
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):

May 23, 2016

IDI, Inc.

(Exact name of registrant as specified in its charter)

Delaware

333-158336

77-0688094

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2650 North Military Trail, Suite 300, Boca Raton,
Florida

33431

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

561-757-4000

Not Applicable

Former name or former address, if changed since last report

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))
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Item 8.01 Other Events.

This Current Report on Form 8-K is being filed for the sole purpose of filing as an exhibit an opinion (the "Opinion") delivered to IDI, Inc. (the "Company") by Akerman LLP in connection with the previously announced sale by the Company of 1,000,000 shares of the Company's common stock, par value \$0.0005 per share, which sale closed today. The Opinion is being filed herewith in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 and is incorporated by reference into the Company's Registration Statement on Form S-3 (Registration No. 333-205614).

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Exhibit

5.1 Opinion of Akerman LLP.

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SIGNATURES

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.

IDI, Inc.

May 23, 2016

By: */s/ Derek Dubner*

*Name: Derek Dubner
Title: CEO*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Akerman LLP.

Exhibit 5.1

May 23, 2016

IDI, Inc.
2650 North Military Trail
Suite 300
Boca Raton, Florida 33431

Re: Common Stock registered under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to IDI, Inc., a Delaware corporation (the "Company"), in connection with the Securities Purchase Agreement dated May 17, 2016 (the "Agreement") by and between the Company and Chardan Capital Markets, LLC, and the investors signatories thereto (the "Investors"), relating to the sale by the Company to the Investors of 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0005 per share (the "Common Stock").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

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

1. Certificate of Incorporation of the Company, as amended, as certified by the Delaware Secretary of State on May 19, 2016;
2. Bylaws of the Company, as amended, as certified by the Secretary of the Company on May 20, 2016;
3. The Agreement;
4. Registration Statement on Form S-3 (Registration No. 333-205614) as filed by the Company with the Securities and Exchange Commission (the "Commission") on July 10, 2015 (as such registration statement became effective on July 21, 2015, the "Registration Statement") pursuant to the Securities Act;
5. The prospectus supplement, dated May 17, 2016, in the form filed with the Commission on May 18, 2016 pursuant to Rule 424(b)(5) promulgated under the Securities Act (the "Prospectus Supplement"), together with the base prospectus dated July 21, 2015;
6. Draft minutes of the Board of Directors of the Company at a meeting held on May 16, 2016 approving the Agreement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed (i) that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and (ii) the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties.

The opinion expressed below is limited to the federal securities laws of the United States of America and the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that when the Shares have been delivered to and paid for by the Investors as contemplated by the Agreement, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. We also hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ AKERMAN LLP