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

AMENDMENT NO. 3
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXELA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	47-1347291 (I.R.S. Employer Identification No.)
--	--

Exela Technologies, Inc.
2701 E. Grauwylar Rd.
Irving, TX 75061
(214) 740-6500
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Jim Reynolds, Chief Financial Officer
Exela Technologies, Inc.
2701 E. Grauwylar Rd.
Irving, TX 75061
(214) 740-6500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Maurice Lefkort
Willkie, Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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.

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Accelerated filer

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

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 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(4)
Shares of Common Stock, \$0.0001 par value per share	146,665,929	\$5.43(3)	\$796,395,994.47(2)	\$92,302.30

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover an indeterminate number of additional shares to be offered or issued from stock splits, stock dividends or similar transactions with respect to the shares being registered.
- (2) Includes 146,665,929 shares of Common Stock registered for resale by the Selling Stockholders named in this registration statement, consisting of 139,092,623 shares of Common Stock and 7,543,306 shares of Common Stock issuable upon conversion of the issuer's Series A Perpetual Convertible Preferred Stock.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Common Stock on The Nasdaq Capital Market ("Nasdaq") on September 18, 2017.
- (4) Calculated by multiplying the estimated aggregate offering price of the securities being registered by 0.0001159.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

The sole purpose of this Amendment No. 3 to Registration Statement on Form S-3 is to update the opinion of Willkie Farr & Gallagher LLP as Exhibit 5.1 and to re-file the Exhibit Index in Item 16(a) of Part II. No change is made to Part I or Items 13, 14, 15 or 17 of Part II of the registration statement and those items have therefore been omitted. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II, the signature page of the registration statement and the exhibit filed herewith.

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits.

The exhibit index attached hereto is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
1.1*	Form of Underwriting Agreement
2.1(1)	Business Combination Agreement, dated as of February 21, 2017, by and among Quinpario Acquisition Corp. 2, Quinpario Merger Sub I, Inc., Quinpario Merger Sub II, Inc., Novitex Holdings, Inc., SourceHOV Holdings, Inc., Novitex Parent, L.P, HOVS LLC and HandsOn Fund 4 I, LLC
2.2(3)	Modification Agreement, dated as of June 15, 2017
3.1(2)	Restated Certificate of Incorporation, dated July 12, 2017
3.2(2)	Amended and Restated Bylaws, dated July 12, 2017
4.1(4)	Specimen common stock certificate
5.1**	Opinion of Willkie Farr & Gallagher LLP
10.1(2)	Amended and Restated Registration Rights Agreement, dated as of July 12, 2017, by and among Exela Technologies, Inc. and the Holders party thereto
23.1(5)	Consent of Marcum LLP
23.2(5)	Consent of KPMG LLP
23.3(5)	Consent of PricewaterhouseCoopers LLP
23.4	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this Registration Statement)

* To be filed, if necessary, after effectiveness of this registration statement by an amendment to the registration statement or incorporated by reference from documents filed or to be filed with the SEC under the Exchange Act.

- (1) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on February 22, 2017.
- (2) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed July 18, 2017.
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on June 21, 2017.
- (4) Incorporated by reference to Exhibit 4.2 of the Amendment No. 2 to the Registrant's Registration Statement on Form S-1, filed December 11, 2014.
- (5) Previously filed with Amendment No. 2 to the Registrant's Registration Statement on Form S-3, filed September 21, 2017 and incorporated herein by reference.

** Filed herewith.

<u>Name</u>	<u>Title</u>
* _____ Par Chadha	Director
* _____ Nathaniel J. Lipman	Director
* _____ John H. Rexford	Director

Signature

*By: /s/ RONALD COGBURN

Ronald Cogburn
Attorney-in-Fact

QuickLinks

[Item 16. Exhibits and Financial Statement Schedules](#)

[EXHIBIT INDEX](#)

[SIGNATURES](#)

[POWER OF ATTORNEY](#)

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue
New York, NY 10019-6099
Tel: 212 728 8000
Fax: 212 728 8111

September 27, 2017

Exela Technologies, Inc.
2701 E. Grauwlyer Rd.
Irving, Texas 75061Re: Exela Technologies, Inc. – Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Exela Technologies, Inc., a Delaware corporation (the “**Company**”), with respect to the Company’s Registration Statement on Form S-3 (the “**Registration Statement**”) originally filed by the Company with the Securities and Exchange Commission on or about July 27, 2017. The Registration Statement relates to the sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended, by the selling shareholders named in the Registration Statement (the “**Selling Shareholders**”) of up to 146,665,929 shares of Common Stock, par value \$0.0001 per share (the “**Shares**”), which includes (i) 80,600,000 Shares issued to the sole stockholder of SourceHOV Holdings, Inc. (“**SourceHOV**”) and 30,600,000 Shares issued to the sole stockholder of Novitex Holdings, Inc. (“**Novitex**”) in connection with the business combination agreement pursuant to which Quinpario Acquisition Corp. 2 combined with Novitex and SourceHOV and changed its name to Exela Technologies, Inc. (the “**Business Combination**”), (ii) 21,700,265 Shares issued in a private placement to certain investors in connection with the Business Combination, (iii) 2,524,555 Shares issued in a private placement to certain investors in respect of fees and other consideration in connection with the Business Combination, (iv) 3,667,803 shares of Common Stock previously issued upon conversion of the Company’s Series A Convertible Preferred Stock ((i) – (iv) collectively, the “**Common Shares**”), and (v) 7,573,306 Shares issuable upon the conversion of 6,194,233 shares of Series A Convertible Preferred Stock issued in a private placement to certain investors in connection with the Business Combination (such converted shares, the “**Preferred Common Shares**”).

We have examined, among other things, originals and/or copies (certified or otherwise identified to our satisfaction) of such documents, papers, statutes, and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company.

NEW YORK WASHINGTON HOUSTON PARIS LONDON FRANKFURT BRUSSELS MILAN ROME
in alliance with Dickson Minto W.S., London and Edinburgh

We have also assumed that:

- (i) the Registration Statement will be effective and will comply with all applicable laws at the time the Shares are offered as contemplated by the Registration Statement; and
- (ii) all Shares will be sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the appropriate Prospectus Supplement.

Based on the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion that:

- 1 . with respect to the Common Shares to be offered pursuant to the Registration Statement by the Selling Shareholders named in the Registration Statement, such shares have been duly authorized and are validly issued, fully paid and non-assessable; and
- 2 . with respect to the Preferred Common Shares to be offered pursuant to the Registration Statement by the Selling Shareholders, when such shares are issued pursuant to the terms of the Certificate of Designations, Preference, Rights and Limitations of Series A Perpetual Convertible Preferred Stock of the Company, such shares will have been duly authorized and validly issued, fully paid and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction or any other laws of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus contained in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Selling Shareholders or the Shares.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP
