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META FINANCIAL GROUP INC

Form S-8

March 19, 2007

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

META FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

42-1406262
(I. R. S. Employer
Identification
Number)

121 EAST FIFTH STREET
STORM LAKE, IOWA 50588
(Address of principal executive offices) (Zip Code)

META FINANCIAL GROUP, INC.
2002 OMNIBUS INCENTIVE PLAN
(FORMERLY KNOWN AS FIRST MIDWEST FINANCIAL, INC.
2002 OMNIBUS INCENTIVE PLAN)

(Full title of the Plan)

J. Tyler Haahr
Chief Executive Officer
Meta Financial Group, Inc.
121 East Fifth Street
Storm Lake, Iowa 50588
(Name and address of agent for service)

(712) 732-4117
(Telephone number, including area code, of agent for service)

Copies to:
Jeffrey M. Werthan, Esq.
Katten Muchin Rosenman LLP
1025 Thomas Jefferson Street, NW
East Lobby, 7th Floor
Washington, DC 20007
(202) 625-3569

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 price (2)	Amount registra fee
Common Stock, \$ 0.01 par value	200,000 shares	\$29.86	\$5,972,422	\$183.3

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- (1) This Registration Statement covers 200,000 shares of common stock, par value \$.01 per share ("Common Stock") issued or available for issuance under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act of 1933"), this Registration Statement also covers an indeterminate number of additional shares of Common Stock which may be issued under the adjustment provisions of the Plan.
- (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act of 1933 as follows: (i) in the case of shares of Common Stock which may be purchased upon exercise of outstanding grants or options, the fee is calculated on the basis of the price at which the options or grants may be exercised, and (ii) in the case of shares of Common Stock for which options or grants have not yet been issued, and the option price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on the National Market System of the National Association of Securities Dealers Automated Quotation System (NASDAQ) on March 15, 2007.

INTRODUCTORY STATEMENT UNDER GENERAL INSTRUCTION (E) OF FORM S-8

This Registration Statement is being filed to register an additional 200,000 shares of common stock, par value \$.01 per share ("Common Stock") available for issuance under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended (the "Plan"). As a result of an amendment to the Plan, which was approved by our stockholders on January 22, 2007, the number of shares of Common Stock authorized for issuance under the Plan was increased from 200,000 to 400,000. On November 3, 2003, we registered 200,000 shares of Common Stock for issuance under the Plan by a Registration Statement on Form S-8 (Registration Statement No. 333-110200). Pursuant to General Instruction (E) of Form S-8, the contents of Registration Statement No. 333-110200 are incorporated herein by reference.

PART II

Information Required in the Registration Statement

Item 8. Exhibits

Exhibit Number	Exhibits
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5.1	Opinion of Katten Muchin Rosenman LLP.
23.1	Consent of McGladrey & Pullen, LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Katten Muchin Rosenman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages

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hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on 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 Storm Lake, State of Iowa, on this 19th day of March, 2007.

META FINANCIAL GROUP, INC.

By: /s/ J. TYLER HAAHR

J. Tyler Haahr
Chief Executive Officer (principal
executive officer)
and President

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints J. Tyler Haahr and Jonathan M. Gaiser, and each of them severally, acting alone and without the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, to sign on his or her behalf, individually and in each capacity stated below, all amendments and post-effective amendments to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as each might or could do in person, hereby ratifying and confirming each act that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

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

Signature

Titles

Chief Executive Officer (principal executive

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/s/ J. TYLER HAAHR ----- J. Tyler Haahr	officer) and President	Mar
/s/ JAMES S. HAAHR ----- James S. Haahr	Chairman of the Board	Mar
/s/ E. WAYNE COOLEY ----- E. Wayne Cooley	Director	Mar
/s/ E. THURMAN GASKILL ----- E. Thurman Gaskill	Director	Mar
/s/ BRAD HANSON ----- Brad Hanson	Director	Mar
/s/ FREDERICK V. MOORE ----- Frederick V. Moore	Director	Mar
/s/ RODNEY G. MUILENBURG ----- Rodney G. Muilenburg	Director	Mar
/s/ JEANNE PARTLOW ----- Jeanne Partlow	Director	Mar
/s/ JONATHAN M. GAISER ----- Jonathan M. Gaiser	Chief Financial Officer (principal financial and accounting officer)	Mar

EXHIBIT INDEX

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