
**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 29, 2018

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.)

5501 South Broadband Lane, Sioux Falls, South Dakota 57108
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (605) 782-1767

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.**Special Meeting of Stockholders**

On May 29, 2018, Meta Financial Group, Inc. (the “Company”) held a special meeting of its stockholders in Sioux Falls, South Dakota (the “Special Meeting”). At the Special Meeting, the following proposals were voted on as follows:

Proposal 1 – The Merger Proposal:

To adopt the Agreement and Plan of Merger, dated as of January 9, 2018, by and among the Company and its wholly-owned bank subsidiary, MetaBank, and Crestmark Bancorp, Inc. (“Crestmark”) and its wholly-owned bank subsidiary, Crestmark Bank, as such agreement may be amended from time to time (the “Merger Agreement”), and to approve the merger of Crestmark with and into the Company, with the Company as the surviving entity, upon and subject to the terms set forth in the Merger Agreement (the “Merger”), and the other transactions contemplated by the Merger Agreement, including the issuance of shares of common stock of the Company in connection with the Merger (the “Merger Proposal”), with 8,214,395 votes cast for, 19,004 votes cast against, 13,203 votes abstaining and 628,138 broker non-votes.

Proposal 2 – The Charter Amendment Proposal:

To approve an amendment to Article Fourth of the Company’s Certificate of Incorporation to increase the total number of authorized shares of common stock, par value \$0.01 per share, of the Company, to 90 million shares from 30 million shares (the “Charter Amendment”), as disclosed in the Company’s Proxy Statement/Prospectus relating to the Special Meeting filed with the Securities and Exchange Commission on April 27, 2018, with 8,688,412 votes cast for, 174,720 votes cast against and 11,608 votes abstaining.

Proposal 3 – The Adjournment Proposal:

To approve one or more adjournments of the Special Meeting, if necessary or appropriate, including adjournments to permit the further solicitation of proxies in favor of the Merger Proposal, with 8,448,061 votes cast for, 382,776 votes cast against and 43,903 votes abstaining.

Following approval of the Charter Amendment by the Company’s stockholders at the Special Meeting, the Company filed a Certificate of Amendment to the Company’s Certificate of Incorporation with the Secretary of State of the State of Delaware on May 29, 2018, at which time the Charter Amendment became effective. A copy of the Certificate of Amendment to the Company’s Certificate of Incorporation containing the Charter Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.

On May 29, 2018, Crestmark held a special meeting of its shareholders, at which Crestmark’s shareholders approved a proposal to approve the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement.

On May 29, 2018, the Company issued a press release announcing the voting results described in Item 5.07 and this Item 8.01. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description of Exhibit

3.1	<u>Certificate of Amendment to the Certificate of Incorporation of Meta Financial Group, Inc., dated May 29, 2018</u>
99.1	<u>Press Release of Meta Financial Group, Inc., dated May 29, 2018.</u>

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.

Date: May 29, 2018

By: /s/ Glen W. Herrick

Glen W. Herrick

Executive Vice President, Chief Financial Officer and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
META FINANCIAL GROUP, INC.**

META FINANCIAL GROUP, INC. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Act**”), DOES HEREBY CERTIFY THAT:

1. Section A of Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

“**FOURTH:**

A. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is ninety-six million (96,000,000) shares, consisting of:

1. three million (3,000,000) shares of preferred stock, par value one cent (\$.01) per share (the “**Preferred Stock**”);
2. ninety million (90,000,000) shares of common stock, par value one cent (\$.01) per share (the “**Common Stock**”); and
3. three million (3,000,000) shares of nonvoting common stock, par value one cent (\$.01) per share (the “**Nonvoting Common Stock**”).

Subject to the provisions set forth in this Certificate of Incorporation, in accordance with the provisions of Section 242(b)(2) of the Act, the number of authorized shares of any class of stock of the Corporation may be increased or decreased (but not below the number of shares of such class then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote irrespective of the class vote requirements set forth in Section 242(b)(2) of the Act.”

IN WITNESS WHEREOF, Meta Financial Group, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by a duly authorized officer of the Corporation this 29th day of May, 2018.

META FINANCIAL GROUP, INC.

By: /s/ J. Tyler Haahr
J. Tyler Haahr, Chairman of the Board and Chief
Executive Officer



Meta Financial Group, Inc.[®] and Crestmark Bancorp, Inc. Announce Shareholder Approval of Merger

Sioux Falls, S.D., May 29, 2018 (GLOBE NEWSWIRE) – Meta Financial Group, Inc.[®] (NASDAQ: CASH) (“Meta” or the “Company”), the holding company for its federally chartered savings bank subsidiary, MetaBank[®], and Crestmark Bancorp, Inc. (“Crestmark”), the holding company for its Michigan state-chartered bank subsidiary, Crestmark Bank, today announced the results of their Special Meetings of Shareholders held on May 29, 2018. At the special meetings, Meta’s and Crestmark’s respective shareholders approved the proposal to adopt the Agreement and Plan of Merger entered into by the parties as of January 9, 2018, and to approve the merger of Meta and Crestmark and the other transactions contemplated by the Merger Agreement.

At their special meeting, Meta shareholders also approved a proposal to increase the number of authorized shares of Meta common stock from 30 million to 90 million, for the purpose of facilitating a proposed three-for-one forward split of issued and outstanding shares of Meta common stock through a stock dividend.

Completion of the merger remains subject to customary closing conditions, including receipt of regulatory approvals, which are still pending. The companies anticipate the merger will close early in July 2018.

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About Meta Financial Group

Meta Financial Group, Inc. (“Meta”) is the holding company for MetaBank[®], a federally chartered savings bank. Shares of Meta common stock are traded on the NASDAQ Global Select Market[®] under the symbol CASH. Headquartered in Sioux Falls, S.D., MetaBank operates in both the Banking and Payments industries through: MetaBank, its community banking operation; Meta Payment Systems, its electronic payments division; AFS/IBEX, its commercial insurance premium financing division; and Refund Advantage, EPS Financial and Specialty Consumer Services, its tax-related financial solutions divisions. More information is available at metafinancialgroup.com.

About Crestmark Bancorp, Inc.

Crestmark Bancorp Inc. is the holding company for Crestmark Bank, a Michigan state-chartered FDIC-insured commercial bank with regional offices in six states and sales representation nationwide. Headquartered in Troy, Michigan, Crestmark provides working capital loan solutions, line of credit solutions, equipment leasing, equipment financing and financial services to businesses in a wide range of industries. More information is available at crestmark.com.

Forward Looking Statements

The Company and MetaBank (the “Bank”) may from time to time make written or oral “forward-looking statements,” including statements contained in this press release, the Company’s filings with the Securities and Exchange Commission (“SEC”), the Company’s reports to stockholders, and in other communications by the Company and the Bank, which are made in good faith by the Company pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by words such as “may,” “hope,” “will,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “continue,” “could,” “future,” or the negative of those terms, or other words of similar meaning or similar expressions. You should carefully read statements that contain these words because they discuss our future expectations or state other “forward-looking” information.

These forward-looking statements are based on information currently available to Meta and assumptions about future events, and include statements with respect to the Company's beliefs, expectations, estimates, and intentions, which are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond the Company's control. Such risks, uncertainties and other factors may cause our actual growth, results of operations, financial condition, cash flows, performance and business prospects and opportunities to differ materially from those expressed in or implied by these forward-looking statements. These statements include, among others, statements regarding the expected timetable for completing the transaction. The potential risks, uncertainties and other factors that could cause actual results to differ from those projected include, among other things, the parties' ability to obtain regulatory approvals, and otherwise satisfy the other conditions to closing, on a timely basis or at all.

The foregoing list of factors is not exclusive. We caution you not to place undue reliance on these forward-looking statements. The forward-looking statements included in this press release speak only as of the date hereof. Additional discussions of factors affecting the Company's business and prospects are reflected under the caption "Risk Factors" and in other sections of the Company's Annual Report on Form 10-K for the Company's fiscal year ended September 30, 2017, and in other filings made with the SEC. The Company expressly disclaims any intent or obligation to update any forward-looking statements, whether written or oral, that may be made from time to time by or on behalf of the Company or its subsidiaries, whether as a result of new information, changed circumstances or future events, or for any other reason.

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