
**UNITED STATES
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)

5501 South Broadband Lane
Sioux Falls, South Dakota 57108
(Address, Including Zip Code, of Principal Executive Offices)

Meta Financial Group, Inc.
2002 Omnibus Incentive Plan
(Full Title of the Plan)

Glen W. Herrick
Executive Vice President and
Chief Financial Officer
5501 South Broadband Lane
Sioux Falls, South Dakota 57108
(605) 782-1767
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Lawrence D. Levin, Esq.
Mark J. Reyes, Esq.
Katten Muchin Rosenman LLP
525 West Monroe Street
Chicago, Illinois 60661
Telephone No.: (312) 902-5200
Facsimile No.: (312) 902-1061

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	450,000 shares ⁽¹⁾	\$104.425 ⁽²⁾	\$46,991,250 ⁽²⁾	\$5,851 ⁽²⁾

- (1) Meta Financial Group, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement to register an additional 450,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), authorized for issuance under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan (the “2002 Plan”). Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the provisions of the 2002 Plan relating to adjustments resulting from any stock dividend, stock split, recapitalization or similar change.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The price of \$104.425 per share represents the average of the high and low sales prices of the Common Stock as reported on the Nasdaq Global Select Market on January 22, 2018.

EXPLANATORY NOTE

A Registration Statement on Form S-8 has been filed previously with the Securities and Exchange Commission (the “Commission”) on each of November 3, 2003 (File No. 333-110200), March 19, 2007 (File No. 333- 141407), and June 11, 2008 (File No. 333- 151604) covering securities issued or issuable under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan (the “2002 Plan”). Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 450,000 shares of Common Stock issuable under the 2002 Plan and hereby incorporates by reference the contents of the prior Registration Statements except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) the Registrant’s annual report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Commission on November 29, 2017;
- (2) the Registrant’s current reports on Form 8-K, filed with the Commission on November 28, 2017, January 2, 2018, January 9, 2018 and January 24, 2018; and
- (3) the portions of the Registrant’s Definitive Proxy Statement on Schedule 14A for the 2018 annual meeting of stockholders held on January 22, 2018 incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017; and
- (4) the description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on July 29, 1993, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports to the extent furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

- 5.1 [Opinion of Katten Muchin Rosenman LLP*](#)
- 23.1 [Consent of KPMG LLP*](#)
- 23.2 [Consent of Katten Muchin Rosenman LLP \(included in Exhibit 5.1\)](#)
- 24.1 [Power of Attorney \(included on signature page\)](#)
- 99.1 [Amended and Restated Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended \(Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed January 24, 2018\).](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Sioux Falls, State of South Dakota, on the 24th day of January, 2018.

META FINANCIAL GROUP, INC.

By: /s/ J. Tyler Haahr
Name: J. Tyler Haahr
Title: Chairman of the Board and
Chief Executive Officer
(*Principal Executive Officer*)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Tyler Haahr or Glen W. Herrick, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place, and stead, in any and all capacities stated below, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Tyler Haahr</u> J. Tyler Haahr	Chairman of the Board and Chief Executive Officer (<i>Principal Executive Officer</i>)	January 24, 2018
<u>/s/ Douglas J. Hajek</u> Douglas J. Hajek	Director	January 24, 2018
<u>/s/ Bradley C. Hanson</u> Bradley C. Hanson	Director and President	January 24, 2018
<u>/s/ Elizabeth G. Hoople</u> Elizabeth G. Hoople	Director	January 24, 2018
<u>/s/ Frederick V. Moore</u> Frederick V. Moore	Vice Chairman and Lead Director	January 24, 2018
<u>/s/ Becky S. Shulman</u> Becky S. Shulman	Director	January 24, 2018
<u>/s/ Kendall E. Stork</u> Kendall E. Stork	Director	January 24, 2018
<u>/s/ Glen W. Herrick</u> Glen W. Herrick	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	January 24, 2018
<u>/s/ Sonja A. Theisen</u> Sonja A. Theisen	Senior Vice President and Chief Accounting Officer (<i>Principal Accounting Officer</i>)	January 24, 2018

Katten

KattenMuchinRosenman LLP

525 W. Monroe Street
Chicago, IL 60661-3693
312.902.5200 tel
312.902.1061 fax
www.kattenlaw.com

January 24, 2018

Meta Financial Group, Inc.
5501 South Broadband Lane
Sioux Falls, South Dakota 57108**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Meta Financial Group, Inc., a Delaware corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Act"), of the offering, issuance and sale by the Company of up to an additional 450,000 shares (collectively, the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), pursuant to the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended and restated effective as of November 24, 2014 and as further amended through the date hereof (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have relied as to matters of fact, without investigation, upon certificates of public officials and others and upon affidavits, certificates and written statements of officers of the Company. We have also examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the following:

1. The Company's certificate of incorporation and bylaws (in each case, including all amendments thereto), as in effect at any time from (and including) the date of the adoption of the Plan until (and including) the date of this opinion;
2. The Plan and forms of award agreements under the Plan;
3. Records of proceedings and actions of the Board of Directors of the Company and the stockholders of the Company relating to the Plan, including Amendment No. 2 thereto which provides for the increase in the number of shares available for awards under the Plan from 1,150,000 shares to 1,600,000 shares;
4. A form of specimen certificate representing the Common Stock; and

AUSTIN CENTURY CITY CHARLOTTE CHICAGO HOUSTON IRVING LOS ANGELES
NEW YORK ORANGE COUNTY SAN FRANCISCO BAY AREA SHANGHAI WASHINGTON, DC
LONDON: KATTEN MUCHIN ROSENMAN UK LLP
A limited liability partnership including professional corporations

January 24, 2018
Page 2

5. Such other instruments, documents, statements and records of the Company and others as we have deemed relevant and necessary to examine and rely upon for the purpose of this opinion.

In connection with this opinion, we have assumed the legal capacity of all natural persons, the accuracy and completeness of all documents and records that we have reviewed, the genuineness of all signatures, the due authority of the parties signing such documents, the authenticity of the documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed or reproduced copies. We have also assumed that, at the time of issuance of the Shares, (i) any and all agreements related to the issuance of the Shares under the Plan will conform to the forms of award agreements, as applicable, reviewed by us, and will have been duly executed and delivered by the Company and, as applicable, the recipients of the Shares, (ii) the Committee (as defined in the Plan) will have approved the issuance of any awards under the Plan with respect to the Shares, and (iii) any cash consideration payable to the Company in connection with any issuance of the Shares will not be less than the par value per share of the Common Stock.

Based upon and subject to the foregoing and the other matters set forth herein, it is our opinion that when (i) the Shares are issued and delivered by the Company and (to the extent applicable) paid for in accordance with the terms of the Plan and the relevant award agreements, and (ii) certificates representing the Shares in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock, or the Shares have been registered and issued electronically by such transfer agent and registrar for the Common Stock, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

Our opinion expressed above is limited to the Delaware General Corporation Law. We do not express any opinion concerning any other laws. This opinion is given as of the date hereof, and we assume no obligation to advise you of changes that may hereafter be brought to our attention.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

KATTEN MUCHIN ROSENMAN LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Meta Financial Group, Inc.:

We consent to the use of our reports dated November 29, 2017, with respect to the consolidated statements of financial condition of Meta Financial Group, Inc. and subsidiaries as of September 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended September 30, 2017, and the effectiveness of internal control over financial reporting as of September 30, 2017, incorporated by reference in the Registration Statement.

KPMG

Des Moines, Iowa
January 24, 2018