

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 205499**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LM FUNDING AMERICA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6199
(Primary Standard Industrial
Classification Code Number)

47-3844457
(I.R.S. Employer
Identification Number)

302 Knights Run Avenue, Suite 1000
Tampa, Florida 33602
Telephone No.: (813) 222-8996

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Richard Russell
Chief Financial Officer
302 Knights Run Avenue, Suite 1000
Tampa, Florida 33602
Telephone No.: (813) 222-8996

(Name, address including zip code, and telephone number, including area code, of agent for service)

Copies to:
Curt P. Creely, Esq.
Foley & Lardner LLP
100 North Tampa Street, Suite 2700
Tampa, Florida 33602
Telephone No.: (813) 229-2300
Facsimile No.: (813) 221-4210

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-227203

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large Accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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 Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
Units, each Unit consisting of one share of common stock, par value \$0.001 per share and one common warrant to purchase one share of common stock ⁽³⁾	\$ 1,150,000	\$ 139.38
(i) Common stock included in the Units ⁽⁴⁾	—	—
(ii) Common warrants included in the Units ⁽⁴⁾	—	—
Pre-funded Units, each Pre-funded Unit consisting of one pre-funded warrant to purchase one share of common stock and one common warrant to purchase one share of common stock ⁽³⁾	\$ 1,138,500	\$ 137.99
(i) Pre-funded warrants included in the Pre-funded Units ⁽⁴⁾	—	—
(ii) Common warrants included in the Pre-funded Units ⁽⁴⁾	—	—
Shares of common stock issuable upon exercise of common warrants ⁽³⁾⁽⁵⁾	\$ 2,300,000	278.76
Shares of common stock issuable upon conversion of the pre-funded warrants ⁽³⁾⁽⁵⁾	\$ 11,500	\$ 1.40
Underwriter's warrants ⁽⁶⁾	—	—
Common Stock issuable upon exercise of Underwriter's warrants ⁽⁷⁾	\$ 63,250	\$ 7.67
Total	\$ 4,663,250	\$ 565.20

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(o) under the Securities Act of 1933, as amended (the "Securities Act"). LM Funding America, Inc. previously registered securities with a proposed maximum aggregate offering price of \$23,316,250 on a Registration Statement on Form S-1 (Registration No. 333-227203), as amended (the "Related Registration Statement"), and paid a fee of \$2,825.93. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.
- (2) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) The proposed maximum aggregate offering price of the Units proposed to be sold in the offering under this registration statement will be reduced on a dollar-for-dollar basis based on the offering price of any Pre-funded Units offered and sold in the offering, and as such the proposed maximum aggregate offering price of the Units and Pre-funded Units (including the common stock issuable upon exercise of the pre-funded warrants included in the Pre-funded Units), if any, is \$1,150,000.
- (4) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act.
- (5) Pursuant to Staff Compliance and Disclosure Interpretation 240.06, equals the aggregate exercise price of the warrants.
- (6) No separate fee is required pursuant to Rule 457(g) under the Securities Act.
- (7) Represents warrants to purchase a number of shares of common stock equal to 5% of the number of shares of common stock included in the Units sold in this offering (including the number of shares of common stock issuable upon exercise of the Pre-funded warrants included in the Pre-funded Units sold in this offering) at an exercise price equal to 110% of the offering price per unit.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) OF THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

LM Funding America, Inc. (the "Company") is filing this registration statement with the Securities and Exchange Commission, or SEC, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-227203), which was originally filed with the SEC on September 5, 2018 and declared effective on October 29, 2018 (the "Registration Statement").

We are filing this registration statement for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$4,663,250. The information set forth in the Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

Exhibit Number	Document Description
5.1	<u>Opinion of Foley & Lardner LLP.</u>
23.1	<u>Consent of Skoda Minotti & Co., independent registered public accounting firm.</u>
23.2	<u>Consent of MaloneBailey, LLP independent registered public accounting firm.</u>
23.3	<u>Consent of Foley & Lardner LLP (contained in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (Incorporated by reference to Exhibit 24.1 to Form S-1 (Registration No. 333-227203).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, Florida, on this 30th day of October, 2018.

LM FUNDING AMERICA, INC.

By: /s/ Bruce M. Rodgers

Bruce M. Rodgers, Chairman of the Board of Directors and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce M. Rodgers</u> Bruce M. Rodgers	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	October 30, 2018
<u>/s/ Richard Russell</u> Richard Russell	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	October 30, 2018
<u>*</u> Carollin Gould	Director	October 30, 2018
<u>*</u> Andrew Graham	Director	October 30, 2018
<u>*</u> Martin Traber	Director	October 30, 2018
<u>*</u> Douglas I. McCree	Director	October 30, 2018
<u>*</u> Joel E. Rodgers, Sr.	Director	October 30, 2018
<u>*</u> Frederick Mills	Director	October 30, 2018

By: /s/ Bruce M. Rodgers

Bruce M. Rodgers, Attorney-in-Fact

ATTORNEYS AT LAW

100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FL 33602-5810
P.O. BOX 3391
TAMPA, FL 33601-3391
813.229.2300 TEL
813.221.4210 FAX
WWW.FOLEY.COM

0106

October 30, 2018

LM Funding America, Inc.
302 Knights Run Avenue, Suite
1000
Tampa, Florida 33602

Ladies and Gentlemen:

We have acted as counsel to LM Funding America, Inc., a Delaware corporation (the “Company”), in connection with the Company’s Registration Statement on Form S-1 (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under Rule 462 of the Securities Act of 1933, as amended (the “Securities Act”) relating to the offer and sale of a proposed maximum aggregate offering price of \$4,663,250 of: (i) units (each, a “Common Unit”), with each Common Unit consisting of one share of common stock, \$0.001 par value per share (each a “Share”) and a warrant to purchase one Share (each a “Common Warrant” and each Share underlying a Warrant, a “Common Warrant Share”), (ii) pre-funded units (each a “Pre-funded Unit” and together with the Common Units, the “Units”), with each Pre-funded Unit consisting of a pre-funded warrant to purchase one Share (each a “Pre-funded Warrant,” and each Share underlying a Pre-funded Warrant, a “Pre-funded Warrant Share”) and one Common Warrant, and (iii) underwriter’s warrants to purchase Shares (each an “Underwriter’s Warrant” and, together with the Common Warrants and the Pre-funded Warrants, the “Warrants,” and each Share underlying an Underwriter’s Warrant, an “Underwriter’s Warrant Share,” and together with the Common Warrant Shares and the Pre-funded Warrant Shares, the “Warrant Shares”) to be issued to Maxim Group LLC (the “Underwriter”) pursuant to an underwriting agreement to be entered into by and between the Company and the Underwriter (the “Underwriting Agreement”). The Units, the Shares, the Warrants and the Warrant Shares are collectively referred to as the “Securities” herein.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

- (a) the Registration Statement;
- (b) the Underwriting Agreement;
- (c) the certificate of incorporation of the Company as in effect on the date hereof and as amended to date;
- (d) the bylaws of the Company, as in effect on the date hereof and as amended to date;
- (d) corporate proceedings of the Company relating to its proposed issuance of the Securities;

BOSTON	JACKSONVILLE	MILWAUKEE	SAN DIEGO	TAMPA
BRUSSELS	LOS ANGELES	NEW YORK	SAN FRANCISCO	TOKYO
CHICAGO	MADISON	ORLANDO	SILICON VALLEY	WASHINGTON, D.C.
DETROIT	MIAMI	SACRAMENTO	TALLAHASSEE	

LM Funding America, Inc.

Page

and

- (e) such other instruments and documents as we have deemed relevant or necessary in connection with our opinions set forth herein.

We have made such examinations of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies. We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Our opinions expressed herein are subject to the following qualifications and exceptions: (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium, or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences, and equitable subordination; and (ii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law). This opinion is limited in all respects to the General Corporation Law of the State of Delaware and, with respect to the Warrants constituting valid, legally binding, and enforceable obligations of the Company, the laws of the State of New York, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdictions. The reference and limitation to the "General Corporation Law of the State of Delaware" includes all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) execution and delivery by the Company of the Underwriting Agreement, (ii) effectiveness of the Registration Statement, (iii) issuance of the Securities pursuant to the terms of the Underwriting Agreement, and (iv) receipt by the Company of the consideration for the Securities specified in the resolutions of the Company's Board of Directors or a committee thereof:

1. The Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.
-

LM Funding America, Inc.

Page

2. The Units have been duly authorized for issuance and, when the Units are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Units will constitute valid and legally binding obligations of the Company.

3. The Warrants have been duly authorized and, upon delivery of the consideration as provided in the Underwriting Agreement, will constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms, subject, as to enforcement, to bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally and by general equitable principles (regardless of whether enforcement is sought in equity or at law), including, without limitation, principles regarding good faith and fair dealing (including the possible unavailability of specific performance or injunctive relief, concepts of materiality and reasonableness, and the discretion of the court before which a proceeding is brought).

4. The Warrant Shares issuable upon exercise of the Warrants have been duly authorized and, when issued upon exercise of the Warrants in accordance with the terms thereof, will be validly issued, fully paid and non-assessable.

It is understood that this opinion is to be used only in connection with the offer, sale, and issuance of the Securities while the Registration Statement is in effect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP
Foley & Lardner LLP

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 31, 2017 relating to the consolidated financial statements of LM Funding America Inc. and subsidiaries as of and for the year ended December 31, 2016, which appears in LM Funding America Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Skoda Minotti & Co.

Tampa, Florida
October 30, 2018



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 16, 2018 with respect to the audited consolidated financial statements of LM Funding America, Inc. and its subsidiaries (collectively, the “Company”) as of December 31, 2017 and for the year then ended.

We also consent to the references to us under the heading “Experts” in such Registration Statement.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
October 30, 2018