

META FINANCIAL GROUP INC

Form 8-K

February 02, 2010

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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): **January 29, 2010**

Meta Financial Group, Inc.

(Exact name of registrant as specified in its charter)

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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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 by the parties on January 29, 2010:

On January 29, 2010, the Company agreed to sell 150,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), to NetSpend Holdings, Inc., a Delaware corporation ("NetSpend"). The sale closed on January 29, 2010, and at the conclusion of the sale NetSpend held approximately 4.9% 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. No board seats or management rights were provided to NetSpend in connection with its investment in Meta.

NetSpend paid \$21.40 per share of Common Stock, for an aggregate purchase price of \$3,210,000. The Company paid no fees or commissions in connection with the issuance of the Common Stock to NetSpend. The bulk of these proceeds will be used to support growth in the Meta Payment Systems division.

The sale of the Common Stock was undertaken by the registrant 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. NetSpend 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 NetSpend Holdings, Inc., dated January 29, 2010

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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: February 2, 2010

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Exhibit Index

Exhibit Number	Description of Exhibit
10.1	Securities Purchase Agreement by and between Meta Financial Group, Inc. and NetSpend Holdings, Inc., dated January 29, 2010