

META FINANCIAL GROUP INC

Form 8-K

January 26, 2010

[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **January 22, 2010**

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**Meta Financial Group, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-22140**  
(Commission File  
Number)

**42-1406262**  
(IRS Employer  
Identification No.)

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**121 East Fifth Street, Storm Lake, IA 50588**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(712) 732-4117**

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 (see General Instruction A.2. below):

- 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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Table of Contents

**TABLE OF CONTENTS**

<u>Section 3</u>	<u>Securities and Trading Markets</u>
<u>Item 3.02</u>	<u>Unregistered Sale of Equity Securities</u>
<u>Section 9</u>	<u>Financial Statements and Exhibits</u>
<u>Item 9.01</u>	<u>Financial Statements and Exhibits</u>
<u>Signatures</u>	
<u>Exhibit Index</u>	
Exhibit 10.1	

Table of Contents

**Section 3 Securities and Trading Markets**

**Item 3.02 Unregistered Sales of Equity Securities**

The following sets forth the information required by Item 701 of Regulation S-K with respect to the unregistered sales of equity securities by Meta Financial Group, Inc., a Delaware corporation (the Company), pursuant to an agreement entered into on January 22, 2010:

On January 22, 2010, the Company agreed to sell 265,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), to Cash America International, Inc., a Texas corporation (Cash America). Such sale is scheduled to close on January 26, 2010, at which time Cash America will hold approximately 9.1% of the issued and outstanding Common Stock of the Company. The Securities Purchase Agreement (the Agreement) entered into by the parties includes a registration rights agreement, the form of which is attached as Exhibit B to the Agreement.

Cash America will pay \$21.33 per share of Common Stock, for an aggregate purchase price of \$5,652,450. The Company paid no fees or commissions in connection with the issuance of the Common Stock to Cash America. The bulk of these proceeds will be used to fund growth in the Meta Payment Systems division.

The sale of the Common Stock was undertaken by the Company without registration in reliance upon Section 4(2) of the Securities Act of 1933, as amended (the 1933 Act), and Rule 506 of Regulation D as promulgated by the United States Securities and Exchange Commission under the 1933 Act. Cash America is an accredited investor within the meaning of Regulation D.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following Exhibits are being furnished herewith:

10.1 Securities Purchase Agreement by and between Meta Financial Group, Inc. and Cash America International, Inc., dated January 22, 2010



Table of Contents

**SIGNATURE**

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.

META FINANCIAL GROUP, INC.

By: /s/ J. Tyler Haahr  
J. Tyler Haahr  
President and Chief Executive Officer

Dated: January 26, 2010

Table of Contents

Exhibit Index

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.1	Securities Purchase Agreement by and between Meta Financial Group, Inc. and Cash America International, Inc., dated January 22, 2010