 2017

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 January 27, 2017 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 979,364 shares (the "Shares") of authorized common stock, \$0.001 par value, which may be issued or acquired pursuant to the Manitex International, Inc., Second Amended and Restated 2004 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;
- (iv) The Registration Statement and all documents referenced therein; and
- (v) The Resolutions of the Company's Board of Directors.

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, 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 consent to the incorporation by reference of our report dated March 10, 2016, relating to the consolidated financial statements and internal controls of Manitex International, Inc. as of December 31, 2015 and 2014 and for the three years ended December 31, 2015, in this Registration Statement on Form S-8 (Form S-8 No. 333-).

/s/ UHY, LLP

Sterling Heights, Michigan
January 27, 2017