

FIRST CASH FINANCIAL SERVICES INC

Form S-4/A

July 27, 2016

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As filed with the Securities and Exchange Commission on July 26, 2016

Registration No. 333-212020

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

First Cash Financial Services, Inc.

(Exact name of registrant as specified in its charter)

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

**6159**  
**(Primary Standard Industrial  
Classification Code Number)**  
**690 East Lamar Boulevard**

**75-2237318**  
**(I.R.S. Employer  
Identification No.)**

**Suite 400**

**Arlington, Texas 76011**

**(817) 460-3947**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**R. Douglas Orr**

**Executive Vice President and Chief Financial Officer**

**First Cash Financial Services, Inc.**

**690 East Lamar Boulevard**

**Suite 400**

**Arlington, Texas 76011**

**(817) 460-3947**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

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**1600 West 7<sup>th</sup> Street**

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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED JULY 26, 2016**

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

Dear First Cash Stockholders and Cash America Shareholders:

The boards of directors of First Cash Financial Services, Inc. ( First Cash ) and Cash America International, Inc. ( Cash America ) have unanimously approved, and First Cash and Cash America have entered into, an Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), with respect to an all-stock, merger of equals transaction (the merger ) between First Cash and Cash America. Pursuant to the terms of the merger agreement, Cash America will merge with and into Frontier Merger Sub, LLC, a wholly owned subsidiary of First Cash and a party to the merger agreement ( Merger Sub ), with Merger Sub being the surviving entity in the merger and remaining a wholly owned subsidiary of First Cash. Upon completion of the merger, First Cash and Cash America, and their respective subsidiaries, will operate as a combined company under the name FirstCash, Inc.

Upon completion of the merger, holders of Cash America common stock will be entitled to receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold (the exchange ratio ). This exchange ratio will not be adjusted for changes in the market price of either First Cash common stock or Cash America common stock between the date of the merger agreement and completion of the merger.

Based on the estimated number of shares of First Cash common stock and Cash America common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company. The common stock of the combined company will be listed on the NASDAQ Global Select Market ( NASDAQ ) under First Cash s current symbol, FCFS.

First Cash and Cash America will each hold a special meeting of their stockholders to consider the proposed merger. At the special meeting of First Cash stockholders, First Cash stockholders will be asked to vote on a proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and a proposal to approve any motion to adjourn the First Cash

special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. At the special meeting of Cash America shareholders, Cash America shareholders will be asked to vote on a proposal to approve the merger agreement, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

We cannot complete the merger unless the First Cash stockholders approve the share issuance proposal and the Cash America shareholders approve the merger agreement proposal. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the First Cash special meeting or the Cash America special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the applicable special meeting.

The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger.

The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

**The obligations of First Cash and Cash America to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. This joint proxy statement/prospectus contains detailed information about First Cash, Cash America, the special meetings, the merger agreement and the merger. First Cash and Cash America encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 52.**

We look forward to the successful combination of First Cash and Cash America.

Sincerely,

Sincerely,

Rick L. Wessel

T. Brent Stuart

Chairman of the Board, Chief Executive Officer and  
President

President and Chief Executive Officer

First Cash Financial Services, Inc.

Cash America International, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger and other transactions described in this joint proxy statement/prospectus, nor have they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated \_\_\_\_\_, 2016 and is first being mailed to First Cash and Cash America stockholders on or about \_\_\_\_\_, 2016.



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**First Cash Financial Services, Inc.**

**690 East Lamar Boulevard**

**Suite 400**

**Arlington, Texas 76011**

**(817) 460-3947**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On August 31, 2016**

To the Stockholders of First Cash:

We are pleased to invite you to attend a special meeting of stockholders of First Cash Financial Services, Inc. ( First Cash ) which will be held at First Cash 's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, on August 31, 2016, at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the issuance of shares of First Cash common stock to the shareholders of Cash America International, Inc. ( Cash America ) pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), by and among First Cash, Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

First Cash will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

**The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash**

**board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.**

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The First Cash board of directors has fixed the close of business on July 29, 2016 as the record date for determination of First Cash stockholders entitled to receive notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof. First Cash's issued and outstanding capital stock consists solely of outstanding shares of First Cash common stock. Accordingly, only holders of record of First Cash common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the First Cash special meeting or at any adjournments or postponements thereof. The issuance of shares of First Cash common stock requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Approval, on a non-binding basis, of specific compensatory arrangements relating to the merger between First Cash and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal, although such vote will not be binding on First Cash or its board of directors or any of its committees. Adjournment of the First Cash special meeting requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. A list of the names of First Cash stockholders of record will be available for ten days prior to the First Cash special meeting for any purpose germane to the special meeting during ordinary business hours at the office of First Cash's Secretary at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011. The First Cash stockholder list will also be available at the First Cash special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the First Cash special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either (i) logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the First Cash special meeting. If your shares are held in the name of a bank, broker, trustee or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of First Cash common stock, please contact First Cash's proxy solicitor:

1212 Avenue of the Americas, 24<sup>th</sup> Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (855) 208-8903 (Toll Free)

[info@okapipartners.com](mailto:info@okapipartners.com)

By Order of the Board of Directors of

First Cash Financial Services, Inc.

Rick L. Wessel

Chairman of the Board, President and Chief Executive Officer

Arlington, Texas

, 2016

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**Cash America International, Inc.**

**1600 West 7<sup>th</sup> Street**

**Fort Worth, Texas 76102**

**(817) 355-1100**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On August 31, 2016**

To the Shareholders of Cash America:

We are pleased to invite you to attend a special meeting of shareholders of Cash America International, Inc. ( Cash America ) which will be held at Cash America s corporate headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), by and among First Cash Financial Services, Inc. ( First Cash ), Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Cash America will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

**The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if**

**necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.**

The Cash America board of directors has fixed the close of business on July 29, 2016 as the record date for determination of Cash America shareholders entitled to receive notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof. Cash America's issued and outstanding capital stock consists solely of outstanding shares of Cash America common stock. Accordingly, only holders of record of Cash America common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Cash America special meeting or at any adjournments or postponements thereof. Approval of the merger agreement requires the affirmative vote of holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Cash America and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, although

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such vote will not be binding on Cash America or its board of directors or any of its committees. Approval of the proposal of any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal. A list of the names of Cash America shareholders of record arranged in alphabetical order, with the address of and number of shares held by each Cash America shareholder, will be available for ten days prior to the Cash America special meeting during usual business hours at Cash America's headquarters, 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102. The Cash America shareholder list will also be available at the Cash America special meeting for examination by any shareholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the Cash America special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (i) logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Cash America special meeting. If your shares are held in a Cash America benefit plan or in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Cash America common stock, please contact Cash America's proxy solicitor:

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Banks, Brokers and Shareholders

Call Toll-Free (800) 248-7605

By Order of the Board of Directors of

Cash America International, Inc.

J. Curtis Linscott

Executive Vice President, General Counsel and Secretary

Fort Worth, Texas

, 2016

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about First Cash and Cash America from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

1212 Avenue of the Americas, 24 <sup>th</sup> Floor	1290 Avenue of the Americas, 9th Floor
New York, New York 10036	New York, NY 10104
+ 1 (212) 297-0720 (Main)	Banks, Brokers and Shareholders
+ 1 (855) 208-8903 (Toll Free)	Call Toll-Free (800) 248-7605

[info@okapipartners.com](mailto:info@okapipartners.com)

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the "SEC") website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by First Cash with the SEC by accessing First Cash's website at [www.firstcash.com](http://www.firstcash.com) under the tab "Investors" and then under the tab "SEC Filings." You may also obtain copies of documents filed by Cash America with the SEC by accessing Cash America's website at [www.cashamerica.com](http://www.cashamerica.com) under the tab "Investor Relations" and then under the tab "SEC Filings."

We are not incorporating the contents of the websites of the SEC, First Cash, Cash America or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

**If you would like to request any documents, please do so by August 24, 2016 in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 167.

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by First Cash, constitutes a prospectus of First Cash under Section 5 of the Securities Act of 1933, as amended (the



Securities Act ), with respect to the shares of First Cash common stock to be issued to Cash America shareholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both First Cash and Cash America under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). It also constitutes a notice of meeting with respect to the special meeting of First Cash stockholders and a notice of meeting with respect to the special meeting of Cash America shareholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated , 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than the date of the joint proxy statement/prospectus. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy

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statement/prospectus to First Cash stockholders or Cash America shareholders nor the issuance by First Cash of shares of common stock pursuant to the merger will create any implication to the contrary.

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding First Cash has been provided by First Cash, and information contained in this joint proxy statement/prospectus regarding Cash America has been provided by Cash America.**

All references in this joint proxy statement/prospectus to First Cash refer to First Cash Financial Services, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Cash America refer to Cash America International, Inc., a Texas corporation; all references to Merger Sub refer to Frontier Merger Sub LLC, a Texas limited liability company and wholly owned subsidiary of First Cash formed for the sole purpose of effecting the merger; and all references to FirstCash or the combined company refer to FirstCash, Inc., as First Cash will be re-named as of the effective time of the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to First Cash and Cash America collectively; all references to the First Cash and Cash America stockholders refer to the First Cash stockholders and the Cash America shareholders collectively; and, unless otherwise indicated or as the context requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of April 28, 2016, by and among First Cash, Cash America and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus.

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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a stockholder of First Cash or a shareholder of Cash America, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. First Cash and Cash America urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: First Cash and Cash America have agreed to combine in an all-stock, merger of equals transaction pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

First Cash stockholders must approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger; and

Cash America shareholders must approve the merger agreement.

First Cash and Cash America will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about First Cash, Cash America, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

**Q: What will stockholders receive in the merger?**

A: *First Cash Stockholders:* If the merger is completed, First Cash stockholders will not receive any merger consideration and will continue to hold their existing shares of First Cash common stock.

*Cash America Shareholders:* If the merger is completed, holders of Cash America common stock will receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold at the effective time of the merger. Cash America shareholders will not receive any fractional shares of First Cash common stock in the merger. Instead, Cash America shareholders will receive cash in lieu of any fractional shares of First Cash common stock that the Cash America shareholders would otherwise have been entitled to receive.

**Q: What is the value of the merger consideration?**

A: Because First Cash will issue 0.840 shares of First Cash common stock, and pay cash in lieu of any fractional shares of First Cash common stock, in exchange for each share of Cash America common stock held by the Cash America shareholders, the market value of the merger consideration that the Cash America shareholders will receive will depend on the price per share of First Cash common stock at the effective time of the merger. That price will not be known at the time of the Cash America special meeting or the First Cash special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of First Cash common stock and Cash America common stock. See also Comparative Stock Price Data and Dividends beginning on page 48.

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**Q: What percentage of the combined company will First Cash stockholders and Cash America shareholders, respectively, own following the merger?**

A: Upon completion of the merger, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company.

**Q: When and where will the special stockholders meetings be held?**

A: *First Cash Stockholders:* The special meeting of First Cash stockholders will be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011 on August 31, 2016, at 10:00 a.m., local time.

*Cash America Shareholders:* The special meeting of Cash America shareholders will be held at Cash America's corporate headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016, at 10:00 a.m., local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker, trustee or other nominee, including an employee benefit plan trustee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

**Q: Who is entitled to vote at the special stockholders meetings?**

A: *First Cash Stockholders:* The record date for the First Cash special meeting is July 29, 2016. Only holders of record of outstanding shares of First Cash common stock as of the close of business on the record date are entitled to notice of, and to vote at, the First Cash special meeting or any adjournments or postponements of the First Cash special meeting.

*Cash America Shareholders:* The record date for the Cash America special meeting is July 29, 2016. Only holders of record of outstanding shares of Cash America common stock as of the close of business on the record date are entitled to notice of, and to vote at, the Cash America special meeting or any adjournments or postponements of the Cash America special meeting.

**Q: What am I being asked to vote on and why is this approval necessary?**

A: *First Cash Stockholders:* First Cash stockholders are being asked to vote on the following proposals:

- (1) to approve the issuance of First Cash common stock to the Cash America shareholders pursuant to the merger agreement;

- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and
- (3) to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Approval by First Cash stockholders of the share issuance proposal is required to complete the merger.

*Cash America Shareholders:* Cash America shareholders are being asked to vote on the following proposals:

- (1) to approve the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;

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- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and
- (3) to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Approval by Cash America shareholders of the proposal to approve the merger agreement is required to complete the merger.

**Q: What vote is required to approve each proposal at the First Cash Special Meeting?**

*A: First Cash share issuance proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the outcome of any vote on this proposal.

*Non-binding, advisory, First Cash merger-related compensation proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between First Cash and its named executive officers is advisory only, it will not be binding on First Cash or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the First Cash named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the First Cash stockholders.

*First Cash adjournment of special meeting proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

**Q: What vote is required to approve each proposal at the Cash America Special Meeting?**

*A: Cash America merger agreement proposal:* Approval of this proposal requires the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on this proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote AGAINST this proposal.

*Non-binding, advisory, Cash America merger-related compensation proposal:* Approval of this proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, this proposal. Abstentions will have the effect of a

vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between Cash America and its named executive officers is advisory only, it will not be binding on Cash America or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the Cash America named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the Cash America shareholders.

*Cash America adjournment of special meeting proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on,

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and voted for, against or expressly abstained with respect to, this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

**Q: What constitutes a quorum at the special stockholders meetings?**

A: *First Cash Stockholders:* The holders of a majority of the shares of common stock entitled to vote at the First Cash special meeting must be present in person or by proxy to constitute a quorum for the transaction of business at the First Cash special meeting. The holders of a majority of the shares of common stock entitled to vote and present in person or by proxy at any meeting of First Cash stockholders, whether or not a quorum is present, may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given, other than announcement at the meeting, unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of First Cash common stock present at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of First Cash common stock present at the special meeting for purposes of determining whether a quorum has been achieved.

*Cash America Shareholders:* The holders of a majority of the shares of common stock entitled to vote at the Cash America special meeting must be represented in person or by proxy at the Cash America special meeting to constitute a quorum for the transaction of business at the Cash America special meeting. The holders of a majority of the shares of common stock represented in person or by proxy at any meeting of Cash America shareholders at which a quorum is not present may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting, other than announcement at the meeting, need be given.

Abstentions will be included in the calculation of the number of shares of Cash America common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of Cash America common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

**Q: How does the First Cash board of directors recommend that First Cash stockholders vote?**

A: The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash board of directors unanimously recommends that the First Cash stockholders vote:



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FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

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**Q: How does the Cash America board of directors recommend that Cash America shareholders vote?**

A: The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote:

FOR the proposal to approve the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

**Q: How do I vote if I am a stockholder of record?**

A: If you are a stockholder of record of First Cash as of July 29, 2016, which is referred to as the First Cash record date, or a shareholder of record of Cash America as of July 29, 2016, which is referred to as the Cash America record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank, trustee or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote in person at the meeting will need to obtain a legal proxy form from their broker, bank, trustee or other nominee.

**Q: How many votes do I have?**

A: *First Cash Stockholders:* Holders of First Cash common stock are entitled to one vote for each share owned as of the close of business on the First Cash record date. As of the close of business on the First Cash record date, there were \_\_\_\_\_ shares of First Cash common stock outstanding and entitled to vote at the First Cash special meeting.

*Cash America Shareholders:* Holders of Cash America common stock are entitled to one vote for each share owned as of the close of business on the Cash America record date. As of the close of business on the Cash America record date, there were \_\_\_\_\_ shares of Cash America common stock outstanding and entitled to vote at the Cash America special meeting.

**Q: My shares are held in street name by my broker, bank, employee benefit plan trustee or other nominee. Will my broker, bank, trustee or other nominee automatically vote my shares for me?**

A: No. If your shares are held in the name of a broker, bank, employee benefit plan trustee or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. You are not the record holder of such shares. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your broker, bank, employee benefit plan trustee or other nominee. As the beneficial

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holder, you generally have the right to direct your broker, bank, employee benefit plan trustee or other nominee as to how to vote your shares by providing them with voting instructions. If you do not provide voting instructions, your shares will not be voted on any proposal, as your broker, bank, employee benefit plan trustee or other nominee will not have discretionary voting authority with respect to any of the proposals described in this joint proxy statement/prospectus. This is often called a broker non-vote.

In connection with the First Cash special meeting, broker non-votes, if any, will have no effect on the outcome of any of the proposals at the First Cash special meeting.

In connection with the Cash America special meeting:

Broker non-votes, if any, will have the same effect as a vote AGAINST the proposal to approve the merger agreement; and

Broker non-votes, if any, will have no effect on the outcome of the non-binding, advisory, Cash America merger-related compensation proposal or the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies.

Because none of the proposals to be voted on at the First Cash special meeting or the Cash America special meeting are routine matters for which brokers have discretionary authority, First Cash and Cash America do not expect there to be any broker non-votes at their respective special meetings. You should therefore provide your broker, bank, employee benefit plan trustee or other nominee with instructions as to how to vote your shares of First Cash common stock or Cash America common stock.

*First Cash 401(k) Plan:* If your shares are held in First Cash's 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the First Cash special meeting. If you provide voting instructions by Internet, telephone or written proxy card, the plan's trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than August 26, 2016 at 11:59 p.m. Eastern Time in order for your shares to be voted by the trustee at the First Cash special meeting in accordance with your instructions.

Please follow the voting instructions provided by your broker, bank, trustee or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to First Cash or Cash America or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank, trustee or other nominee.

*Cash America 401(k) Plan:* If your shares are held in Cash America's 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the Cash America special meeting. If you provide voting instructions by Internet, telephone or written proxy card, the plan's trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than August 26, 2016 at 11:59 p.m. Eastern Time in order for your shares to be voted by the trustee at the Cash America special meeting in accordance with your instructions.

Please follow the voting instructions provided by your broker, bank, trustee or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly

to First Cash or Cash America or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank, trustee or other nominee.

**Q: What will happen if I abstain from voting or I fail to vote?**

A: *First Cash Stockholders*: If you are a First Cash stockholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the First Cash special meeting. If you are a First Cash stockholder and you fail to vote, it will have no effect on the outcome of any vote on any of the proposals at the First Cash special meeting.

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*Cash America Shareholders:* If you are a Cash America shareholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the Cash America special meeting. If you are a Cash America shareholder and you fail to vote, either in person or by proxy, or fail to instruct your nominee how to vote, it will have the same effect as a vote AGAINST the proposal to approve the merger agreement but will have no effect on the outcome of any vote on the non-binding, advisory Cash America merger-related compensation proposal or the proposal to approve any motion to adjourn the Cash America special meeting.

**Q: What will happen if I return my proxy card without indicating how to vote?**

A: *First Cash Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of First Cash common stock should be voted on a matter, the shares of First Cash common stock represented by your proxy will be voted as the First Cash board of directors recommends and, therefore:

FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

*Cash America Shareholders:* If you properly complete and sign your proxy card but do not indicate how your shares of Cash America common stock should be voted on a matter, the shares of Cash America common stock represented by your proxy will be voted as the Cash America board of directors recommends and, therefore:

FOR the proposal to approve the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

**Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?**

A: Yes.

*If you are a holder of record of either First Cash or Cash America shares:* If you are a holder of record of either First Cash or Cash America common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at your respective special meeting. You can do this in one of three ways:

timely delivering a signed written notice of revocation to the Secretary of First Cash or the Secretary of Cash America, as applicable;

timely delivering a new, valid proxy for First Cash or Cash America, as applicable, bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the applicable proxy card; or

attending your special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the First Cash special meeting or the Cash America special meeting without voting will not revoke any proxy that you have previously given or change your vote.

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If you choose either of the first two methods, your notice of revocation or your new proxy must be received by First Cash or Cash America, as applicable, no later than the beginning of the applicable special meeting. If you have submitted a proxy for your shares by telephone or via the Internet, you may revoke your prior telephone or Internet proxy by any manner described above if you submit your revocation prior to 11:59 p.m. Eastern Time on August 30, 2016 (the day before the First Cash and Cash America special meetings).

*If you hold shares of either First Cash or Cash America in street name* : If your shares are held in street name, you must contact your broker, bank, trustee or other nominee to change your vote.

### **Q: What are the U.S. federal income tax consequences of the merger to U.S. holders of Cash America common stock?**

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Cash America common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Cash America common stock for shares of First Cash common stock in the merger, except with respect to any cash received in lieu of fractional shares of First Cash common stock. A holder of Cash America common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of First Cash common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The obligations of First Cash and Cash America to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of First Cash and Cash America of the opinion of its counsel to the effect that (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code and (ii) the merger should not prevent that certain distribution of 80% of the outstanding shares of Enova International, Inc. (Enova), a former wholly owned subsidiary of Cash America, by Cash America to its shareholders in November 2014 (the Enova spin transaction) from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

You should read First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 122 for a more complete discussion of the U.S. federal income tax consequences of the merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

### **Q: When do you expect the merger to be completed?**

A: First Cash and Cash America are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of certain conditions, including obtaining the required approval of the stockholders of First Cash and Cash America, and it is possible that factors outside the control of First Cash and Cash America could result in the merger being



completed at a later time or not at all.

**Q: Do I need to do anything with my shares of common stock other than voting for the proposals at the special meeting?**

A: *First Cash Stockholders:* If you are a First Cash stockholder, after the merger is completed, you are not required to take any action with respect to your shares of First Cash common stock.

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*Cash America Shareholders:* If you are a Cash America shareholder, after the merger is completed, each share of Cash America common stock you hold will be converted automatically into the right to receive 0.840 shares of First Cash common stock together with cash in lieu of any fractional shares, as applicable. You will receive instructions shortly following the merger regarding exchanging your shares of Cash America common stock for shares of First Cash common stock. You do not need to take any action at this time. Please do not send your Cash America stock certificates with your proxy card.

**Q: Are stockholders entitled to appraisal or dissenters rights?**

A: No. Neither the stockholders of First Cash under Delaware law nor the shareholders of Cash America under Texas law will be entitled to exercise any appraisal or dissenters rights in connection with the merger or the other transactions contemplated by the merger agreement.

**Q: What happens if I sell my shares of Cash America common stock before the Cash America special meeting?**

A: The record date for the Cash America special meeting is earlier than both the date of the Cash America special meeting and the date that the merger is expected to be completed. If you transfer your Cash America shares after the Cash America record date but before the Cash America special meeting, you will retain your right to vote at the Cash America special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

**Q: What happens if I sell my shares of First Cash common stock before the First Cash special meeting?**

A: The record date for the First Cash special meeting is earlier than the date of the First Cash special meeting. If you transfer your First Cash shares after the First Cash record date but before the First Cash special meeting, you will retain your right to vote at the First Cash special meeting.

**Q: What if I hold shares in both First Cash and Cash America?**

A: If you are a stockholder of both First Cash and Cash America, you will receive two separate packages of proxy materials. A vote cast as a First Cash stockholder will not count as a vote cast as a Cash America shareholder, and a vote cast as a Cash America shareholder will not count as a vote cast as a First Cash stockholder. Therefore, please submit separate proxies for each of your First Cash and Cash America shares.

**Q: Who can help answer my questions?**

A: First Cash stockholders or Cash America shareholders who have questions about the merger, the other matters to be voted on at the special meetings, or how to submit a proxy or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

**If you are a First Cash stockholder:**

1212 Avenue of the Americas, 24<sup>th</sup> Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (855) 208-8903 (Toll Free)

[info@okapipartners.com](mailto:info@okapipartners.com)

**If you are a Cash America shareholder:**

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Banks, Brokers and Shareholders

Call Toll-Free (800) 248-7605

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**SUMMARY**

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you with respect to the merger and the other matters being considered at the First Cash special meeting and Cash America special meeting. First Cash and Cash America urge you to read carefully this joint proxy statement/prospectus in its entirety, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled "Where You Can Find More Information" beginning on page 167. We have included page references in this summary to direct you to a more complete description of the topics presented below.*

**The Companies**

**First Cash Financial Services, Inc. (see page 61)**

First Cash Financial Services, Inc., a Delaware corporation, is a leading international operator of retail-based pawn stores, with over 1,270 retail and consumer lending locations in the United States, Mexico, Guatemala and El Salvador as of March 31, 2016. First Cash focuses on serving cash and credit constrained consumers through its retail pawn locations, which buy and sell a wide variety of jewelry, consumer electronics, power tools, household appliances, sporting goods, musical instruments and other merchandise, and make small consumer pawn loans secured by pledged personal property. As of March 31, 2016, approximately 97% of First Cash's revenues are from pawn operations.

First Cash's common stock is traded on the NASDAQ Global Select Market (the "NASDAQ") under the symbol "FCFS".

The principal executive offices of First Cash are located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, and its telephone number is (817) 460-3947.

**Cash America International, Inc. (see page 62)**

Cash America International, Inc., a Texas corporation, provides specialty financial services to individuals in the United States through 819 storefront lending locations and 73 franchised check cashing centers as of March 31, 2016. Cash America has been providing specialty financial services to its customers for over 30 years and believes it is one of the largest providers of pawn loans in the world based on the amount of loans outstanding to its customers. As of March 31, 2016, approximately 93% of Cash America's revenue was from its pawn operations.

Cash America's common stock is traded on the New York Stock Exchange (the "NYSE") under the symbol "CSH".

The principal executive offices of Cash America are located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102, and its telephone number is (817) 335-1100.

**Frontier Merger Sub, LLC (see page 62)**

Frontier Merger Sub, LLC, a wholly owned subsidiary of First Cash, is a Texas limited liability company that was formed for the sole purpose of effecting the merger. In the merger, Cash America will be merged with and into Merger Sub, with Merger Sub being the surviving entity in the merger and remaining a wholly owned subsidiary of First Cash.



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**The Merger**

A copy of the merger agreement is included as Annex A to this joint proxy statement/prospectus. First Cash and Cash America encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement beginning on page 125.

**Terms of the Merger (see page 126)**

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Cash America will be merged with and into Merger Sub, a wholly owned subsidiary of First Cash formed for the sole purpose of effecting the merger. Merger Sub will be the surviving entity in the merger and remain a wholly owned subsidiary of First Cash. Upon completion of the merger, First Cash and Cash America, and their respective subsidiaries, will operate as a combined company under the name FirstCash, Inc.

**Merger Consideration (see page 126)**

Cash America shareholders will have the right to receive 0.840 shares of First Cash common stock for each share of Cash America common stock that they held immediately prior to the effective time of the merger (the exchange ratio ). The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of First Cash or Cash America. As a result, the implied value of the consideration to Cash America shareholders will fluctuate between the date of this joint proxy statement/prospectus and the effective date of the merger. No fractional shares of First Cash common stock will be issued in connection with the merger. Each Cash America shareholder that otherwise would have been entitled to receive a fraction of a share of First Cash common stock will be entitled to receive cash in lieu of the fractional share. First Cash stockholders will continue to own their existing shares, which will not be affected by the merger.

**U.S. Federal Income Tax Consequences of the Merger (see page 122)**

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Cash America common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Cash America common stock for shares of First Cash common stock in the merger, except with respect to any cash received in lieu of fractional shares of First Cash common stock. A holder of Cash America common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of First Cash common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The holders of First Cash common stock should not recognize any gain or loss for U.S. income tax purposes.

The obligations of First Cash and Cash America to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of First Cash and Cash America of the opinion of its counsel to the effect that (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code and (ii) the merger should not prevent the Enova spin transaction from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

You should read First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 122 for a more complete discussion of the U.S. federal income tax consequences of the

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merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

**Recommendation of the Board of Directors of First Cash (see page 85)**

After careful consideration, the First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the First Cash board of directors in reaching its decision to approve the merger agreement and to authorize the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger First Cash s Reasons for the Merger; Recommendation of the First Cash Board of Directors.

**The First Cash board of directors unanimously recommends that First Cash stockholders vote:**

**FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;**

**FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and**

**FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.**

**Recommendation of the Board of Directors of Cash America (see page 89)**

After careful consideration, the Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the Cash America board of directors in reaching its decision to approve the merger agreement and the merger, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Cash America s Reasons for the Merger; Recommendation of the Cash America Board of Directors.

**The Cash America board of directors unanimously recommends that Cash America shareholders vote:**

**FOR the proposal to approve the merger agreement;**



**FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and**

**FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.**

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**Table of Contents****Opinion of First Cash's Financial Advisor (see page 93)**

In connection with the merger, First Cash's financial advisor, Credit Suisse Securities (USA) LLC (Credit Suisse), delivered an opinion, dated April 27, 2016, to the First Cash board of directors as to the fairness, from a financial point of view and as of the date of such opinion, to First Cash of the exchange ratio. The full text of Credit Suisse's written opinion, dated April 27, 2016, is attached to this joint proxy statement/prospectus as Annex B and sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Credit Suisse in connection with such opinion. **The description of Credit Suisse's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of Credit Suisse's opinion, attached hereto as Annex B. Credit Suisse's opinion was provided to the First Cash board of directors (in its capacity as such) for its information in connection with its evaluation of the exchange ratio from a financial point of view to First Cash and did not address any other aspect or implication of the proposed merger, including the relative merits of the merger as compared to alternative transactions or strategies that might be available to First Cash or the underlying business decision of First Cash to proceed with the merger. Credit Suisse's opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the proposed merger or otherwise. See First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of First Cash's Financial Advisor.**

**Opinion of Cash America's Financial Advisor (see page 99)**

In March 2016, Cash America retained Jefferies LLC (Jefferies) to act as its financial advisor in connection with a possible sale, disposition or other business transaction involving Cash America. In connection with this engagement, the Cash America board of directors requested that Jefferies evaluate the fairness, from a financial point of view, to the holders of Cash America common stock of the exchange ratio. The oral opinion of Jefferies was delivered on April 27, 2016, subsequently confirmed by delivery of a written opinion dated April 27, 2016, to the effect that, as of that date and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the scope of the review undertaken as set forth therein, the exchange ratio was fair, from a financial point of view, to holders of Cash America common stock, as more fully described below under the section entitled First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of Cash America's Financial Advisor.

**The full text of the written opinion of Jefferies, dated as of April 27, 2016, is attached hereto as Annex C. Jefferies' opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken by Jefferies in rendering its opinion. Cash America encourages you to read Jefferies' opinion carefully and in its entirety. Jefferies' opinion was provided for the use and benefit of the Cash America board of directors (in its capacity as such) in connection with its evaluation of the merger and addresses only the fairness, from a financial point of view, to the holders of Cash America common stock of the exchange ratio as of the date of the opinion. It does not address any other aspects of the merger, including the underlying business decision by Cash America to engage in the merger, and does not constitute a recommendation as to how any holder of Cash America common stock or First Cash common stock should vote or act with respect to the merger or any matter related thereto. The summary of the opinion of Jefferies set forth in the section entitled First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of Cash America's Financial Advisor is qualified in its entirety by reference to the full text of the opinion.**



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### **Interests of First Cash Directors and Executive Officers in the Merger (see page 111)**

Executive officers of First Cash and members of First Cash's board of directors have certain interests in the merger that may be different from, or in addition to, the interests of First Cash stockholders generally. These interests are described in further detail below, and certain of them are described and quantified in the narrative and table included under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of First Cash Directors and Executive Officers in the Merger, beginning on page 111.

Moreover, as detailed below under Board of Directors and Management Following the Merger on page 119, certain of First Cash's executive officers and members of First Cash's board of directors will continue to serve as executive officers or directors of the combined company upon completion of the merger. Specifically, Rick L. Wessel, First Cash's current chairman, president and chief executive officer, will be the vice chairman and chief executive officer of the combined company. In addition, R. Douglas Orr, the current chief financial officer and an executive vice president of First Cash, will continue to serve as the chief financial officer and an executive vice president of the combined company upon completion of the merger, and it is expected that certain of First Cash's other executive officers will also continue to serve as executive officers of the combined company. These executive officers have agreements that provide for severance benefits if their employment is terminated under certain circumstances, but the entitlement to those severance benefits is not affected by the merger. In connection with the merger, Messrs. Wessel and Orr have engaged in discussions with First Cash regarding entering into employment agreements with the combined company but have not entered into such employment agreements as of the date of this joint proxy statement/prospectus. Additionally, the shares of restricted stock granted by First Cash to executive officers and other employees (other than awards granted in 2016 to Mr. Wessel and Mr. Orr) will vest in full and become free from restrictions as described below under Treatment of First Cash Equity Incentive Awards.

The First Cash board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to issue shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between First Cash and its named executive officers relating to the merger and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

### **Interests of Cash America Directors and Executive Officers in the Merger (see page 113)**

Executive officers of Cash America and members of Cash America's board of directors have interests in the merger that may be different from, or in addition to, the interests of Cash America shareholders generally. These interests, including the right to receive cash payments under certain agreements as a result of the change in control resulting from the merger, are described in further detail below, and certain of them are described and quantified in the narrative and table included under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of Cash America Directors and Executive Officers in the Merger, beginning on page 113.

T. Brent Stuart, Cash America's current president and chief executive officer, will be appointed the president and chief operating officer of the combined company. In connection therewith, Mr. Stuart has engaged in discussions with First Cash regarding entering into an employment agreement with the combined company but has not entered into such employment agreement as of the date of this joint proxy statement/prospectus.



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Furthermore, three of the current members of the Cash America board of directors will serve as members of the board of directors of the combined company, including Mr. Feehan, Cash America's current executive chairman of the board of directors, who will serve as chairman of the board of directors of the combined company.

Additionally, the restricted stock units granted by Cash America to its directors, executive officers and other employees, whether vested or unvested, will be converted into cash or stock as described below under "Treatment of Cash America Equity Incentive Awards." Cash America's executive officers also have agreements that provide for severance benefits if their employment is terminated under certain circumstances. The combined company will also provide employment benefits to certain of the executive officers and other employees as described under "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger Agreement - Employee Benefits Matters," beginning on page 139. In addition, Cash America's executive officers will receive the change of control benefits discussed in "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger - Interests of Cash America Directors and Executive Officers in the Merger," beginning on page 113.

The Cash America board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to adopt the merger agreement.

## **Board of Directors and Management Following the Merger (see page 119)**

Immediately following the effective time of the merger, the board of directors of the combined company will consist initially of seven directors, (i) three of whom will be selected by First Cash, (ii) three of whom will be selected by Cash America and (iii) a former First Cash director selected by First Cash and approved by Cash America. The three First Cash designees are Rick L. Wessel, the current chairman, president and chief executive officer of First Cash, Randel G. Owen, an independent director of First Cash, and Mikel D. Faulkner, an independent director of First Cash. The three Cash America designees are Daniel R. Feehan, currently the executive chairman of the board of directors of Cash America, Daniel E. Berce, an independent director of Cash America, and James H. Graves, an independent director of Cash America. The seventh designee is Jorge Montano, who previously served as a First Cash director and was recently elected to the First Cash board of directors at First Cash's 2016 annual meeting of stockholders. If any First Cash or Cash America designee is unable or unwilling to serve on the board of directors of the combined company at the effective time of the merger, then either the First Cash board of directors, in the case of a First Cash designee, or the Cash America board of directors, in the case of a Cash America designee, shall be entitled to designate a replacement reasonably acceptable to the Cash America or the First Cash board of directors, as applicable. If Mr. Montano is unable or unwilling to serve on the board of directors of the combined company at the effective time of the merger, then First Cash shall be entitled to select a replacement that is approved by Cash America. Other than Messrs. Feehan and Wessel, all director designees will qualify as independent directors under NASDAQ rules. Mr. Feehan will serve as the chairman of the board of directors of the combined company, and Mr. Wessel will serve as the vice chairman of the board of directors of the combined company.

Mr. Wessel, the current chairman, president and chief executive officer of First Cash, will serve as the chief executive officer, in addition to his role as vice chairman of the board of directors of the combined company. T. Brent Stuart, currently the president and chief executive officer of Cash America, will serve as the president and chief operating officer of the combined company, and R. Douglas Orr, the current chief financial officer and an executive vice president of First Cash, will serve as the chief financial officer and an executive vice president of the combined company. As of the date of this joint proxy statement/prospectus, it is not expected that any executive officers of Cash America other than Mr. Stuart will be appointed to the management team of the combined company.



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**Treatment of First Cash Equity Incentive Awards (see page 119)**

First Cash has made periodic grants of restricted stock and stock options to its executive officers and other employees. Pursuant to the terms of the restricted stock award agreements, the merger will have the effect of causing the outstanding shares of restricted stock (other than awards granted in 2016 to Rick L. Wessel, First Cash's current chairman, president and chief executive officer, and R. Douglas Orr, First Cash's current chief financial officer and an executive vice president of First Cash) to vest in full and become free of any vesting or other lapse restrictions upon completion of the merger. The merger will not accelerate the vesting or exercisability of any outstanding and unvested stock options. All stock options will remain outstanding subject to the same terms and conditions that are applicable prior to the merger, except that following the merger, the stock options may be exercised through a net exercise process whereby the holder is entitled to receive a payment (in cash or shares) equal to the fair market value of the underlying shares less the aggregate exercise price of the stock options.

First Cash has not granted any equity awards to members of its board of directors.

**Treatment of Cash America Equity Incentive Awards (see page 119)**

Cash America has made periodic grants of restricted stock unit awards and deferred stock unit awards to its directors, executive officers and other employees under its equity incentive plans (each such stock unit, a Cash America RSU). Pursuant to the terms of the Cash America RSUs, the merger will be considered a change of control and, as a result, the Cash America RSUs will become fully vested on the closing of the merger. Therefore, pursuant to the terms of the merger agreement, each Cash America RSU that is outstanding immediately prior to the effective time of the merger, whether vested or unvested, shall be cancelled as of the effective time of the merger and converted into the right to receive, in the sole discretion of First Cash as designated in a written notice delivered by First Cash to Cash America reasonably prior to the effective time of the merger, either (i) a cash payment equal to the product of (a) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by the exchange ratio, multiplied by (b) the closing per share price of the First Cash common stock on the NASDAQ on the last day on which shares of First Cash common stock traded on the NASDAQ immediately preceding the date on which the effective time of the merger shall occur, or (ii) the merger consideration in respect of each share of Cash America common stock subject thereto as of immediately prior to the effective time, plus, in the case of both clauses (i) and (ii) and with respect to Cash America RSUs granted prior to November 13, 2014 only, a number of shares of Enova common stock equal to the product of (a) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by (b) 0.915. First Cash expects to have the Cash America RSUs converted into the right to receive the cash payment described above at the effective time of the merger. Not later than the closing date, Cash America shall deliver to the holders of Cash America RSUs any required notices setting forth such holders' rights pursuant to the relevant Cash America equity incentive plan and award documents.

**Regulatory Clearances Required for the Merger (see page 120)**

First Cash and Cash America have each agreed to take certain actions in order to obtain the expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder (the HSR Act), following required notifications and review by either the Federal Trade Commission (the FTC) or the Antitrust Division of the U.S. Department of Justice (the Antitrust Division). On May 18, 2016, each of First Cash and Cash America filed its notification under the HSR Act. On June 17, 2016, First Cash voluntarily withdrew its notification and report form. On June 21, 2016 First Cash refiled its notification and report form with the Antitrust Division and the FTC. The waiting period under the HSR Act expired as of 11:59 p.m. on July 21, 2016. At any time before or after the completion of the merger, any of the FTC, Antitrust Division, state attorneys general, or private parties could take action under the antitrust laws, including without



limitation seeking to enjoin the completion of the merger, seeking a rescission or other unwinding of the merger, or permitting completion subject to, or otherwise

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seeking even after closing, concessions or conditions such as divestitures. We cannot assure you that a challenge to the merger will not be made or that, if a challenge is made, it will not succeed.

While the antitrust clearance under the HSR Act is the only regulatory clearance that is required as a condition to the closing of the merger under the merger agreement, First Cash and Cash America are also required to use reasonable best efforts to obtain all other necessary or advisable approvals from governmental authorities in connection with the consummation of the merger and the other transactions contemplated by the merger agreement. These approvals include approvals from a number of the federal, state and municipal authorities that regulate the businesses of First Cash and Cash America. While First Cash and Cash America expect to obtain all necessary and material regulatory approvals, we cannot assure you that these regulatory approvals will be obtained. Furthermore, these other regulatory approvals are not a condition to closing the merger, and the failure to obtain any of these other regulatory approvals could have a material adverse effect on the combined company.

## **Expected Timing of the Merger**

First Cash and Cash America are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of certain conditions, including obtaining the required approval of the stockholders of First Cash and Cash America, and it is possible that factors outside the control of First Cash and Cash America could result in the merger being completed at a later time or not at all.

## **Conditions to Completion of the Merger (see page 143)**

Each party's obligation to consummate the merger is conditioned upon the satisfaction (or waiver by such party) at or prior to the closing of the merger of each of the following:

the waiting period (and any extension thereof) applicable to the merger under the HSR Act shall have been terminated or shall have expired, and any other antitrust, competition, investment, trade regulation or similar consents, authorizations, orders or approvals that are required under any other material antitrust law, the absence of which would prohibit the consummation of the merger and the other transactions contemplated by the merger agreement, shall have expired or been terminated;

approval of the issuance of shares of First Cash common stock to Cash America's shareholders pursuant to the merger by holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote thereon;

approval of the merger agreement by holders of at least two-thirds of the outstanding shares of Cash America common stock entitled to vote thereon;

no judgment, injunction, order or decree of any governmental authority of competent jurisdiction prohibiting the consummation of the merger shall be in effect, and no law shall have been enacted, entered, promulgated or enforced by any governmental authority after the date of the merger agreement that, in any case, prohibits, restrains, enjoins or makes illegal the consummation of the merger and the other transactions contemplated

by the merger agreement;

effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part and no stop order suspending the effectiveness of such registration statement shall have been issued by the SEC and no proceedings for that purpose shall have been initiated by the SEC that have not been withdrawn; and

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the shares of First Cash common stock to be issued in connection with the merger shall have been approved for listing on the NASDAQ, subject to official notice of issuance.

In addition, the obligations of each of First Cash and Merger Sub, on the one hand, and Cash America, on the other hand, to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of the other party related to corporate organization, qualification to do business as a foreign entity, ownership of its subsidiaries, its power and authority with respect to the execution, delivery and performance of the merger agreement, its due and valid authorization of the merger agreement, its due execution and delivery of the merger agreement, the enforceability of the merger agreement, the actions taken by its board of directors related to the merger agreement, the required approvals of its holders of shares of capital stock related to the merger agreement, its capital structure (excluding representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of the shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws), the absence of any outstanding voting equity interests, the absence of any undisclosed financial advisor, broker or finder fee in connection with the transactions under the merger agreement, and the inapplicability of state takeover statutes will be true and correct in all material respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

the representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws shall be true and correct in all but *de minimis* respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

each of the other representations and warranties contained in the merger agreement (that is, those representations and warranties which are not covered in the two preceding bullet points) shall be true and correct as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except (i) representations and warranties that are made as of a specific date shall be true and correct only on and as of such date, and (ii) where the failure of such representations or warranties to be true and correct (without giving effect to any materiality or any material adverse effect qualifications set forth therein), individually or in the aggregate, does not have and would not reasonably be expected to have a material adverse effect;

the other party having performed in all material respects all obligations, and complied in all material respects with all agreements and covenants, required to be performed by it under the merger agreement or prior to the closing;

on the closing date, no event, circumstance, change, effect, development or occurrence shall exist that had or would reasonably be expected to have a material adverse effect on the other party;

receipt of a certificate executed by an executive officer and chief financial officer of the other party certifying as to the satisfaction of the conditions described in the preceding five bullet points; and

receipt of a tax opinion from each party's tax counsel to the effect that, on the basis of facts, representations and assumptions set forth or referred to in such opinion and subject to customary exceptions, assumptions and qualifications set forth in such opinion, (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code, and (ii) the merger should not prevent

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or impede the Enova spin transaction from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

### **No Solicitation of Alternative Proposals (see page 132)**

The merger agreement prohibits both First Cash and Cash America from soliciting, initiating or knowingly encouraging or facilitating or participating in any discussions or negotiations with any third party with respect to an acquisition proposal for a competing transaction, including any acquisition of a significant interest in First Cash or Cash America common stock or assets. However, the merger agreement provides that if, at any time prior to obtaining the required approval of the stockholders of First Cash or Cash America, as applicable, First Cash or Cash America, as applicable, receives an unsolicited, written acquisition proposal and, among other things, the First Cash board of directors or the Cash America board of directors, as applicable, determines in good faith (i) after consultation with outside counsel and a financial advisor that such proposal constitutes or is reasonably likely to lead to a proposal that is superior to the merger and (ii) after consultation with outside counsel, the failure to participate in discussions and negotiations regarding such proposal or furnish non-public information to the third party making such proposal would be inconsistent with its fiduciary duties under applicable law, then First Cash or Cash America, as applicable, may participate in discussions and negotiations regarding such proposal or furnish non-public information to the third party making such proposal.

### **Changes in Board Recommendations (see page 134)**

The merger agreement provides that neither the First Cash board of directors nor the Cash America board of directors shall effect an Adverse Recommendation Change (as defined on page 134). Notwithstanding the foregoing, at any time prior to obtaining the relevant stockholder approval, the First Cash board of directors or the Cash America board of directors, as applicable, may, if such board of directors determines in good faith (after consultation with outside counsel) that the failure to do so would be inconsistent with its fiduciary duties under applicable law and subject to compliance with certain obligations set forth in the merger agreement, make an Adverse Recommendation Change. If the board of directors of First Cash or Cash America effects an Adverse Recommendation Change, such board of directors will nonetheless continue to be obligated to hold its special stockholders meeting and submit the proposals described in this joint proxy statement/prospectus to its stockholders for their vote, as applicable, unless the other party shall terminate the merger agreement as described under Termination of the Merger Agreement.

### **Termination of the Merger Agreement (see page 145)**

First Cash and Cash America may mutually agree to terminate the merger agreement at any time.

In addition, either First Cash or Cash America may terminate the merger agreement, even after the receipt of the required stockholder approvals, under the following circumstances:

if the merger shall not have occurred by December 31, 2016, subject to an extension by either company to a date no later than March 31, 2017 (such date, including any extension thereof, is referred to the outside date ) in the event that all the conditions to closing have been satisfied or waived (other than the conditions that by their terms are satisfied at the closing) other than the conditions related to the receipt of antitrust approvals;

if any law or final and non-appealable order is in effect which permanently prohibits or makes illegal the consummation of the merger;

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if the First Cash stockholders fail to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger at the First Cash special meeting;

if the Cash America shareholders fail to approve the merger agreement at the Cash America special meeting;  
or

if the other party has breached or failed to perform any of its representations, warranties, obligations, covenants or agreements set forth in the merger agreement, which breach or failure to perform, either individually or in the aggregate, if continuing at the closing, (i) would result in the failure of any of the conditions set forth in the merger agreement applicable to it and (ii) such breach is either incapable of being cured or is not cured or waived by the earlier of 30 business days following delivery of written notice of such breach or failure to perform from the non-breaching party or one business day prior to the outside date.

In addition, either First Cash or Cash America may terminate the merger agreement:

if prior to obtaining the other party's required stockholder approval, the other party or its board of directors (i) effects an Adverse Recommendation Change or (ii) breaches in any material respect any of its obligations described under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement No Solicitation of Alternative Proposals and First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Changes in Board Recommendations.

## **Termination Fees and Expenses (see page 146)**

All fees and expenses shall be paid by the party incurring such fees or expenses, whether or not the merger is consummated; provided, however that the parties will share equally (i) all filing fees relating to filings with governmental authorities (including any antitrust or competition governmental authority) and (ii) certain other agreed-upon fees and expenses relating to third-party consultants. However, the merger agreement provides that, upon termination of the merger agreement under certain circumstances, First Cash may be obligated to pay to Cash America, or Cash America may be obligated to pay to First Cash, a termination fee of \$30 million. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Expenses and Termination Fees; Liabilities for Breach for a more complete discussion of the circumstances under which the termination fee will be required to be paid.

## **Accounting Treatment (see page 125)**

First Cash prepares its financial statements in accordance with accounting principles generally accepted in the United States ( GAAP ). The merger will be accounted for using the acquisition method of accounting. First Cash will be treated as the acquirer for accounting purposes.

## **No Appraisal or Dissenters' Rights (see page 122)**

Neither the holders of shares of First Cash common stock nor the holders of shares of Cash America common stock are entitled to exercise any appraisal or dissenters' rights in connection with the merger or the other transactions contemplated by the merger agreement under Delaware or Texas law, respectively and as applicable.





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**Comparison of Stockholder Rights (see page 156)**

Cash America shareholders receiving merger consideration will have different rights once they become stockholders of the combined company due to differences between the governing law and governing corporate documents of Cash America and the governing law and governing corporate documents of the combined company. Please see the section entitled "Comparison of Rights of Cash America Shareholders and FirstCash Stockholders" for a discussion of these differences.

**Listing of Shares of First Cash Common Stock; Delisting and Deregistration of Shares of Cash America Common Stock (see page 122)**

It is a condition to the completion of the merger that the shares of First Cash common stock to be issued to Cash America shareholders pursuant to the merger be authorized for listing, and First Cash and Cash America have agreed to use their reasonable best efforts to cause such shares to be listed, on the NASDAQ subject to official notice of issuance. Upon completion of the merger, shares of Cash America common stock currently listed on the NYSE will cease to be listed on the NYSE and will be subsequently deregistered under the Exchange Act.

**The Meetings**

**The First Cash Special Meeting (see page 63)**

The special meeting of First Cash stockholders is scheduled to be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011 on August 31, 2016, at 10:00 a.m., local time, subject to any adjournments or postponements thereof. The special meeting of First Cash stockholders is being held to consider and vote on:

the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Only holders of record of First Cash common stock at the close of business on July 29, 2016, the record date for the First Cash special meeting, are entitled to receive notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof. At the close of business on the First Cash record date, \_\_\_\_\_ shares of First Cash common stock were outstanding, approximately \_\_\_\_\_ % of which were owned and entitled to be voted by First Cash directors and executive officers and their affiliates. We currently expect that First Cash's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the First Cash

stockholders at the First Cash special meeting, although no director or officer has entered into any agreement obligating him or her to do so.

First Cash stockholders may cast one vote for each share of First Cash common stock they own. The proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating

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to the merger between First Cash and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal, although such vote will not be binding on First Cash or the combined company. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the proposal for the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, the holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy and entitled to vote on the proposal may approve any motion to adjourn the meeting to another time or place without further notice unless the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

**The Cash America Special Meeting (see page 68)**

The special meeting of Cash America shareholders is scheduled to be held at Cash America's corporate headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, subject to any adjournments or postponements thereof. The special meeting of Cash America's shareholders is being held in order to consider and vote on:

the proposal to approve the merger agreement, which is further described in the sections titled "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger" and "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger Agreement," beginning on pages 73 and 125, respectively, and a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Only holders of record of Cash America common stock at the close of business on July 29, 2016, the record date for the Cash America special meeting, are entitled to notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof. At the close of business on the Cash America record date, \_\_\_\_\_ shares of Cash America common stock were issued and outstanding, approximately \_\_\_\_\_ % of which were held by Cash America's directors and executive officers and their affiliates. We currently expect that Cash America's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the Cash America shareholders at the Cash America special meeting, although no director or executive officer has entered into any agreement obligating him to do so.

Cash America shareholders may cast one vote for each share of Cash America common stock they own. The proposal to approve the merger agreement requires the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Cash America and its named

executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, although such vote will not be binding on Cash America or the combined company. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding

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shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement, the holders of a majority of the outstanding shares entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, may approve any motion to adjourn the meeting to another time or place without further notice, other than announcement at the meeting.

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**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

**Selected Historical Consolidated Financial Data of First Cash**

The following table sets forth selected consolidated financial information and other data for First Cash as of and for each of the three months ended March 31, 2016 and March 31, 2015 and as of and for each of the years in the five-year period ended December 31, 2015. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2015, 2014 and 2013 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in First Cash's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011 have been derived from audited consolidated financial statements of First Cash that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of and for each of the three months ended March 31, 2016 and 2015 is derived from the unaudited condensed consolidated financial statements included in First Cash's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial information includes all adjustments, consisting solely of normal recurring adjustments, which First Cash considers necessary for a fair statement of its financial position and results of operations for those periods. The results for the three months ended March 31, 2016 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2016 or any other period.

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The consolidated financial information set forth below should be read in conjunction with First Cash's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

	Three Months Ended		Year Ended December 31,				
	March 31, 2016	2015	2015	2014	2013	2012	2011
(In thousands, except per share amounts and certain operating data)							
<b>Statement of Income Data</b>							
<b>(1):</b>							
Revenue:							
Retail merchandise sales	\$ 118,776	\$ 110,454	\$ 449,296	\$ 428,182	\$ 367,187	\$ 287,456	\$ 236,797
Pawn loan fees	51,433	48,654	195,448	199,357	181,555	152,237	122,320
Consumer loan and credit services fees	5,686	7,595	27,803	36,749	43,781	48,692	46,876
Wholesale scrap jewelry revenue	7,308	9,320	32,055	48,589	68,325	103,706	108,004
<b>Total revenue</b>	<b>183,203</b>	<b>176,023</b>	<b>704,602</b>	<b>712,877</b>	<b>660,848</b>	<b>592,091</b>	<b>513,997</b>
Cost of revenue:							
Cost of retail merchandise sold	74,422	68,246	278,631	261,673	221,361	167,144	142,106
Consumer loan and credit services loss provision	1,047	997	7,159	9,287	11,368	12,556	11,331
Cost of wholesale scrap jewelry sold	5,871	8,009	27,628	41,044	58,545	76,853	71,305
<b>Total cost of revenue</b>	<b>81,340</b>	<b>77,252</b>	<b>313,418</b>	<b>312,004</b>	<b>291,274</b>	<b>256,553</b>	<b>224,742</b>
<b>Net revenue</b>	<b>101,863</b>	<b>98,771</b>	<b>391,184</b>	<b>400,873</b>	<b>369,574</b>	<b>335,538</b>	<b>289,255</b>
Expenses and other income:							
Store operating expenses	55,411	52,321	207,572	198,986	181,321	148,879	126,107
Administrative expenses	17,668	13,838	54,758	54,586	49,530	50,211	45,259
Depreciation and amortization	4,937	4,547	17,939	17,476	15,361	12,939	10,944
Goodwill impairment U.S. consumer loan operations			7,913				
Interest expense, net	4,186	3,676	15,321	12,845	3,170	1,272	(142)
<b>Total expenses and other income</b>	<b>82,202</b>	<b>74,382</b>	<b>303,503</b>	<b>283,893</b>	<b>249,382</b>	<b>213,301</b>	<b>182,168</b>
<b>Income from continuing operations before income</b>	<b>19,661</b>	<b>24,389</b>	<b>87,681</b>	<b>116,980</b>	<b>120,192</b>	<b>122,237</b>	<b>107,087</b>



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taxes								
Provision for income taxes	6,487	7,601	26,971	31,542	35,713	41,375	36,950	
Income from continuing operations	13,174	16,788	60,710	85,438	84,479	80,862	70,137	
Income (loss) from discontinued operations, net of tax				(272)	(633)	(503)	7,645	
Net income	\$ 13,174	\$ 16,788	\$ 60,710	\$ 85,166	\$ 83,846	\$ 80,359	\$ 77,782	

Net income per share:

Basic:

Income from continuing operations	\$ 0.47	\$ 0.59	\$ 2.16	\$ 2.98	\$ 2.91	\$ 2.80	\$ 2.29	
Net income	0.47	0.59	2.16	2.97	2.89	2.78	2.53	

Diluted:

Income from continuing operations	0.47	0.59	2.14	2.94	2.86	2.72	2.23	
Net income	0.47	0.59	2.14	2.93	2.84	2.70	2.47	

Dividends declared per common share	\$ 0.125	\$	\$	\$	\$	\$	\$	
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**Balance Sheet Data at End of Period:**

Inventories	\$ 90,714	\$ 82,554	\$ 93,458	\$ 91,088	\$ 77,793	\$ 65,345	\$ 44,412	
Pawn loans	126,620	114,306	117,601	118,536	115,234	103,181	73,287	
Net working capital	240,521	251,420	279,259	258,194	236,417	209,132	173,995	
Total assets (1)	753,885	702,038	752,895	711,880	660,999	506,544	356,018	
Long-term liabilities (1)	258,669	227,810	275,338	234,880	201,889	122,978	5,241	
Total liabilities (1)	314,598	269,564	321,513	277,439	250,650	154,128	40,646	
Stockholders equity	439,287	432,474	431,382	434,441	410,349	352,416	315,372	

**Statement of Cash Flows**

**Data:**

Net cash flows provided by (used in):								
Operating activities	\$ 25,076	\$ 27,430	\$ 92,749	\$ 97,679	\$ 106,718	\$ 88,792	\$ 80,375	
Investing activities	(27,095)	2,376	(71,676)	(85,366)	(140,726)	(159,904)	(22,104)	
Financing activities	(28,062)	(20,356)	9,127	(9,098)	54,644	49,525	(52,593)	

**Other Financial Data:**

EBITDA (2)	\$ 28,784	\$ 32,523	\$ 120,448	\$ 147,029	\$ 138,090	\$ 135,945	\$ 125,534	
Adjusted EBITDA (2)	\$ 29,184	\$ 32,717	\$ 132,201	\$ 148,027	\$ 140,440	\$ 137,245	\$ 125,849	
Free cash flow (2)	\$ 24,026	\$ 31,356	\$ 67,960	\$ 71,255	\$ 79,635	49,626	\$ 46,193	
Pawn store annualized inventory turnover	3.4x	3.6x	3.4x	3.6x	3.6x	4.2x	4.2x	

**Location Counts at End of Period:**

Pawn stores	1,204	925	1,005	912	821	715	570	
Credit services/consumer loan stores	69	86	70	93	85	99	101	

1,273	1,011	1,075	1,005	906	814	671
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- (1) In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update ( ASU ) No 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* ( ASU 2015-03 ). ASU 2015-03 requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. On January 1, 2016, First Cash retrospectively adopted ASU 2015-03, which resulted in a \$4,126 and \$4,743 decrease in total assets, long-term liabilities and total liabilities in the consolidated financial information as of December 31, 2015 and 2014, respectively, compared to amounts previously reported in Item 6. Selected Financial Data in First Cash's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. First Cash's senior unsecured notes were issued in March 2014; therefore the adoption of ASU 2015-03 did not affect balances as of December 31, 2013, 2012 and 2011. First Cash elected to present debt issuance costs related to its revolving unsecured credit facilities as an asset as allowed by the applicable accounting guidance.
- (2) First Cash uses certain financial calculations such as EBITDA, adjusted EBITDA and free cash flow (as defined or explained below) as factors in the measurement and evaluation of First Cash's operating performance and period-over-period growth. First Cash derives these financial calculations on the basis of methodologies other than GAAP, primarily by excluding from the comparable GAAP measure certain items that First Cash does not consider to be representative of its actual operating performance. These financial calculations are non-GAAP financial measures as defined in SEC rules. First Cash uses these financial calculations in operating its business because First Cash's management believes they are less susceptible to variances in actual operating performance that can result from the excluded items and other infrequent charges. First Cash presents these financial measures to investors because First Cash's management believes they are useful to investors in evaluating the primary factors that drive First Cash's operating performance and because First Cash's management believes they provide greater transparency into First Cash's results of operations. However, items that are excluded and other adjustments and assumptions that are made in calculating EBITDA, adjusted EBITDA and free cash flow are significant components in understanding and assessing First Cash's financial performance. These non-GAAP financial measures should be evaluated in conjunction with, and are not a substitute for, First Cash's GAAP financial measures. Further, because these non-GAAP financial measures are not determined in accordance with GAAP and are thus susceptible to varying calculations, EBITDA, adjusted EBITDA and free cash flow, as presented, may not be comparable to other similarly titled measures of other companies.

*EBITDA and Adjusted EBITDA*

First Cash defines EBITDA as net income before income taxes, depreciation and amortization, interest expense and interest income and adjusted EBITDA as net income before income taxes, depreciation and amortization, interest expense, interest income and non-recurring charges as listed below. First Cash believes EBITDA and adjusted EBITDA are commonly used by investors to assess a company's leverage capacity, liquidity and financial performance. However, EBITDA and adjusted EBITDA have limitations as analytical tools and should not be considered in isolation or as substitutes for net income or other statement of income data prepared in accordance with GAAP. The following table provides a reconciliation of net income to EBITDA and adjusted EBITDA (unaudited, in thousands):

	Three Months Ended			Year Ended December 31,			
	March 31, 2016	2015	2015	2014	2013	2012	2011
Net income	\$ 13,174	\$ 16,788	\$ 60,710	\$ 85,166	\$ 83,846	\$ 80,359	\$ 77,782

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Income taxes	6,487	7,601	26,971	31,542	35,713	41,375	36,950
Depreciation and amortization (1)	4,937	4,458	17,446	17,476	15,361	12,939	10,944
Interest expense	4,460	4,020	16,887	13,527	3,492	1,488	135
Interest income	(274)	(344)	(1,566)	(682)	(322)	(216)	(277)
EBITDA	28,784	32,523	120,448	147,029	138,090	135,945	125,534
Adjustments:							
Non-recurring restructuring expenses related to U.S. consumer loan operations		129	8,878				
Non-recurring acquisition expenses	400	65	2,875	998	2,350	1,300	315
Adjusted EBITDA	\$ 29,184	\$ 32,717	\$ 132,201	\$ 148,027	\$ 140,440	\$ 137,245	\$ 125,849

- (1) For the three months ended March 31, 2015 and year ended December 31, 2015, excludes \$89 and \$493, respectively, of depreciation and amortization, which is included in the non-recurring restructuring expenses related to U.S. consumer loan operations.

**Table of Contents***Free Cash Flow*

For purposes of its internal liquidity assessments, First Cash considers free cash flow, which is defined as cash flow from operating activities reduced by purchases of property and equipment and net cash outflow from loan receivables. Free cash flow is commonly used by investors as a measure of cash generated by business operations that will be used to repay scheduled debt maturities and can be used to invest in future growth through new business development activities or acquisitions, repurchase stock, pay cash dividends or repay debt obligations prior to their maturities. These metrics can also be used to evaluate First Cash's ability to generate cash flow from business operations and the impact that this cash flow has on First Cash's liquidity. However, free cash flow has limitations as an analytical tool and should not be considered in isolation or as a substitute for cash flow from operating activities, including discontinued operations, or other income statement data prepared in accordance with GAAP. The following table reconciles net cash flow from operating activities to free cash flow (unaudited, in thousands):

	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Cash flow from operating activities	\$ 25,076	\$ 27,430	\$ 92,749	\$ 97,679	\$ 106,718	\$ 88,792	\$ 80,375
Cash flow from investing activities:							
Loan receivables	5,293	8,312	(3,716)	(2,470)	(411)	(17,325)	(5,208)
Purchases of property and equipment	(6,343)	(4,386)	(21,073)	(23,954)	(26,672)	(21,841)	(28,974)
Free cash flow	\$ 24,026	\$ 31,356	\$ 67,960	\$ 71,255	\$ 79,635	\$ 49,626	\$ 46,193

**Table of Contents****Selected Historical Consolidated Financial Data of Cash America**

The following table sets forth selected consolidated financial information and other data for Cash America as of and for each of the three months ended March 31, 2016 and March 31, 2015 and as of and for each of the years in the five-year period ended December 31, 2015. The selected consolidated income statement data for the years ended December 31, 2015, 2014 and 2013 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated income statement data for the years ended December 31, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011 have been derived from audited consolidated financial statements of Cash America that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of and for each of the three months ended March 31, 2016 and 2015 is derived from the unaudited condensed consolidated financial statements included in Cash America's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial information includes all adjustments, consisting of normal recurring adjustments, which Cash America considers necessary for a fair statement of its financial position and results of operations for those periods. The results for the three months ended March 31, 2016 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2016 or any other period.

The consolidated financial information set forth below should be read in conjunction with Cash America's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

	Three Months Ended		Year Ended December 31,			
	March 31, 2016	2015	2015	2014	2013	2012
	(dollars and shares in thousands, except per share data)					
<b>Income Data (1)</b>						
Revenue	\$ 277,205	\$ 271,762	\$ 1,029,491	\$ 1,094,696	\$ 1,030,486	\$ 1,139,443
Operating Expenses	144,044	147,091	567,144	589,550	586,514	632,039
Operating Income (Loss) from Continuing Operations before Income Taxes	19,748	16,234	56,288	32,967	61,168	89,627
Operating Income (Loss) from Continuing Operations	15,955	12,757	43,044	(8,346)	43,985	81,370
Operating Income (Loss) from Discontinued Operations, Net of Tax	10,633	7,845	27,566	(10,387)	59,182	40,901
Operating Income (Loss) Attributable to Cash America International, Inc.	\$ 10,633	\$ 7,845	\$ 27,566	\$ 98,638	\$ 142,528	\$ 107,470
Operating Income (Loss) Per Share:						
Operating Income (Loss) from Continuing Operations	\$ 0.43	\$ 0.27	\$ 1.02	\$ (0.36)	\$ 2.07	\$ 1.39
Operating Income (Loss) from Discontinued Operations				3.77	2.91	2.26
Operating Income (Loss) Attributable to Cash America International, Inc.	\$ 0.43	\$ 0.27	\$ 1.02	\$ 3.41	\$ 4.97	\$ 3.64
Operating Income (Loss) Per Share:						
Operating Income (Loss) from Continuing Operations	\$ 0.42	\$ 0.27	\$ 1.01	(0.36)	1.93	1.30
Operating Income (Loss) from Discontinued Operations				3.72	2.72	2.12
Operating Income (Loss) Attributable to Cash America International, Inc.	\$ 0.42	\$ 0.27	\$ 1.01	\$ 3.36	\$ 4.66	\$ 3.42
Operating Income (Loss) Declared per common share	\$ 0.080	\$ 0.050	\$ 0.200	\$ 0.140	\$ 0.140	\$ 0.140

verage common shares outstanding:

24,811	28,692	27,022	28,901	28,657	29,514
25,121	28,780	27,238	29,341	30,613	31,452

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	Three Months Ended			Year Ended December 31,		
	March 31,			2013		2012
	2016	2015	2015	2014	2013	2012
(dollars and shares in thousands, except per share data)						
<b>Balance at End of Period (1)</b>						
Equivalents	\$ 48,321	\$ 120,058	\$ 23,153	\$ 53,042	\$ 19,748	\$ 23,822
Change in working capital	210,724	210,060	248,713	252,168	261,148	244,640
Change in cash and cash equivalents, net	223,660	196,024	241,549	212,849	208,899	167,400
Change in other assets	23,986	31,897	31,291	44,853	54,732	58,630
Change from continuing operations (2)	528,196	663,621	566,246	686,757	939,997	859,710
Change from discontinued operations (2)	1,310,815	1,475,990	1,368,738	1,518,525	1,841,447	1,655,580
Change from discontinued operations (2)					616,338	537,760
Change from current maturities of long-term debt (2)(3)	1,310,815	1,475,990	1,368,738	1,518,525	2,457,785	2,193,340
Change from current maturities of long-term debt (2)(3)	179,173	192,838	208,971	192,548	731,430	576,280
Change from current maturities of long-term debt (2)(3)	978,725	1,105,351	998,159	1,133,202	1,082,423	990,620
<b>Ratio of Period</b>						
Ratio of Period	7.2x	9.0x	6.9x	8.5x	8.5x	7.3x
Ratio of Period	18.3%	17.4%	20.9%	17.0%	67.6%	58.3%

(1) As a result of the Enova spin transaction in November 2014, Cash America has presented financial information for Enova as discontinued operations.

(2) Effective January 1, 2016, Cash America early adopted ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes* (ASU 2015-17), which requires that all deferred tax assets and liabilities be classified as noncurrent on the balance sheet. Cash America retrospectively applied ASU 2015-17 for all periods presented in the table above. The adjustment amounts in the table below, made as a result of the adoption of ASU 2015-17, represent adjustments to amounts previously disclosed in Item 6. Selected Financial Data in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015 (dollars in thousands):

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Increase (decrease) from previously reported amounts					
Working capital from continuing operations	(7,672)	27,820	(8,448)	(17,892)	(11,087)
Total assets from continuing operations	(7,672)		(8,448)	(17,892)	(11,087)
Total assets from discontinued operations			(30,352)	(31,100)	(23,978)
Total assets	(7,672)		(38,800)	(48,992)	(35,065)

Effective January 1, 2016, Cash America early adopted ASU 2015-03 and Cash America retrospectively applied ASU 2015-03 for all periods presented in the table above. The adjustment amounts in the table below, made as a result of the adoption of ASU 2015-03, represent adjustments to amounts previously disclosed in Item 6. Selected Financial Data in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015 (dollars in thousands):

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Increase (decrease) from previously reported amounts					
Total assets from continuing operations	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)
Total assets	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)
Total assets	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)



Total debt (includes current maturities of long-term debt)

(3) Total debt was used to support Cash America's total operations, which included Enova for 2013, 2012 and 2011.

**Non-GAAP Disclosure**

In addition to the financial information prepared in conformity with GAAP, Cash America has provided certain historical non-GAAP measures in the tables below, including (i) adjusted EBITDA, which Cash America defines as earnings excluding depreciation, amortization, interest, foreign currency transaction gains or losses, loss on early extinguishment of debt, gain on disposition of equity securities, equity in loss of unconsolidated subsidiary and provision or benefit for income taxes, and (ii) free cash flow, which Cash America defines as cash flow from continuing operating activities reduced by purchases of property and equipment and net cash outflow from pawn and consumer loan activities.

Management believes that the presentation of these measures provides users of the financial statements with greater transparency and facilitates a more meaningful comparison of operating results across a broad spectrum of companies with varying capital structures, compensation strategies, derivative instruments and depreciation

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and amortization methods. In addition, management believes this information provides a more in-depth and complete view of Cash America's financial performance, competitive position and prospects for the future and may highlight trends in Cash America's business that may not otherwise be apparent when relying on financial measures calculated in accordance with GAAP. Management also believes that non-GAAP measures are frequently used by investors to analyze operating performance, evaluate Cash America's ability to incur and service debt and its capacity for making capital investments, and to help assess Cash America's estimated enterprise value.

Management believes the non-GAAP measures included herein, including the adjustments shown, provide more meaningful information regarding the ongoing operating performance, provide more useful period-to-period comparisons of operating results, both internally and in relation to operating results of competitors, enhance analysts and investors' understanding of the core operating results of the business and provide a more accurate indication of Cash America's ability to generate cash flows from operations. Therefore, management believes it important to clearly identify these measures for investors.

Management has determined that the adjustments to the adjusted EBITDA included in the tables below are useful to investors in order to allow them to compare Cash America's financial results for the periods presented without the effect of the below items, which management believes are less frequent in nature:

the gain on disposition of equity securities;

the loss on early extinguishment of debt;

severance and other employee-related costs for administrative and operations staff reductions in connection with Cash America's reorganization to better align the corporate and operating cost structure with its remaining storefront operations after the Enova spin transaction (the "Reorganization");

the loss on significant divestitures of non-strategic operations;

the charges related to the closure of 36 locations in Texas in 2013 that offered consumer loans as their primary source of revenue (the "Texas Consumer Loan Store Closures");

the adjustments for a penalty paid to the Consumer Financial Protection Bureau (the "CFPB") in connection with the issuance of a consent order by the CFPB in November 2013 (the "Regulatory Penalty");

charges related to a significant litigation settlement in 2013 (the "2013 Litigation Settlement");

an adjustment made in 2013 (the "Ohio Adjustment for the Ohio Reimbursement Program") to decrease Cash America's remaining liability following an assessment of the claims made under a voluntary program initiated in 2012 to reimburse Ohio customers in connection with certain legal collections proceedings

initiated by Cash America in Ohio;

a recognized income tax benefit related to a tax deduction included on Cash America's 2013 federal income tax return for its tax basis in the stock of its subsidiary that previously owned its Mexico-based pawn operations, Creazione Estilo, S.A. de C.V. ( Creazione ), a Mexican *sociedad anónima de capital variable* (the Creazione Deduction ); and

the reorganization of Cash America's Mexico-based pawn operations in 2012 to include only 47 full-service pawn locations and discontinuation of the operations of 148 of its Mexico-based pawn locations (the Mexico Reorganization ).

Management provides non-GAAP financial information for informational purposes and to enhance understanding of Cash America's GAAP consolidated financial statements. Readers should consider the information in addition to, but not instead of or superior to, its financial statements prepared in accordance with GAAP. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes.

**Table of Contents****Adjusted EBITDA**

The following table provides a reconciliation between net income (loss) from continuing operations, which is the nearest GAAP measure presented in Cash America's financial statements, to adjusted EBITDA from continuing operations (dollars in thousands):

	Three Months Ended March 31,		Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
Net income (loss) from continuing operations	\$ 10,633	\$ 7,845	\$ 27,566	\$ (10,387)	\$ 59,182	\$ 40,901	\$ 87,514
Net loss (income) attributable to the noncontrolling interest in continuing operations					308	(5,806)	(797)
Provision (benefit) for income taxes (1)	5,322	4,912	15,478	2,041	(15,505)	39,114	54,449
Equity in loss of unconsolidated subsidiary					136	295	104
Gain on disposition of equity securities	(117)	(126)	(1,688)				
Loss on early extinguishment of debt	11		607	22,553	607		
Foreign currency transaction gain		(39)	(32)	(113)	(17)	(29)	776
Interest expense, net	3,899	3,642	14,357	18,873	16,457	7,991	8,027
Depreciation and amortization expenses (2)	13,505	14,519	56,251	60,942	55,949	49,592	42,886
Adjustments							
Reorganization			853	7,538			
Loss on divestitures				5,176			
Texas Consumer Loan Store Closures					1,373		
Regulatory Penalty					2,500		
2013 Litigation Settlement				635	18,000		
Ohio Adjustment for the Ohio Reimbursement Program					(5,000)	13,400	
Charges related to Mexico Reorganization						28,873	
<b>Adjusted EBITDA from continuing operations</b>	<b>\$ 33,253</b>	<b>\$ 30,753</b>	<b>\$ 113,392</b>	<b>\$ 107,258</b>	<b>\$ 133,990</b>	<b>\$ 174,331</b>	<b>\$ 192,959</b>

(1) For the year ended December 31, 2013, includes an income tax benefit of \$33.2 million related to the Creazione Deduction. For the year ended December 31, 2012, excludes a \$7.2 million charge for the recognition of a deferred tax asset valuation allowance, which is included in Charges related to the Mexico Reorganization in the

- table above and includes an income tax benefit related to the Mexico Reorganization of \$1.2 million.
- (2) Excludes \$0.2 million and \$12.6 million of depreciation and amortization expenses for the years ended December 31, 2013 and 2012, respectively, which are included in Texas Consumer Loan Store Closures and Charges Related to Mexico Reorganization for the respective periods.

**Table of Contents****Free Cash Flow**

The following table provides a reconciliation from net cash flow from continuing operating activities to free cash flow from continuing operations (unaudited, in thousands):

	Three Months Ended		Year Ended December 31,				
	March 31, 2016	March 31, 2015	2015	2014	2013	2012	2011
Cash flow from continuing operating activities (1)	\$ 45,402	\$ 39,814	\$ 129,717	\$ 127,775	\$ 141,358	\$ 140,346	\$ 181,229
Cash flow from continuing investing activities:							
Pawn activities, net (2)	42,980	50,578	(34,501)	(24,203)	(33,564)	2,449	(54,912)
Consumer loan activities, net	1,853	7,619	(10,985)	(24,742)	(31,324)	(28,564)	(30,816)
Purchases of property and equipment	(4,617)	(3,580)	(20,436)	(37,910)	(46,400)	(61,527)	(59,976)
Free cash flow from continuing operations	\$ 85,618	\$ 94,431	\$ 63,795	\$ 40,920	\$ 30,070	\$ 52,704	\$ 35,525

- (1) Effective January 1, 2016, Cash America early adopted ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (ASU 2016-09), which included the elimination of the offsetting operating and financing activities for excess income tax benefits from share-based compensation in the consolidated cash flow statements. Cash America retrospectively applied this portion of ASU 2016-09 for all periods presented in the table above. Compared to previously disclosed amounts for net cash provided by operating activities in the consolidated cash flow statements in Cash America's Annual Reports on Form 10-K, net cash provided from operating activities increased by \$0.3 million, \$0.6 million, \$2.6 million and \$1.0 million for the years ended December 31, 2015, 2013, 2012 and 2011, respectively, due to the adoption of ASU 2016-09.
- (2) Pawn activities, net includes cash used for pawn loans made, cash received for pawn loans repaid and cash received for the sale of forfeited merchandise. Cash America typically experiences seasonal trends in its pawn loan balances, with lower balances in the first quarter of the year due to the heavy repayment of loans with tax refund proceeds received by customers, resulting in net cash inflows for pawn activities, net in the first quarter, compared to net cash outflows for pawn activities, net, for the full year.

**Table of Contents****COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

Presented below are First Cash's historical per share data for the three months ended March 31, 2016 and the year ended December 31, 2015, Cash America's historical per share data for the three months ended March 31, 2016 and the year ended December 31, 2015, and unaudited pro forma combined per share data for the three months ended March 31, 2016 and the year ended December 31, 2015. This information should be read together with the consolidated financial statements and related notes of First Cash and Cash America that are incorporated by reference in this joint proxy statement/prospectus and with the unaudited pro forma combined financial data included under

Unaudited Pro Forma Combined Financial Information beginning on page 35. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company.

The historical book value per share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding at the end of the period. The pro forma earnings per share of the combined company is computed by dividing the pro forma net income by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma stockholders' equity by the pro forma number of shares of common stock outstanding at the end of the period. The Cash America unaudited pro forma equivalent per share financial information is computed by multiplying the First Cash unaudited pro forma combined per share amounts by the exchange ratio (0.840 shares of First Cash common stock for each share of Cash America common stock). The pro forma per share financial information for the combined company and the Cash America pro forma equivalent per share financial information assumes that the Cash America RSUs will be paid out in cash in connection with the merger as permitted by the merger agreement. See Unaudited Pro Forma Combined Financial Information beginning on page 35 for a further discussion on the financial impact of the treatment of the Cash America RSUs in connection with the merger.

<b>First Cash-Historical</b>	<b>Three Months Ended March 31, 2016</b>	<b>Year Ended December 31, 2015</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.47	\$ 2.16
Diluted	\$ 0.47	\$ 2.14
Book value per share of common stock (as of period end)	\$ 15.55	\$ 15.28
Dividends per share of common stock	\$ 0.125	\$

<b>Cash America-Historical</b>	<b>Three Months Ended March 31, 2016</b>	<b>Year Ended December 31, 2015</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.43	\$ 1.02
Diluted	\$ 0.42	\$ 1.01
Book value per share of common stock (as of period end)	\$ 40.52	\$ 40.13
Dividends per share of common stock	\$ 0.08	\$ 0.20

<b>FirstCash pro forma combined amounts</b>	<b>Three Months Ended March 31, 2016</b>	<b>Year Ended December 31, 2015</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.59	\$ 2.26
Diluted	\$ 0.59	\$ 2.25
Book value per share of common stock (as of period end)	\$ 30.11	n/a



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<b>Cash America pro forma equivalent per share data</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	<b>Year Ended</b>
	<b>2016</b>	<b>December 31, 2015</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.50	\$ 1.90
Diluted	\$ 0.50	\$ 1.89
Book value per share of common stock (as of period end)	\$ 25.29	n/a

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**UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma combined financial information is presented to illustrate the estimated effects of the merger based on the historical financial statements and accounting records of First Cash and Cash America after giving effect to the merger and the merger-related pro forma adjustments as described in the notes below.

The unaudited pro forma combined balance sheet combines the historical consolidated balance sheets of First Cash and Cash America, giving effect to the merger as if it had been consummated on March 31, 2016. The unaudited pro forma combined statements of income for the three months ended March 31, 2016 and for the year ended December 31, 2015 combine the historical consolidated statements of income of First Cash and Cash America, giving effect to the merger as if it had been consummated on January 1, 2015, the beginning of the earliest period presented. The historical consolidated financial statements of Cash America have been adjusted to reflect certain reclassifications in order to conform with First Cash's financial statement presentation.

The unaudited pro forma combined financial statements were prepared using the acquisition method of accounting for business combinations pursuant to the provisions of Accounting Standards Codification (ASC) Topic 805, Business Combinations (ASC 805), with First Cash considered the acquirer of Cash America for accounting purposes. Accordingly, consideration given by First Cash to complete the merger will be allocated to the assets and liabilities of Cash America based upon their estimated fair values as of the date of completion of the merger. As of the date of this joint proxy statement/prospectus, First Cash has not completed the detailed valuation studies necessary to arrive at the required estimates of the fair value of the Cash America assets to be acquired and the liabilities to be assumed and the related allocations of merger consideration, nor has it identified all adjustments necessary to conform Cash America's accounting policies to First Cash's accounting policies. A final determination of the fair value of Cash America's assets and liabilities will be based on the actual net tangible and intangible assets and liabilities of Cash America that exist as of the date of completion of the merger and therefore cannot be made prior to the completion of the transaction. Additionally, the value of the per share consideration to be given by First Cash to complete the merger will be determined based on the trading price of First Cash's common stock at the time of the completion of the merger. Accordingly, the pro forma merger consideration allocation and adjustments are preliminary and are subject to further adjustments as additional information becomes available and as additional analyses are performed. The preliminary pro forma merger consideration allocation and adjustments have been made solely for the purpose of providing the unaudited pro forma combined financial statements presented below. First Cash estimated the fair value of Cash America's assets and liabilities based on discussions with Cash America's management, preliminary valuation studies, due diligence and information presented in public filings. Until the merger is completed, both companies are limited in their ability to share information with each other. Upon completion of the merger, final valuations will be performed. Increases or decreases in the fair value of relevant balance sheet amounts will result in adjustments to the balance sheet and/or statements of income until the allocation of merger consideration is finalized. There can be no assurance that such finalization will not result in material changes.

These unaudited pro forma combined financial statements have been developed from and should be read in conjunction with (i) the unaudited interim consolidated financial statements of each of First Cash and Cash America for the quarterly period ended March 31, 2016 contained in their respective Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2016 and (ii) the audited consolidated financial statements of each of First Cash and Cash America contained in their respective Annual Reports on Form 10-K for the fiscal year ended December 31, 2015, all of which are incorporated by reference into this joint proxy statement/prospectus. The unaudited pro forma combined financial statements are provided for illustrative purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of First Cash would have been had the merger occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position.

Pro forma adjustments are included only to the extent they are (i) directly attributable to the merger, (ii) factually supportable and (iii) with respect to the unaudited pro forma combined statement of income,

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expected to have a continuing impact on the combined results. First Cash expects to incur significant costs associated with integrating the operations of First Cash and Cash America. The unaudited pro forma combined financial statements do not reflect the costs of any integration activities or benefits that may result from realization of future cost savings from operating efficiencies or revenue synergies expected to result from the merger.

**Table of Contents****Unaudited Pro Forma Combined Balance Sheet****At March 31, 2016**

(in thousands)

	<b>Historical</b>					<b>Pro</b>
	<b>First</b>	<b>Cash</b>			<b>Acquisition</b>	<b>Forma</b>
	<b>Cash</b>	<b>America</b>	<b>Reclassifications (1)</b>		<b>Adjustments (2)</b>	<b>Combined</b>
<b>Assets</b>						
Cash and cash equivalents	\$ 54,150	\$ 48,321	\$		\$ (34,837) 3(a)	\$ 67,634
Pawn loan fees and service charges receivable	17,070	44,942				62,012
Pawn loans	126,620	210,724				337,344
Consumer loans, net	985	23,986				24,971
Inventories	90,714	223,660				314,374
Prepaid expenses and other current assets	6,911	21,828	(4,957) 2(a)		20,704 3(b)	44,486
Investment in equity securities		40,368				40,368
<b>Total current assets</b>	<b>296,450</b>	<b>613,829</b>	<b>(4,957)</b>		<b>(14,133)</b>	<b>891,189</b>
Property and equipment, net	120,712	164,245			(43,093) 3(c)	241,864
Goodwill	315,439	488,022			60,666 3(d)	864,127
Intangible assets, net		38,000	6,124 2(b)		13,000 3(e)	57,124
Other non-current assets	10,291	6,719	(6,124) 2(b)		896 3(f)	11,782
Deferred tax assets	10,993					10,993
<b>Total assets</b>	<b>\$ 753,885</b>	<b>\$ 1,310,815</b>	<b>\$ (4,957)</b>		<b>\$ 17,336</b>	<b>\$ 2,077,079</b>
<b>Liabilities and Stockholders Equity</b>						
Accounts payable and accrued liabilities	\$ 54,496	\$ 60,554	\$ (14,827) 2(c)		\$ (5,507) 3(g)	\$ 94,716
Customer deposits		21,555	14,827 2(c)			36,382
Income taxes payable	1,433	3,524	(4,957) 2(a)			
<b>Total current liabilities</b>	<b>55,929</b>	<b>85,633</b>	<b>(4,957)</b>		<b>(5,507)</b>	<b>131,098</b>
Revolving unsecured credit facilities	40,000				46,112 3(h)	86,112
Senior unsecured notes	196,037	179,173			2,277 3(i)	377,487
Other liabilities		653				653
Deferred tax liabilities	22,632	66,631			(65,815) 3(j)	23,448
<b>Total liabilities</b>	<b>314,598</b>	<b>332,090</b>	<b>(4,957)</b>		<b>(22,933)</b>	<b>618,798</b>

Commitments and contingencies						
Stockholders equity:						
Preferred stock						
Common stock	403	3,024			(2,821)	3(k) 606
Additional paid-in capital	203,143	82,620	574	2(d)	966,426	3(k) 1,252,763
Retained earnings	653,248	1,061,221	(574)	2(d)	(1,091,476)	3(k) 622,419
Accumulated other comprehensive income						
(loss)	(80,899)	13,492			(13,492)	3(k) (80,899)
Common stock held in treasury, at cost						
	(336,608)	(181,632)			181,632	3(k) (336,608)
Total stockholders equity	439,287	978,725			40,269	1,458,281
Total liabilities and stockholders equity						
	\$ 753,885	\$ 1,310,815	\$ (4,957)		\$ 17,336	\$ 2,077,079

The accompanying notes are an integral part of the unaudited pro forma combined financial statements.

- (1) See Note 2 to the unaudited pro forma combined financial statements.
- (2) See Note 3 to the unaudited pro forma combined financial statements.

**Table of Contents****Unaudited Pro Forma Combined Statement of Income****For the Three Months Ended March 31, 2016***(in thousands, except per share data)*

	<b>Historical</b>			<b>Acquisition</b>		<b>Pro Forma</b>	
	<b>First</b>	<b>Cash</b>	<b>Reclassifications (1)</b>	<b>Adjustments (2)</b>		<b>Combined</b>	
	<b>Cash</b>	<b>America</b>					
<b>Revenue:</b>							
Retail merchandise sales	\$ 118,776	\$ 178,297	\$ (27,570)	2(e)	\$	\$ 269,503	
Pawn loan fees	51,433	79,685				131,118	
Consumer loan and credit services fees	5,686	18,107				23,793	
Wholesale scrap jewelry revenue	7,308		27,570	2(e)		34,878	
Other		1,116				1,116	
<b>Total revenue</b>	<b>183,203</b>	<b>277,205</b>				<b>460,408</b>	
<b>Cost of revenue:</b>							
Cost of retail merchandise sold	74,422	129,218	(28,091)	2(e)		175,549	
Consumer loan and credit services loss provision	1,047	3,943				4,990	
Cost of wholesale scrap jewelry sold	5,871		28,091	2(e)		33,962	
<b>Total cost of revenue</b>	<b>81,340</b>	<b>133,161</b>				<b>214,501</b>	
<b>Net revenue</b>	<b>101,863</b>	<b>144,044</b>				<b>245,907</b>	
<b>Expenses and other income:</b>							
Store operating expenses	55,411		84,822	2(f)	(63)	4(a)	140,170
Administrative expenses	17,668		25,969	2(f)	(250)	4(b)	43,387
Operations and administration		110,791	(110,791)	2(f)			
Depreciation and amortization	4,937	13,505			(7,341)	4(c)	11,101
Interest expense	4,460	3,919			(842)	4(d)	7,537
Interest income	(274)	(20)					(294)
Loss on early extinguishment of debt		11					11
Gain on disposition of equity securities		(117)					(117)

Total expenses and other income	82,202	128,089		(8,496)		201,795
Income before income taxes	19,661	15,955		8,496		44,112
Provision for income taxes	6,487	5,322	574	2(g)	3,051	4(e) 15,434
Net income	\$ 13,174	\$ 10,633	\$ (574)		\$ 5,445	\$ 28,678
Net income per share:						
Basic	\$ 0.47	\$ 0.43				\$ 0.59 4(f)
Diluted	\$ 0.47	\$ 0.42				\$ 0.59 4(f)
Weighted average common shares outstanding:						
Basic	28,241	24,811				48,505 4(f)
Diluted	28,241	25,121				48,505 4(f)

The accompanying notes are an integral part of the unaudited pro forma combined financial statements.

- (1) See Note 2 to the unaudited pro forma combined financial statements.
- (2) See Note 4 to the unaudited pro forma combined financial statements.



**Table of Contents****Unaudited Pro Forma Combined Statement of Income****For the Year Ended December 31, 2015***(in thousands, except per share data)*

	<b>Historical First Cash</b>	<b>Cash America</b>	<b>Reclassifications (1)</b>	<b>Acquisition Adjustment (2)</b>	<b>Pro Forma Combined</b>
<b>Revenue:</b>					
Retail merchandise sales	\$ 449,296	\$ 620,757	\$ (87,027)	2(h)	\$ 983,026
Pawn loan fees	195,448	318,987			514,435
Consumer loan and credit services fees	27,803	82,501			110,304
Wholesale scrap jewelry revenue	32,055		87,027	2(h)	119,082
Other		7,246			7,246
<b>Total revenue</b>	<b>704,602</b>	<b>1,029,491</b>			<b>1,734,093</b>
<b>Cost of revenue:</b>					
Cost of retail merchandise sold	278,631	439,242	(78,533)	2(h)	639,340
Consumer loan and credit services loss provision	7,159	23,105			30,264
Cost of wholesale scrap jewelry sold	27,628		78,533	2(h)	106,161
<b>Total cost of revenue</b>	<b>313,418</b>	<b>462,347</b>			<b>775,765</b>
<b>Net revenue</b>	<b>391,184</b>	<b>567,144</b>			<b>958,328</b>
<b>Expenses and other income:</b>					
Store operating expenses	207,572		340,960	2(i), 2(j)	(465) 4(a) 548,067
Administrative expenses	54,758		113,920	2(i)	(100) 4(b) 168,578
Operations and administration		454,912	(454,912)	2(i)	
Depreciation and amortization	17,939	56,251		(31,598) 4(c)	42,592
Goodwill impairment U.S. consumer loan	7,913				7,913

operations					
Interest expense	16,887	14,457		(1,198)	4(d) 30,146
Interest income	(1,566)	(100)			(1,666)
Foreign currency transaction gain		(32)	32	2(j)	
Gain on divestitures		(307)			(307)
Loss on early extinguishment of debt		607			607
Gain on disposition of equity securities		(1,688)			(1,688)
Total expenses and other income	303,503	524,100		(33,361)	794,242
Income before income taxes	87,681	43,044		33,361	164,086
Provision for income taxes	26,971	15,478		12,307	4(e) 54,756
Net income	\$ 60,710	\$ 27,566	\$	\$ 21,054	\$ 109,330
Net income per share:					
Basic	\$ 2.16	\$ 1.02		\$ 2.26	4(f)
Diluted	\$ 2.14	\$ 1.01		\$ 2.25	4(f)
Weighted average common shares outstanding:					
Basic	28,138	27,022		48,402	4(f)
Diluted	28,326	27,238		48,528	4(f)

The accompanying notes are an integral part of the unaudited pro forma combined financial statements.

- (1) See Note 2 to the unaudited pro forma combined financial statements.  
(2) See Note 4 to the unaudited pro forma combined financial statements.

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**Table of Contents****Notes to Unaudited Pro Forma Combined Financial Statements**

*(in thousands, except per share data)*

**Note 1. Basis of Presentation**

Under the terms of the merger agreement, at the effective time of the merger, (a) Cash America will become a wholly owned subsidiary of First Cash; (b) each outstanding share of Cash America common stock will be converted into the right to receive 0.840 shares of First Cash common stock plus cash in lieu of any fractional shares of First Cash common stock; and (c) Cash America RSUs will be converted into the right to receive, at First Cash's discretion, either (i) a cash payment equal to the product of (A) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by the exchange ratio, multiplied by (B) the closing per share price of the First Cash common stock on the NASDAQ on the last day on which shares of First Cash common stock traded on the NASDAQ immediately preceding the date on which the effective time of the merger shall occur, or (ii) the merger consideration in respect of each share of Cash America common stock subject thereto as of immediately prior to the effective time, plus, in the case of both clauses (i) and (ii) and with respect to Cash America RSUs granted prior to November 13, 2014 only, a number of shares of Enova common stock equal to the product of (a) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by (b) 0.915. For further information regarding the treatment of Cash America stock options and equity awards, see First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Treatment of Cash America Equity Incentive Awards in this joint proxy statement/prospectus.

The unaudited pro forma combined financial statements were prepared in accordance with ASC 805, using the acquisition method of accounting with First Cash considered to be the acquirer of Cash America for accounting purposes.

The unaudited pro forma combined financial statements present the pro forma combined financial position and results of operations of the combined company based upon the historical financial statements of First Cash and Cash America, after giving effect to the merger and the adjustments described in these notes. The unaudited pro forma combined financial statements are presented for illustrative purposes only and are not intended to reflect the financial position and results of operations which would have actually resulted had the merger been completed on the dates indicated. Further, the unaudited pro forma combined financial statements do not reflect the costs of any integration activities or benefits that may result from realization of future cost savings due to operating efficiencies or revenue synergies expected to result from the merger.

The unaudited pro forma combined balance sheet gives effect to the merger as if it had been consummated on March 31, 2016 and includes estimated pro forma adjustments (to the extent they can be currently estimated) for the preliminary valuations of assets acquired and liabilities assumed. These adjustments are subject to further revision as additional information becomes available and additional analyses are performed. The unaudited pro forma combined statements of income give effect to the merger as if it had been consummated on January 1, 2015, the beginning of the earliest period presented.

The unaudited pro forma combined balance sheet has been adjusted to reflect the preliminary allocation of the merger consideration to identifiable net assets acquired and the excess merger consideration to goodwill. The merger consideration allocation in these unaudited pro forma combined financial statements is based upon aggregate merger consideration of approximately \$1,096.4 million. This amount was calculated as described below in accordance with the merger agreement, based on the outstanding shares of Cash America common stock and Cash America RSUs at July 15, 2016, the exchange ratio of 0.840 shares of First Cash common stock for each Cash America share and a

price per First Cash common share of \$51.81, which represents the closing price of First Cash shares of common stock on July 15, 2016. The actual number of shares of First Cash common stock issued to Cash America shareholders pursuant to the merger will be based upon the actual number of Cash America shares outstanding at the effective time of the merger, and the valuation of those shares will be based on

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the trading price of First Cash's common stock at the effective time of the merger. For further information regarding the treatment of Cash America equity awards, see First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Treatment of Cash America Equity Incentive Awards in this joint proxy statement/prospectus.

The preliminary merger consideration is calculated as follows:

(in thousands, except per share data)

Assumed outstanding shares of Cash America common stock to be exchanged	24,025
Exchange ratio	0.840
Assumed shares of First Cash common stock to be issued	20,181
Price per share	\$ 51.81
Fair value of First Cash shares issued	\$ 1,045,578
Cash America stock based compensation paid in cash upon merger (1)	\$ 50,849
Preliminary estimated aggregate merger consideration	\$ 1,096,427

- (1) The unaudited pro forma combined financial information assumes that all of the Cash America RSUs will be paid in cash in connection with the merger as permitted by the merger agreement. First Cash expects to pay the Cash America RSUs in cash; however, under the terms of the merger agreement, First Cash has the option to convert the Cash America RSUs into shares of First Cash common stock at the exchange ratio. Pursuant to the terms of the merger agreement and based on the trading price of First Cash common stock as of July 15, 2016 and 1,168,392 Cash America RSUs outstanding as of July 15, 2016, the holders of the Cash America RSUs would be entitled to \$50,849 if the Cash America RSUs were paid in cash and would be entitled to 981,449 shares of First Cash common stock if the Cash America RSUs were settled in shares of First Cash common stock. If the Cash America RSUs are settled in shares of First Cash common stock, the weighted average common shares outstanding of the combined company would increase, thereby decreasing the net income per share of the combined company. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Treatment of Cash America Equity Incentive Awards for a discussion of the treatment of the Cash America RSUs in the merger.

The total consideration amount is calculated based on (i) the closing price of First Cash shares of common stock on July 15, 2016, equal to \$51.81, (ii) approximately 24 million shares of Cash America common stock outstanding as of July 15, 2016, (iii) approximately 1.2 million Cash America RSUs outstanding as of July 15, 2016 and (iv) the exchange ratio described above. Each one dollar increase (decrease) in the per share price of First Cash common stock will result in an approximate \$21 million increase (decrease) in the total consideration for the transaction, substantially all of which First Cash expects would be recorded as an increase (decrease) in the amount of goodwill recorded in the transaction. The outstanding number of shares of Cash America common stock will change prior to the closing of the merger due to transactions in the ordinary course of business, including the vesting of outstanding and any grants of new Cash America equity awards. These changes are not expected to have a material impact on the unaudited pro forma financial statements.



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The table below represents a preliminary allocation of the total consideration to Cash America's tangible and intangible assets and liabilities based on First Cash management's preliminary estimate of their respective fair values:

(in thousands)	
Cash and cash equivalents	\$ 48,321
Pawn loan fees and service charges receivable	44,942
Pawn loans	210,724
Consumer loans, net	23,986
Inventories	223,660
Other current assets	81,484
Property and equipment, net	121,152
Goodwill	548,688
Intangible assets, net	51,000
Other non-current assets	5,515
Current liabilities	(80,126)
Long-term debt	(181,450)
Deferred tax liabilities	(816)
Other liabilities	(653)
	<b>\$ 1,096,427</b>

Upon completion of the fair value assessment after the merger, it is anticipated that the ultimate allocation of merger consideration will differ from the preliminary assessment outlined above. Any changes to the initial estimates of the fair value of the assets and liabilities, which may be material, will be recorded as adjustments to those assets and liabilities and residual amounts will be allocated to goodwill. Assets and liabilities for which preliminary adjustments have been made are described in Note 3 below. Other assets and liabilities for which adjustments have not yet been reflected include, but are not limited to, the valuation of pawn loan fees and service charges receivable, pawn loans, consumer loans, net, inventories, pawn licenses and above/below market lease obligations. Accordingly, First Cash will continue to refine the identification and initial measurement of assets to be acquired and liabilities to be assumed as further information becomes available.

**Note 2. Reclassification Adjustments**

The unaudited pro forma financial information has been compiled in a manner consistent with the accounting policies adopted by First Cash. Certain balances from the consolidated financial statements of Cash America were reclassified to conform its presentation to that of First Cash:

The following reclassifications were made to the unaudited pro forma combined balance sheet as of March 31, 2016:

2(a) Reflects the reclassification of income taxes payable to prepaid expenses and other current assets as the pro forma adjustments create an income taxes receivable balance.

2(b) Reflects the reclassification of intangible assets classified as other non-current assets by First Cash to intangible assets, net.

2(c) Reflects the reclassification of customer layaway sales deposits classified as accounts payable and accrued liabilities by First Cash to customer deposits.

2(d) Reflects the reclassification of a tax benefit recorded to provision for income taxes by Cash America during the three months ended March 31, 2016 to additional paid-in-capital. Cash America early adopted ASU 2016-09 during the three months ended March 31, 2016, which requires excess tax benefits and tax deficiencies resulting



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from share-based payment transactions be recognized as income tax expense or benefit in the income statement, rather than in additional paid-in capital under current guidance. First Cash has not early adopted ASU 2016-09.

The following reclassifications were made to the unaudited pro forma combined statement of income for the three months ended March 31, 2016:

2(e) Reflects the reclassification of \$27,570 and \$28,091 of Cash America's sales and cost of sales, respectively, to wholesale scrap jewelry revenue and cost of wholesale scrap jewelry sold, respectively.

2(f) Reflects the reclassification of \$110,791 of Cash America's operations and administration expense to store operating expenses (\$84,822) and administrative expenses (\$25,969). All operational management and supervisory expenses above the store manager position are included in administrative expenses in the conformed presentation.

2(g) Reflects the reclassification of a tax benefit recorded to provision for income taxes by Cash America during the three months ended March 31, 2016 to additional paid-in-capital. Cash America early adopted ASU 2016-09 during the three months ended March 31, 2016, which requires excess tax benefits and tax deficiencies resulting from share-based payment transactions be recognized as income tax expense or benefit in the income statement, rather than in additional paid-in capital under current guidance. First Cash has not early adopted ASU 2016-09.

The following reclassifications were made to the unaudited pro forma combined statement of income for the twelve months ended December 31, 2015:

2(h) Reflects the reclassification of \$87,027 and \$78,533 of Cash America's sales and cost of sales, respectively, to wholesale scrap jewelry revenue and cost of wholesale scrap jewelry sold, respectively.

2(i) Reflects the reclassification of \$454,912 of Cash America's operations and administration expense to store operating expenses (\$340,960) and administrative expenses (\$113,920). All operational management and supervisory expenses above the store manager position are included in administrative expenses in the conformed presentation.

2(j) Reflects the reclassification of \$32 of Cash America's foreign currency transaction gain to store operating expenses.

Further review may identify additional intercompany transactions, reclassifications, or differences in accounting policies of the two companies that, when conformed, could have a material impact on the unaudited pro forma combined financial statements.

### **Note 3. Unaudited Pro Forma Combined Balance Sheet Adjustments**

The unaudited pro forma combined balance sheet reflects the following adjustments:

3(a) Represents \$34,837 of cash assumed to be used to pay down amounts outstanding under revolving unsecured credit facilities. See note 3(h) to the unaudited pro forma combined balance sheet.

3(b) Represents the expected current tax benefit related to (i) the cash payouts of Cash America RSUs that vest upon completion of the merger of \$18,814 (\$50,849 pre-tax), (ii) the write-off of debt issuance costs previously deferred by Cash America of \$1,288 (\$3,481 pre-tax) and (iii) the accelerated vesting of certain First Cash restricted stock awards upon the completion of the merger of \$1,416 (\$3,827 pre-tax), offset by (iv) the elimination of Cash America's \$814 in below market lease assets from previous Cash America acquisitions. As of the date of this joint proxy

statement/prospectus, First Cash does not have sufficient information to make a reasonable preliminary estimate of the fair value of below market leases; therefore, no fair value has been assigned at this time.

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3(c) Represents the adjustment in basis of Cash America's property and equipment from its recorded net book value to its preliminarily estimated fair market value as of March 31, 2016. The estimated fair value of the property and equipment is approximately \$121,152, of which \$109,367 is expected to be depreciated on a straight-line basis over estimated useful lives that will generally range from 1 to 30 years. The fair value estimate for property and equipment is preliminary and is determined based on the assumptions that market participants would use in pricing an asset, based on the most advantageous market for the asset (i.e., its highest and best use). A significant portion of the adjustment is related to Cash America's customized, internally developed point of sale system, which is not expected to be retained by First Cash beyond a reasonable transition period following the merger and is assumed to have potentially limited value to other market participants. The final fair value and useful life determination for property and equipment may differ materially from this preliminary determination.

3(d) Goodwill is calculated as the difference between the fair value of the aggregate merger consideration and the values assigned to the identifiable tangible and intangible assets acquired and liabilities assumed. The amount of goodwill presented in the table in Note 1 reflects the estimated goodwill as a result of the merger of \$548,688 as of March 31, 2016. The actual amount of goodwill will depend upon the final determination of the fair values of the assets acquired and liabilities assumed and may differ materially from this preliminary determination. The goodwill created in the merger is not expected to be deductible for tax purposes and is subject to material revisions as the purchase price allocation is completed. The excess of the merger consideration over the estimated fair value of the identifiable net assets acquired is calculated as follows:

Aggregate merger consideration	\$ 1,096,427
Less: estimated fair value of net assets acquired	(547,739)
Estimated goodwill arising from the merger	548,688
Less: book value of Cash America existing goodwill	(488,022)
Pro forma adjustment	\$ 60,666

3(e) Intangible assets expected to be acquired consist of the following:

Description	Estimated Value
Trade name	\$ 40,000
Customer relationships	11,000
Total intangible assets (excluding pawn licenses)	51,000
Less: book value of Cash America intangible assets	(38,000)
Pro forma adjustment	\$ 13,000

The fair value estimates for intangible assets are preliminary and determined based on the assumptions that market participants would use in pricing an asset, based on the most advantageous market for the asset (i.e., its highest and best use). Acquired intangible assets include both definite-lived assets consisting of customer relationships, which are expected to be amortized over approximately 5 years, and indefinite-lived assets consisting of trade name and pawn licenses, which are not amortized. As of the date of this joint proxy statement/prospectus, First Cash does not have

sufficient information to make a reasonable preliminary estimate of the fair value of pawn licenses; therefore, no fair value has been assigned at this time. The final fair value determination for intangible assets may differ materially from this preliminary determination. Any change in the amount of the final fair value of amortizable, definite-lived intangible assets, or any change in the current designation of non-amortizable indefinite-lived intangible assets, could materially affect the amount of amortization expense recorded by the combined company subsequent to the date of completion of the merger.

3(f) Represents adjustments to record the inclusion of an estimated \$2,100 of debt issuance costs related to an expected new revolving unsecured credit facility offset by the write-off of \$1,204 of debt issuance costs previously deferred by Cash America related to its revolving unsecured credit facility, which is expected to be terminated upon the completion of the merger.

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3(g) Represents (i) the elimination of Cash America's \$4,107 in straight-line rent liabilities from previous Cash America acquisitions, and (ii) the elimination of Cash America's \$1,400 in above market lease liabilities from previous Cash America acquisitions. As of the date of this joint proxy statement/prospectus, First Cash does not have sufficient information to make a reasonable preliminary estimate of the fair value of above market leases; therefore, no fair value has been assigned at this time. Severance payments of up to \$25 million may be incurred over the next two years in order to achieve certain synergies. However, employees of the combined company are in the process of being selected and therefore severance and other benefit payments associated with the merger have not yet been completely identified and therefore no such severance accrual has been made.

3(h) Represents increases of (i) \$50,849 in expected cash payouts of Cash America RSUs that vest upon completion of the merger, (ii) \$28,000 in estimated transaction-related costs associated with the merger and (iii) \$2,100 in estimated debt issuance costs incurred related to an expected new revolving unsecured credit facility, all of which are assumed to be financed through the expected new revolving unsecured credit facility for purposes of the unaudited pro forma combined balance sheet, less (iv) \$34,837 in assumed paydown of existing indebtedness using available cash on hand. Following the consummation of the Merger, Cash America will be required to make an offer to repurchase the 2018 senior notes at a purchase price equal to 101% of the aggregate principal amount plus accrued and unpaid interest, if any, as of the date of repurchase. Alternatively, Cash America or the combined company may elect to refinance the 2018 senior notes, including through an optional redemption of the 2018 senior notes at a redemption price of 100% of the outstanding principal amount plus a make whole premium. For purposes of the unaudited pro forma combined balance sheet, it has been assumed that none of the Cash America 2018 senior notes will be redeemed. See Risk Factors Risk Factors Relating to the Combined Company Following the Merger. Employees of the combined company are in the process of being selected and therefore severance and other benefit payments associated with the merger have not yet been completely identified and may require cash for settlement, which, depending upon the timing of such payments, could require additional increases in the revolving unsecured credit facility.

3(i) Represents the elimination of \$2,277 of debt issuance costs previously deferred by Cash America, which are recorded as a direct deduction to the carrying value of the Cash America 2018 senior notes, to record Cash America's 2018 senior notes at fair value. First Cash concluded that the outstanding principal amount of the Cash America 2018 senior notes approximates fair value. See note 3(h) to the unaudited pro forma combined balance sheet.

3(j) Represents estimates of net deferred income tax assets resulting from pro forma fair value adjustments for the assets to be acquired based on an estimated U.S. statutory rate of 37%. This estimate of deferred taxes was determined based on the excess book basis over the tax basis of the fair value pro forma adjustments attributable to the net assets to be acquired. The incremental deferred tax assets and liabilities were calculated based on the statutory rates where fair value adjustments were estimated. This estimate of deferred income taxes is preliminary and is subject to change based upon management's final determination of the fair value of assets acquired and liabilities assumed by jurisdiction.

3(k) Represents (i) the issuance of First Cash stock to Cash America shareholders in connection with the merger, (ii) the elimination of Cash America historical equity, (iii) the estimated impact of transaction costs related to the merger, and (iv) the acceleration of certain First Cash restricted stock awards upon completion of the merger. The following table details the pro forma adjustments made to various stockholders' equity accounts:

<b>Common stock</b>	<b>Additional paid-in- capital</b>	<b>Retained earnings</b>	<b>Accumulated other comprehensive</b>	<b>Common stock held</b>
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				<b>income</b>	<b>in</b>
					<b>treasury</b>
Issuance of First Cash stock	\$ 202	\$ 1,045,376	\$	\$	\$
Elimination of Cash America's historical equity	(3,024)	(83,194)	(1,060,647)	(13,492)	181,632
Transaction-related costs			(28,000)		
Acceleration of certain First Cash restricted stock awards	1	4,244	(2,829)		
	\$ (2,821)	\$ 966,426	\$ (1,091,476)	\$ (13,492)	\$ 181,632

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While First Cash expects to pay the Cash America RSUs in cash, under the terms of the merger agreement, First Cash has the option to convert the Cash America RSUs into shares of First Cash common stock at the exchange ratio. If the Cash America RSUs are settled in shares, the equity amount above will increase by approximately \$50,849, comprised of \$10 in common stock and \$50,839 in additional paid capital.

**Note 4. Unaudited Pro Forma Combined Statements of Income Adjustments**

The unaudited pro forma combined statement of income reflects the following adjustments:

4(a) Represents the elimination of Cash America's historical straight-line rent expense and net above/below market lease expense as the underlying liabilities and assets were eliminated. As of the date of this joint proxy statement/prospectus, First Cash does not have sufficient information to make a reasonable preliminary estimate of the fair value of above and/or below market lease obligations; therefore, no pro forma adjustments related to above and/or below market lease amortization have been made at this time. See notes 3(b) and 3(g) to the unaudited pro forma combined balance sheet.

4(b) Represents the elimination of historical acquisition-related transaction costs incurred in connection with the merger, principally legal and financial advisory fees, due to the non-recurring nature of these expenses. There was no income tax benefit recorded on these expenses in the historical statements of income and, accordingly, no pro forma tax effect has been recorded on this adjustment.

4(c) Represents the adjustment to depreciation and amortization expense as a result of the estimated fair value adjustments to property and equipment and identified intangible assets acquired. The estimated fair value of the net property and equipment is approximately \$121,152, of which \$109,367 is expected to be depreciated on a straight-line basis over estimated useful lives that will generally range from 1 to 30 years. The depreciation expense adjustment includes the preliminary impact of conforming the depreciable lives of the acquired fixed assets. The estimated fair value of the identifiable definite-lived intangible assets of approximately \$11,000 is expected to be amortized over approximately 5 years. The property and equipment and the intangible asset fair values, estimated useful lives and estimated depreciation and amortization expense may differ materially from this preliminary determination. The historical adjustment to depreciation and amortization is not necessarily indicative of the expected depreciation and amortization savings of the combined company on a forward looking basis.

4(d) Represents the net decrease in interest expense as a result of a decrease in the weighted-average interest rate on borrowings of the combined company primarily due to the elimination of debt issuance costs previously deferred by Cash America, partially offset by an increase in total indebtedness incurred to finance the merger. The pro forma interest expense assumes total debt of \$463,599 and a weighted-average interest rate of approximately 6.6%. The pro forma interest expense includes estimates for the variable rate, the amortization of debt issuance costs and unused fees for the expected revolving unsecured credit facility which is expected to utilize a variable rate of LIBOR plus 250 bps (a 1/8th percent change in the assumed variable interest rate would change annual pro forma interest expense by approximately \$100). For purposes of the unaudited pro forma combined statements of income, it has been assumed that none of the Cash America 2018 senior notes will be redeemed. Interest expense of the combined company may differ materially based on the amount of Cash America's 2018 senior notes that are ultimately redeemed. If all of the Cash America 2018 senior notes were redeemed at a purchase price equal to 101% of the aggregate principal amount plus accrued and unpaid interest, annual pro forma interest expense would decrease by approximately \$5,750. The First Cash senior unsecured notes will remain in place following the completion of the merger. See note 3(h) to the unaudited pro forma combined balance sheet.

4(e) Represents the tax effects of the pro forma adjustments described in the notes to the unaudited pro forma combined statements of income using the estimated statutory rate that would apply to these adjustments.



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4(f) The pro forma combined basic and diluted earnings per share for the year ended December 31, 2015 and the three months ended March 31, 2016 are calculated as follows (in thousands, except per share data):

	Year ended December 31, 2015	Three months ended March 31, 2016
Weighted-average shares used in computing net earnings per share First Cash	28,138	28,241
Shares of First Cash common stock estimated to be issued	20,181	20,181
Shares of First Cash common stock issued upon completion of the merger due to accelerated vesting	83	83
Pro forma weighted-average shares used in computing net earnings per share basic	48,402	48,505
Dilutive effect of securities	126	
Pro forma weighted-average shares used in computing net earnings per share dilutive	48,528	48,505
EPS Basic	\$ 2.26	\$ 0.59
EPS Diluted	\$ 2.25	\$ 0.59

First Cash expects to pay the Cash America RSUs in cash; however, under the terms of the merger agreement, First Cash has the option to convert the Cash America RSUs into shares of First Cash common stock at the exchange ratio. If the Cash America RSUs are settled in shares, both basic and diluted pro forma weighted-average common shares outstanding would increase by 981,449 shares based on the Cash America RSUs outstanding and the trading price of First Cash common stock as of July 15, 2016.

**Table of Contents****COMPARATIVE STOCK PRICE DATA AND DIVIDENDS****Stock Prices**

Shares of First Cash common stock are listed for trading on the NASDAQ Global Select Market under the symbol FCFS. Shares of Cash America common stock are listed for trading on the NYSE under the symbol CSH. The following table sets forth the closing sales prices per share of First Cash common stock and Cash America common stock, on an actual and equivalent per share basis, on the NASDAQ and the NYSE, as applicable, on the following dates:

April 27, 2016, the last full trading day prior to the public announcement of the merger, and

July 22, 2016, the last trading day for which this information could be calculated prior to the filing of this joint proxy statement/prospectus.

	<b>First Cash Common Stock</b>	<b>Cash America Common Stock</b>	<b>Cash America Equivalent Per Share (1)</b>
April 27, 2016	\$ 48.69	\$ 40.71	\$ 40.90
July 22, 2016	\$ 51.80	\$ 43.17	\$ 43.51

(1) The equivalent per share data for Cash America common stock has been determined by multiplying the market price of one share of First Cash common stock on each of the dates by the exchange ratio of 0.840. The following table sets forth, for the periods indicated, the high and low sales prices per share of First Cash common stock on the NASDAQ and the Cash America common stock on the NYSE. Cash America's stock prices presented below have been adjusted from original historical prices based on the method used by the NYSE to reflect the impact on Cash America's stock price of the Enova spin transaction, which was completed on November 13, 2014. For current price information, you should consult publicly available sources.

	<b>First Cash</b>		<b>Cash America</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
<b>Calendar Year 2014</b>				
Three months ended March 31, 2014	\$ 63.93	\$ 46.77	\$ 19.63	\$ 15.79
Three months ended June 30, 2014	57.91	46.01	21.91	16.92
Three months ended September 30, 2014	59.15	54.44	21.22	18.43
Three months ended December 31, 2014	59.90	52.76	25.45	18.43
<b>Calendar Year 2015</b>				
Three months ended March 31, 2015	\$ 55.96	\$ 46.28	\$ 26.27	\$ 18.77
Three months ended June 30, 2015	50.90	44.88	28.68	22.83
Three months ended September 30, 2015	48.78	36.55	29.02	23.77

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Three months ended December 31, 2015	44.19	35.82	35.32	26.00
<b>Calendar Year 2016</b>				
Three months ended March 31, 2016	\$ 46.17	\$ 30.22	\$ 38.99	\$ 27.42
Three months ended June 30, 2016	51.33	43.50	42.62	35.90
July 1, 2016 through July 22, 2016	51.81	49.86	43.38	41.68

**Dividends**

At the close of business on the First Cash record date, \_\_\_\_\_ shares of First Cash common stock were outstanding. First Cash currently pays quarterly cash dividends on shares of its common stock and is permitted to continue doing so under the merger agreement in an amount not to exceed \$0.125 per share per quarter. First Cash did not pay any cash dividends in 2014 or 2015 and instituted its current cash dividend in the first quarter of 2016. At the close of business on the Cash America record date, \_\_\_\_\_ shares of Cash America common stock were outstanding. Cash America currently pays quarterly cash dividends on shares of its common stock and is permitted to continue doing so under the merger agreement in an amount not to exceed \$0.080 per share per

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quarter. Cash America paid cash dividends of \$0.050 and \$0.035 per share of Cash America common stock in each quarter of 2015 and 2014, respectively, and \$0.080 in the first quarter of 2016.

The First Cash board of directors has adopted a new dividend policy that provides for the payment of an annual cash dividend of \$0.76 per share by the combined company following the completion of the merger, subject to the authority and discretion of the combined company's board of directors to adjust such policy.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain, in addition to historical information, forward-looking statements (as defined in the Securities Litigation Reform Act of 1995) regarding, among other things, future events or the future financial performance of First Cash and Cash America or anticipated benefits of the merger. Words such as anticipate, expect, project, intend, believe, will, estimates, may, could, should and words and terms of similar substance in connection with any discussion of future plans, actions or events identify forward-looking statements.

Forward-looking statements relating to the merger include, but are not limited to statements about: the benefits of the merger, including anticipated synergies, cost savings, cash flows and future financial and operating results; future capital returns to stockholders of the combined company; First Cash's and Cash America's plans, objectives, expectations and intentions; the expected timing of completion of the merger; the impact of any CFPB rules that may be adopted on First Cash and Cash America; and other statements relating to the merger that are not historical facts. Forward-looking statements are based on information currently available to First Cash and Cash America and involve estimates, expectations and projections. Readers of this joint proxy statement/prospectus are cautioned that all such forward-looking statements are subject to risks and uncertainties, and important factors could cause actual events or results to differ materially from those indicated by such forward-looking statements. With respect to the merger, these risks, uncertainties and factors, in addition to those set forth under Risk Factors, beginning on page 52, could include, but are not limited to: the risk that First Cash or Cash America may be unable to obtain governmental and regulatory approvals required for the merger or that required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger or cause the parties to abandon the merger; the risk that required stockholder approvals may not be obtained; the risk that condition(s) to closing of the merger may not be satisfied; the length of time necessary to consummate the merger, which may be longer than anticipated for various reasons; the risk that the businesses will not be integrated successfully; the risk that the benefits, cost savings, cash flows, synergies and growth from the merger may not be fully realized or may take longer to realize than expected; the diversion of management time to transaction-related issues; the risk that costs associated with the integration of the businesses are higher than anticipated; and litigation risks related to the merger. With respect to the businesses of First Cash and/or Cash America, including if the merger is consummated, these risks, uncertainties and factors include, but are not limited to: the effect of future regulatory or legislative actions on the companies or the industries in which they operate and the effect of compliance with enforcement actions, orders or agreements issued by applicable regulators; the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect and/or risks related to the ability to obtain financing; economic and foreign exchange rate volatility, particularly in Latin American markets; adverse gold market or exchange rate fluctuations; increased competition from banks, credit unions, internet-based lenders, other short-term consumer lenders and other entities offering similar financial services as well as retail businesses that offer products and services offered by First Cash and Cash America; a decrease in demand for First Cash's or Cash America's products and services; public perception of First Cash's or Cash America's business and business practices; changes in the general economic environment, or social or political conditions, that could affect the businesses; the potential impact of the announcement or consummation of the merger on relationships with customers, suppliers, competitors, management and other employees; risks related to any current or future litigation proceedings; the ability to attract new customers and retain existing customers in the manner anticipated; the ability to hire and retain key personnel; reliance on and integration of information technology systems; ability to protect intellectual property rights; the impact of security breaches, cyber-attacks or fraudulent activity on First Cash's or Cash America's reputation; the risks associated with assumptions the companies make in connection with their critical accounting estimates and legal proceedings; and the potential of international unrest, economic downturn or effects of currency fluctuations, tax assessments or tax positions taken; and risks related to goodwill and other intangible asset impairments, tax adjustments, anticipated tax rates, benefit or retirement plan costs, or other regulatory compliance costs.

Additional information concerning these and other risk factors is also contained in First Cash's and Cash America's most recently filed Annual Reports on Form 10-K and subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other SEC filings.

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Many of these risks, uncertainties and assumptions are beyond First Cash's or Cash America's ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made, and neither First Cash nor Cash America undertakes any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this joint proxy statement/prospectus. Nothing in this joint proxy statement/prospectus is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per First Cash share or Cash America share for the current or any future financial years or those of the combined company will necessarily match or exceed the historical published earnings per First Cash share or Cash America share, as applicable. Neither First Cash nor Cash America gives any assurance (i) that either First Cash or Cash America will achieve its expectations or (ii) concerning any result or the timing thereof, in each case, with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decree, cost reductions, business strategies, earnings or revenue trends or future financial results. All subsequent written and oral forward-looking statements concerning First Cash, Cash America, the merger, the combined company or other matters and attributable to First Cash or Cash America or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

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**RISK FACTORS**

*In addition to the other information included and incorporated by reference in this joint proxy statement/prospectus, including the matters addressed in the section entitled **Special Note Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding how to vote. In addition, you should read and consider the risks associated with each of the businesses of First Cash and Cash America because these risks will also affect the combined company. These risks can be found in the Annual Reports on Form 10-K of each of First Cash and Cash America for the fiscal year ended December 31, 2015, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference in this joint proxy statement/prospectus. See the section entitled **Where You Can Find More Information** beginning on page 167.*

**Risk Factors Relating to the Merger**

***The exchange ratio is fixed and will not be adjusted in the event of any change in either First Cash's or Cash America's stock price.***

Upon closing of the merger, Cash America shareholders will receive 0.840 shares of First Cash common stock for each share of their Cash America common stock plus cash in lieu of fractional shares of First Cash common stock. This exchange ratio will not be adjusted for changes in the market price of either First Cash common stock or Cash America common stock between the date of signing the merger agreement and completion of the merger. Changes in the price of First Cash common stock prior to the merger will affect the value of First Cash common stock that Cash America shareholders will receive on the date of the merger. The exchange ratio will be adjusted ratably to fully reflect the effect of any split, combination, reclassification, share dividend, other distribution in shares, reorganization, recapitalization, exchange or other like change with respect to the shares of either First Cash common stock or Cash America common stock prior to the closing of the merger.

The prices of First Cash common stock and Cash America common stock at the closing of the merger may vary from their prices on the date the merger agreement was signed, on the date of this joint proxy statement/prospectus and on the date of each stockholder meeting. As a result, the implied value represented by the exchange ratio will also vary. For example, based on the range of closing prices of First Cash common stock during the period from April 27, 2016, the last trading day before public announcement of the merger, through July 22, 2016, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$43.52 to a low of \$36.54 for each share of Cash America common stock.

These variations could result from changes in the business, operations or prospects of First Cash or Cash America prior to or following the merger, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of First Cash or Cash America. We may complete the merger a considerable period after the dates of the First Cash special meeting and the Cash America special meeting. Therefore, at the time of the Cash America special shareholders meeting, Cash America shareholders will not know with certainty the value of the shares of First Cash common stock that they will receive upon completion of the merger.

***The consummation of the merger is contingent upon the satisfaction of a number of conditions, including stockholder and regulatory approvals, that are outside of First Cash's or Cash America's control and that First Cash and Cash America may be unable to satisfy or obtain or which may delay the consummation of the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger or cause the parties to***



*abandon the merger.*

Consummation of the merger is contingent upon the satisfaction of a number of conditions, some of which are beyond First Cash's and Cash America's control, including, among others: (i) the approval of the merger

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agreement by the affirmative vote of the holders of at least two-thirds of all outstanding shares of Cash America's common stock; (ii) the approval of the issuance of shares of First Cash's common stock to be issued to the Cash America shareholders in the merger by the affirmative vote of a majority of the shares of First Cash's common stock present in person or represented by proxy at First Cash's special meeting; (iii) the expiration or termination of the required waiting periods under the HSR Act; (iv) the absence of any order or law prohibiting the merger or the other transactions contemplated by the merger agreement; (v) the effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part; (vi) the receipt of certain tax opinions; and (vii) the absence of a material adverse effect with respect to either First Cash or Cash America (as defined in the merger agreement). Any delay in completing the merger could cause the combined company not to realize, or to be delayed in realizing, some or all of the benefits that we expect to achieve if the merger is successfully completed within its expected time frame. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Conditions to Completion of the Merger beginning on page 143.

The merger agreement also requires that First Cash and Cash America use reasonable best efforts to obtain all necessary or advisable approvals from governmental authorities, including those from a number of the federal, state and municipal authorities that regulate the businesses of First Cash and Cash America. There can be no assurances that these regulatory approvals will be obtained. While these regulatory approvals are not a condition to closing the merger, the failure to obtain any of these regulatory approvals could impose additional material costs on or materially limit the revenue of the combined company following the merger. For a more detailed description of the regulatory review process, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Regulatory Clearances Required for the Merger beginning on page 120.

***While the merger is pending, First Cash and Cash America will be subject to business uncertainties that could adversely affect their businesses and operations.***

Uncertainty about the effect of the merger on employees, customers and other persons with whom First Cash or Cash America has a business relationship may have an adverse effect on each of First Cash's and Cash America's business, operations and stock price. In connection with the pendency of the merger, existing customers could decide to no longer do business with First Cash or Cash America. In addition, certain First Cash or Cash America projects may be delayed or ceased and business decisions could be deferred. Persons with whom each of First Cash and Cash America has a business relationship, such as key vendors or suppliers, could also decide to terminate, modify or renegotiate their relationships with the companies or take other actions as a result of the merger that could negatively affect First Cash's and Cash America's revenue, earnings and cash flows. Employee retention may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart, the businesses of First Cash and Cash America prior to the merger, and the business of the combined company following the merger, could be materially harmed. In addition, stockholders and market analysts could also have a negative perception of the merger, which could cause a material reduction in First Cash's and Cash America's stock prices and could also result in (i) First Cash not achieving the requisite vote to approve the issuance of First Cash's shares in the merger and/or (ii) Cash America not achieving the requisite vote to approve the merger.

***A lawsuit has been filed against First Cash, Merger Sub, Cash America and Cash America's board of directors challenging the merger and an adverse ruling may prevent the merger from being completed.***

First Cash, Merger Sub, Cash America and the members of Cash America's board of directors were named as defendants in a lawsuit brought by an alleged Cash America shareholder challenging the merger and seeking, among other things, injunctive relief to enjoin the defendants from completing the merger on the agreed-upon terms. Additional lawsuits may be filed against First Cash, Merger Sub, Cash America and/or their respective directors or

officers in connection with the merger. See [The Merger](#) [Litigation Related to the Merger](#) on page 125 for more information about the lawsuit that has been filed related to the merger.

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One of the conditions to the closing of the merger is no judgment, injunction, order or decree of any governmental authority of competent jurisdiction prohibiting the consummation of the merger shall be in effect, and no law shall have been enacted, entered, promulgated or enforced by any governmental authority after the date of the merger agreement that, in any case, prohibits, restrains, enjoins or makes illegal the consummation of the merger and the other transactions contemplated by the merger agreement. Consequently, if a settlement or other resolution is not reached in the lawsuit referenced above and the plaintiff secures injunctive or other relief prohibiting, delaying or otherwise adversely affecting the parties' ability to complete the merger, then such injunctive or other relief may prevent the merger from becoming effective within the expected time frame or at all.

***Failure to complete the merger could negatively impact the stock prices and the future business and financial results of First Cash and Cash America.***

Completion of the merger is not assured. If the merger is not completed, the ongoing businesses and financial results of First Cash and/or Cash America may be adversely affected and First Cash and/or Cash America will be subject to several risks, including the following:

the price of First Cash's common stock and Cash America's common stock may decline to the extent that its current market prices reflect a market assumption that the merger will be completed;

having to pay significant costs relating to the merger without receiving the benefits of the merger, including, in certain circumstances, a termination fee of \$30 million;

negative reactions from customers, stockholders and market analysts;

the possible loss of employees necessary to operate the respective businesses;

First Cash and Cash America will have been subject to certain restrictions on the conduct of their businesses, which may have prevented them from making certain acquisitions or dispositions or pursuing certain business opportunities while the merger was pending; and

the diversion of the focus of each company's management to the merger instead of on pursuing other opportunities that could have been beneficial to their respective companies.

If the merger is not completed, First Cash and Cash America cannot assure their respective stockholders that these risks will not materialize and will not materially adversely affect the business, financial results and stock prices of First Cash or Cash America.

***The merger agreement contains provisions that could discourage a potential competing acquirer of either First Cash or Cash America.***

The merger agreement contains no shop provisions that, subject to limited exceptions, restrict each of First Cash's and Cash America's ability to solicit, initiate or knowingly encourage or facilitate any inquiry, proposal or offer with

respect to any acquisition proposal for a competing transaction, including any acquisition of a significant interest in First Cash's or Cash America's assets or stock. Further, even if the First Cash board of directors or the Cash America board of directors withdraws or qualifies its recommendation with respect to the merger, First Cash or Cash America, as the case may be, will still be required to submit each of their merger-related proposals to a vote at their respective special meetings, unless the other party shall terminate the merger agreement. In addition, the other party generally has an opportunity to offer to modify the terms of the merger in response to any competing acquisition proposals before the board of directors of the company that has received a third-party proposal may withdraw or qualify its recommendation with respect to the merger. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement No Solicitation of Alternative Proposals beginning on page 132, First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Changes in Board Recommendations beginning on page 134 and First Cash

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Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Termination of the Merger Agreement beginning on page 145.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of First Cash or Cash America from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the merger, or might result in a potential third-party acquiror proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the \$30 million termination fee that may become payable by either First Cash or Cash America to the other party in certain circumstances. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on page 146.

If the merger agreement is terminated and either First Cash or Cash America determines to seek another business combination, it may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger.

***First Cash's and Cash America's executive officers and directors have certain interests in the merger that may be different from, or in addition to, the interests of First Cash and Cash America stockholders generally.***

First Cash's and Cash America's executive officers and directors have certain interests in the merger that may be different from, or in addition to, the interests of First Cash stockholders and Cash America shareholders generally. First Cash's executive officers and Cash America's executive officers negotiated the terms of the merger agreement. The executive officers of First Cash and Cash America have arrangements with First Cash and Cash America, respectively, that provide for severance benefits if their employment is terminated under certain circumstances following the completion of the merger. In addition, certain of First Cash's and Cash America's compensation and benefit plans and arrangements provide for payment or accelerated vesting or distribution of certain rights or benefits upon completion of the merger, including accelerated vesting of restricted stock held by First Cash executive officers, and the conversion of Cash America RSUs held by Cash America executive officers and directors into the right to receive a payment in cash or First Cash common stock equal in value to the merger consideration and, in certain circumstances, shares of common stock of Enova. Executive officers and directors also have rights to indemnification and directors' and officers' liability insurance that will survive completion of the merger.

Upon completion of the merger, the board of directors of the combined company will be comprised initially of seven members, (i) three of whom will be selected by First Cash, (ii) three of whom will be selected by Cash America and (iii) a former First Cash director selected by First Cash and approved by Cash America. Mr. Wessel, the current chairman, president and chief executive officer of First Cash, will serve as the chief executive officer and vice chairman of the combined company, and Mr. Feehan, the current executive chairman of the board of directors of Cash America, will serve as chairman of the board of directors of the combined company. Additionally, the combined company's management team will include executives from each of First Cash and Cash America. R. Douglas Orr, the current chief financial officer and an executive vice president of First Cash, will serve as the chief financial officer and an executive vice president of the combined company. T. Brent Stuart, currently the president and chief executive officer of Cash America, will serve as the president and chief operating officer of the combined company. In connection with the merger, Messrs. Wessel, Orr and Stuart have discussed entering into employment agreements but have not entered into such employment agreements as of the date of this joint proxy statement/prospectus as described more fully below in the sections entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger The Merger Interests of First Cash Directors and Executive Officers in the Merger Employment Arrangements with Executive Officers on page 112 and First Cash Proposal I: Approval of the

Share Issuance and Cash America Proposal I: Approval of the Merger The Merger Interests of Cash America  
Directors and Executive

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Officers in the Merger Continued Role of Executive Chairman and Chief Executive Officer and Certain Directors and Employment Arrangements with Executive Officers beginning on page 115.

The First Cash and Cash America boards of directors were aware of these interests at the time each approved the merger and the merger agreement. These interests, including the continued employment of certain executive officers of First Cash and Cash America by the combined company, the continued positions of certain directors of First Cash and Cash America as directors of the combined company and the indemnification of former directors and officers by the combined company, may cause First Cash's and Cash America's directors and executive officers to view the merger proposal differently and more favorably than you may view it. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of First Cash Directors and Executive Officers in the Merger beginning on page 111 and First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of Cash America Directors and Executive Officers in the Merger beginning on page 113 for more information.

***Current holders of First Cash and Cash America common stock will have a reduced ownership and voting interest after the merger and will exercise less influence over management.***

Upon the completion of the merger, each Cash America shareholder who receives shares of First Cash common stock will become a stockholder of the combined company with a percentage ownership of the combined company that is smaller than such shareholder's percentage ownership of Cash America. Similarly, after completion of the merger, the shares of combined company common stock retained by each First Cash stockholder will represent a smaller percentage ownership of the combined company than such stockholder's percentage ownership of First Cash. It is currently expected that the shareholders of Cash America immediately prior to the effective time of the merger as a group will receive shares in the merger constituting approximately 42% of the shares of combined company common stock on a fully diluted basis immediately after the merger. As a result, stockholders of First Cash immediately prior to the effective time of the merger as a group will own approximately 58% of the shares of combined company common stock on a fully diluted basis immediately after the merger. Because of this, First Cash and Cash America stockholders will have less voting power and therefore less influence on the management and policies of the combined company than they now have on the management and policies of First Cash and Cash America, respectively.

***First Cash and Cash America expect to incur substantial transaction-related costs in connection with the merger.***

First Cash and Cash America have incurred and expect to incur significant costs, expenses and fees for professional services and other transaction costs in connection with the merger. In addition, the merger could result in additional costs and expenses that were not expected or anticipated, and such costs and expenses could have a material adverse effect on the financial condition and results of operation of First Cash and Cash America prior to the merger and of the combined company thereafter.

***Shares of FirstCash common stock to be received by Cash America shareholders in the merger will have rights different from the shares of Cash America common stock.***

Upon completion of the merger, the rights of former Cash America shareholders who become stockholders of the combined company, FirstCash, will be governed by the certificate of incorporation and bylaws of FirstCash, which are identical in most respects to the current certificate of incorporation and bylaws of First Cash, except for changes to be made to the bylaws of First Cash pursuant to the merger agreement to address the separation of the chief executive officer and president roles and to clarify the chairman and vice chairman roles. The rights associated with shares of FirstCash common stock will be different from the rights associated with shares of Cash America common stock. See Comparison of Rights of Cash America Shareholders and FirstCash Stockholders beginning on page 156.





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***Cash America shareholders will not be entitled to dissenters or appraisal rights in the merger.***

Dissenters or appraisal rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Under the Texas Business Organizations Code (the "TBOC"), shareholders generally have appraisal rights in the event of a merger or consolidation. However, these appraisal rights are not available if (i) the shares held by the shareholder are part of a class of shares listed on a national securities exchange or held of record by at least 2,000 holders, (ii) the shareholder is not required to accept for his or her shares any consideration that is different than the consideration to be provided to any other holder of shares of the same class held by the shareholder, and (iii) the shareholder is not required to accept any consideration other than shares of a corporation that satisfy the requirements in clause (i) above.

Because the Cash America common stock is listed on the NYSE, a national securities exchange, and the First Cash common stock is listed on the NASDAQ, a national securities exchange, and is expected to continue to be so listed following the merger, and because the merger otherwise satisfies the foregoing requirements, holders of Cash America common stock will not be entitled to dissenters or appraisal rights in the merger with respect to their shares of Cash America common stock.

***If the merger does not qualify as a reorganization within the meaning of Section 368(a) of the Code, the shareholders of Cash America may be required to pay substantial U.S. federal income taxes.***

Although First Cash and Cash America intend that the merger qualify as a reorganization within the meaning of Section 368(a) of the Code, it is possible that the IRS may assert that the merger fails to qualify as such. If the IRS were to be successful in any such contention or if for any other reason the merger were to fail to qualify as a reorganization, each Cash America shareholder would recognize a gain or loss with respect to all such stockholders' shares of Cash America common stock based on the difference between (i) that Cash America shareholders' tax basis in such shares and (ii) the aggregate cash and the fair market value of the First Cash common stock received. For additional information, see First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 122 for a more complete discussion of the U.S. federal income tax consequences of the merger.

***The merger may adversely impact the tax-free status of the spin-off by Cash America of its Enova subsidiary in November 2014, which could result in material liabilities to the combined company under the tax laws.***

First Cash and Cash America believe that the merger will not adversely impact the tax-free status of the Enova spin transaction following the effective time of the merger. However, it is possible that the IRS could assert that the merger caused the Enova spin transaction to be treated as a taxable transaction for U.S. federal income tax purposes. If the IRS were to be successful in any such contention or if for any other reason the combined company were to take actions that would cause the Enova spin transaction to be treated as a taxable transaction, the combined company could be subject to significant tax liabilities. In addition, in accordance with a tax matters agreement entered into between Cash America and Enova in connection with the Enova spin transaction, Cash America could be subject to liability for any tax liabilities incurred by Enova or Enova's shareholders if the merger were to cause the Enova spin transaction to be deemed taxable.

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**Risk Factors Relating to the Combined Company Following the Merger**

*The combined company may fail to realize all of the anticipated benefits of the merger or those benefits may take longer to realize than expected. The combined company may also encounter significant difficulties in integrating the two businesses.*

The ability of First Cash and Cash America to realize the anticipated benefits of the merger will depend, to a large extent, on the combined company's ability to successfully integrate the two businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, the combined company will be required to devote significant management attention and resources to integrating the business practices and operations of First Cash and Cash America. The integration process may disrupt the business of the combined company and, if implemented ineffectively, would restrict the full realization of the anticipated benefits. The failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits of the transaction could cause an interruption of, or a loss of momentum in, the activities of the combined company and could adversely impact the business, financial condition and results of operations of the combined company. In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, loss of customers and diversion of the attention of the combined company's management and employees. The challenges of combining the operations of the companies include, among others:

difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination;

difficulties in the integration of operations and systems, including information technology systems;

difficulties in establishing effective uniform controls, standards, systems, procedures and accounting and other policies, business cultures and compensation structures between the two companies;

difficulties in the acculturation of employees;

difficulties in managing the expanded operations of a larger and more complex company with both a domestic and foreign business presence;

challenges in keeping existing customers and obtaining new customers;

challenges in attracting and retaining key personnel, including personnel that are considered key to the future success of the combined company; and

challenges in keeping key business relationships in place.

Many of these factors will be outside of the control of the combined company, and any one of them could result in increased costs and liabilities, decreases in the amount of expected revenue and earnings and diversion of management's time and energy, which could have a material adverse effect on the business, financial condition and results of operations of the combined company. In addition, even if the operations of the businesses of First Cash and Cash America are integrated successfully, the full benefits of the transaction may not be realized, including the synergies, cost savings, growth opportunities or cash flows that are expected, and the combined company will also be subject to additional risks that could impact future earnings, such as foreign currency exchange risks, among others. These benefits may not be achieved within the anticipated time frame, or at all. Further, additional unanticipated costs may be incurred in the integration of the businesses of First Cash and Cash America. All of these factors could cause dilution of the earnings per share of the combined company, decrease or delay the expected accretive effect of the merger, negatively impact the price of the combined company's stock, impair the ability of the combined company to return capital to its stockholders or have a material adverse effect on the business, financial condition and results of operations of the combined company.

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***The merger may not be accretive and may cause dilution of the combined company's adjusted earnings per share, which may negatively affect the market price of the combined company's common stock.***

First Cash and Cash America currently anticipate that the merger will be accretive to stockholders on an adjusted earnings per share basis in 2017. This expectation is based on preliminary estimates, which may materially change. The combined company could also encounter additional transaction and integration-related costs or other factors such as the failure to realize all of the benefits anticipated in the merger. All of these factors could cause dilution of the combined company's adjusted earnings per share or decrease or delay the expected accretive effect of the merger and cause a decrease in the market value of the combined company's common stock.

***The unaudited pro forma combined financial information included in this joint proxy statement/prospectus may not be indicative of what the combined company's actual financial position or results of operations would have been.***

The unaudited pro forma combined financial information included in this joint proxy statement/prospectus is presented solely for illustrative purposes and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the dates indicated. This unaudited pro forma combined financial information reflects adjustments that were developed using preliminary estimates based on available information and various assumptions and may be revised as additional information becomes available. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus.

***The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the merger.***

Following the merger, the size of the business of the combined company will increase significantly beyond the current size of either First Cash's or Cash America's business. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings, revenue enhancements and other benefits currently anticipated from the merger.

***The combined company is expected to incur substantial expenses related to the merger and the integration of First Cash and Cash America.***

The combined company is expected to incur substantial expenses in connection with the merger and the integration of First Cash and Cash America. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including store point of sale and pawn transaction management systems, accounting and finance, payroll and incentive compensation, pawn collateral valuation and pricing and employee benefits. While First Cash and Cash America have assumed that a certain level of expenses would be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the merger, and the amount and timing of such charges are uncertain at present.



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***The merger will trigger required consents under First Cash's and Cash America's respective credit facilities and will require amendments to First Cash's existing credit facility or refinancing of First Cash's and Cash America's credit facilities. If First Cash or Cash America is unable to obtain required consents and amend or refinance such credit facilities, the indebtedness due under such facilities will come due upon consummation of the merger, in which case the combined company may not have the resources to discharge such indebtedness and other debt that may become due and payable as a result of the merger. Obtaining such consents and amendments or refinancings is not a condition to consummation of the merger.***

First Cash is a party to that certain Credit Agreement, dated as of February 5, 2014 (as the same has been or in the future will be amended, restated, supplemented or otherwise modified from time to time, the First Cash Credit Facility), with Wells Fargo Bank, National Association (Wells) acting as agent for the lenders party thereto from time to time. Cash America is a party to that certain Credit Agreement, dated March 30, 2011 (as the same has been or in the future will be amended, restated, supplemented or otherwise modified from time to time, the Cash America Credit Facility), with Wells acting as agent for the lenders party thereto from time to time. As of June 3, 2016, the principal amount outstanding under the First Cash Credit Facility and the Cash America Credit Facility was \$55.0 million and \$7.2 million, respectively, or an aggregate principal amount of \$62.2 million. Both the First Cash Credit Facility and the Cash America Credit Facility prohibit First Cash and Cash America from merging with another party, subject to certain exceptions that are not applicable to the merger. Accordingly, prior to the consummation of the merger, First Cash and Cash America must obtain the consent of certain lenders under their respective credit facilities and amend the terms of such credit facilities to accommodate the working capital needs of the combined company and repay any amounts outstanding under the Cash America Credit Facility.

In addition to indebtedness outstanding under the Cash America Credit Facility, as of June 3, 2016, Cash America had outstanding \$181.5 million principal amount of senior notes due 2018, which were issued under an indenture, dated May 15, 2013, between Cash America, certain of its subsidiaries as guarantors, and Wilmington Savings Fund Society, FSB (the Trustee), as successor trustee (as the same has been or in the future will be amended, supplemented or modified from time to time, the Indenture). Following the consummation of the merger, Cash America will be required to make an offer to repurchase the 2018 senior notes at a purchase price equal to 101% of the aggregate principal amount of 2018 senior notes repurchased, plus accrued and unpaid interest, if any as of the date of repurchase. Alternatively, Cash America or the combined company may elect to refinance the 2018 senior notes, including through an optional redemption of the 2018 senior notes at a redemption price of 100% of the outstanding principal amount plus a make whole premium.

On July 25, 2016, First Cash entered into an amendment and restatement of the First Cash Credit Facility (as amended and restated, the Amended and Restated First Cash Credit Facility), which amendment and restatement includes an increase in the facility amount sufficient to accommodate the working capital needs of the combined company, to repay any amounts outstanding under the Cash America Credit Facility and to repurchase the Cash America 2018 senior notes that are tendered to it pursuant to its offer to repurchase or optional redemption described above. Following any such repayment and repurchase, the Cash America Credit Facility will be terminated and the repurchased Cash America senior notes will be extinguished. The terms of the Amended and Restated First Cash Credit Facility are substantially similar to the terms of the First Cash Credit Facility, except that the Amended and Restated First Cash Credit Facility will be unsecured and will permit the consummation of the merger. The funding of new loans under the Amended and Restated Credit Facility is expected to occur substantially simultaneously with the consummation of the merger. Following the consummation of the merger, Cash America and its subsidiaries will be required to become guarantors under the Amended and Restated Facility pursuant to customary joinder documentation.

The funding under the Amended and Restated First Cash Credit Facility is subject to certain customary closing conditions. Although First Cash believes that it will be able to satisfy the conditions to funding, there can be no assurance that it will succeed in satisfying such conditions. If the conditions to funding are not satisfied, the Cash America Credit Facility will not be able to be discharged and the merger will result in an event of default thereunder. In such event, the combined company could be required to discharge in full all of the indebtedness under the Cash America Credit Facility, but the combined company may not have the financial



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resources in such event to discharge such indebtedness and to repurchase any tendered Cash America 2018 senior notes.

***Pending litigation against Cash America has the risk of requiring Cash America to pay its outstanding bonds plus a premium and also of interfering with the merger.***

In *Wilmington Savings Fund Society, FSB v. Cash America International, Inc.*, Case No. 15-cv-05027-JMF (S.D.N.Y. July 22, 2015), the trustee, acting on behalf of holders of Cash America's 2018 senior notes, has sued Cash America, claiming that the Enova spin transaction constituted an event of default under the indenture under which the 2018 senior notes were issued and seeking the payment of the of the 2018 senior notes plus a make-whole premium set forth in the indenture, among other things. Cash America has denied the merits of the claims and is vigorously defending itself in the litigation. Nevertheless, the litigation poses several risks to Cash America, including the following:

The court may determine that the Enova spin transaction constituted an event of default under the indenture and that, as a consequence, Cash America must pay the outstanding principal amount of the 2018 senior notes, which was approximately \$181.5 million as of June 13, 2016, and accrued interest plus a make-whole premium sufficient to compensate the noteholders for the loss of interest they would have been paid had the 2018 senior notes remained outstanding to their stated maturity.

Given its contention that the Enova spin transaction constituted an event of default under the indenture, the trustee may seek to enjoin the merger, claiming that the failure of Cash America to obtain the consent of noteholders owning at least a majority of the outstanding 2018 senior notes to the merger also constitutes an event of default under the indenture.

If the merger closes without the consent of holders of a majority in principal amount of the outstanding 2018 senior notes, the trustee may claim that the merger violated the indenture, providing an additional basis for the court to require Cash America to pay the principal of and accrued interest on the 2018 senior notes, plus the make-whole payment.

If any of these risks materialize, it might materially adversely affect the value of the merger to Cash America and to Cash America generally. We cannot assure you regarding the outcome of the litigation. For more information about the litigation, see Cash America's Annual Report on Form 10-K for the year ended December 31, 2015 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 filed with the SEC. For information about Cash America's obligation to offer to repurchase the 2018 senior notes following the completion of the merger, see notes 3(h) and 4(d) to Unaudited Pro Forma Combined Financial Information beginning on page 35.

**Other Risk Factors of First Cash and Cash America**

First Cash's and Cash America's businesses are and will be subject to the risks described above. In addition, First Cash's and Cash America's businesses are, and will continue to be, subject to the risks described in First Cash's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and Cash America's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, each as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are or will be filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 167 for the location of

information incorporated by reference in this joint proxy statement/prospectus.

## **THE COMPANIES**

### **First Cash Financial Services, Inc.**

First Cash Financial Services, Inc., a Delaware corporation, is a leading international operator of retail-based pawn stores, with over 1,270 retail and consumer lending locations in the U.S., Mexico, Guatemala and El Salvador as of March 31, 2016. First Cash focuses on serving cash and credit constrained consumers through its

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retail pawn locations, which buy and sell a wide variety of jewelry, consumer electronics, power tools, household appliances, sporting goods, musical instruments and other merchandise, and make small consumer pawn loans secured by pledged personal property. As of March 31, 2016, approximately 97% of First Cash's revenues are from pawn operations.

First Cash's common stock is listed on the NASDAQ Global Select Market under the symbol FCFS.

The principal executive offices of First Cash are located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, and its telephone number is (817) 460-3947.

**Cash America International, Inc.**

Cash America International, Inc., a Texas corporation, provides specialty financial services to individuals in the United States through 819 storefront lending locations and 73 franchised check cashing centers as of March 31, 2016. Cash America has been providing specialty financial services to its customers for over 30 years. Cash America believes it is one of the largest providers of pawn loans in the world based on the amount of loans outstanding to its customers. As of March 31, 2016, approximately 93% of Cash America's revenue was from its pawn operations.

Cash America's common stock is listed on the NYSE under the symbol CSH.

The principal executive offices of Cash America are located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102, and its telephone number is (817) 335-1100.

**Frontier Merger Sub, LLC**

Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, is a Texas limited liability company that was formed for the sole purpose of effecting the merger. In the merger, Cash America will be merged with and into Merger Sub, with Merger Sub surviving as a wholly owned subsidiary of First Cash.

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**THE FIRST CASH SPECIAL MEETING**

*This joint proxy statement/prospectus is being provided to the stockholders of First Cash as part of a solicitation of proxies by First Cash's board of directors for use at First Cash's special meeting to be held at the time and place specified below and at any properly convened meeting following any adjournments or postponements thereof. This joint proxy statement/prospectus provides stockholders of First Cash with the information they need to know to be able to vote or instruct their vote to be cast at First Cash's special meeting.*

**Date, Time and Place**

The special meeting of First Cash stockholders is scheduled to be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, on August 31, 2016, at 10:00 a.m., local time, subject to any adjournments or postponements thereof.

**Purpose of the First Cash Special Meeting**

At the First Cash special meeting, First Cash stockholders will be asked to consider and vote on:

the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger as contemplated by the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger by the First Cash stockholders.

**Recommendation of the Board of Directors of First Cash**

The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement.

**The First Cash board of directors unanimously recommends that the First Cash stockholders vote:**

**FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;**

**FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and**

**FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.**

**First Cash Record Date; Stockholders Entitled to Vote**

Only First Cash stockholders of record at the close of business on July 29, 2016, the First Cash record date for the First Cash special meeting, are entitled to notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof.

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At the close of business on the First Cash record date, there were \_\_\_\_\_ shares of First Cash common stock outstanding and entitled to vote at the First Cash special meeting. First Cash issued and outstanding capital stock consists solely of outstanding shares of First Cash common stock. First Cash stockholders will have one vote for each share of First Cash common stock they owned on the First Cash record date. First Cash stockholders may vote such shares in person at the First Cash special meeting, through the Internet, by telephone or by a properly executed and delivered proxy card. A list of the names of First Cash stockholders of record will be available for review for any purpose germane to the special meeting at the office of First Cash's Secretary at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, during ordinary business hours, for a period of ten days before the special meeting. The list will also be available at the special meeting for examination by any stockholder of record present at the special meeting.

### **Voting by First Cash's Directors and Executive Officers**

At the close of business on the First Cash record date, directors and executive officers of First Cash and their affiliates were entitled to vote \_\_\_\_\_ shares of First Cash common stock, or approximately \_\_\_\_\_ % of the shares of First Cash common stock outstanding on that date. We currently expect that First Cash's directors and executive officers will vote any shares they own in favor of the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, although no director or officer has entered into any agreement obligating him or her to do so.

### **Quorum**

No business may be transacted at the First Cash special meeting unless a quorum is present. Holders of a majority of the shares of common stock entitled to vote at the First Cash special meeting must be present in person or by proxy to constitute a quorum for the transaction of business at the First Cash special meeting. If a quorum is not present, the special meeting may be adjourned by the holders of a majority of the outstanding shares of common stock entitled to vote and present in person or by proxy at the special meeting to allow additional time for obtaining additional proxies. At any subsequent reconvening of the special meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

Abstentions will be included in the calculation of the number of shares of First Cash common stock present at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes will not be so included.

### **Required Vote**

*Share issuance proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal.

*Non-binding, advisory, merger-related compensation proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between First Cash

and its named executive officers is advisory only, it will not be binding on First Cash or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the First Cash named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the First Cash stockholders.

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*Adjournment of special meeting proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal.

**Abstentions and Failure to Vote**

For purposes of the First Cash special meeting, a vote to abstain or a failure to vote will have the following effect on the proposals to be voted on at the First Cash special meeting:

*Share issuance proposal:* An abstention will have the same effect as a vote AGAINST this proposal. A failure to vote will have no effect on the outcome of any vote on this proposal;

*Non-binding, advisory, merger-related compensation proposal:* An abstention will have the same effect as a vote AGAINST this proposal. A failure to vote will have no effect on the outcome of any vote on this proposal; and

*Adjournment of special meeting proposal:* An abstention will have the same effect as a vote AGAINST this proposal. A failure to vote will have no effect on the outcome of any vote on this proposal.

Please see the section entitled Shares Held in (Street Name) below for a discussion concerning the effect of broker non-votes on each of the proposals identified above.

**Voting of Proxies by Holders of Record**

If you are a holder of record, a proxy card is enclosed for your use. First Cash requests that you submit a proxy via the Internet by logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card, by telephone by dialing 1-800-690-6903 and listening for further directions or by signing the enclosed proxy card and returning it promptly in the enclosed postage-paid envelope. When the enclosed proxy card is returned properly executed, the shares of First Cash common stock represented by it will be voted at the First Cash special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card.

If a signed proxy card is returned without an indication as to how the shares of First Cash common stock represented are to be voted with regard to a particular proposal, the First Cash common stock represented by the proxy card will be voted in accordance with the recommendation of the First Cash board of directors and therefore FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger. At the date hereof, management has no knowledge of any business that will be presented for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in First Cash's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the special meeting for consideration, it is intended that the persons named in the enclosed form of proxy card and acting thereunder will vote in accordance with their best judgment on such matter.



**Your vote is important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the First Cash special meeting in person. Proxies submitted through the specified Internet website or by telephone must be received by 11:59 p.m., Eastern Time, on August 30, 2016.**

**Shares Held in Street Name**

If you hold your First Cash shares in a stock brokerage account or if your shares are otherwise held of record by a bank, broker, trust company, trustee or other nominee (that is, in street name ), you must provide

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the record holder of your shares with instructions on how to vote your shares in order for your shares to be voted at the First Cash special meeting. Please follow the voting instructions provided by your bank, broker, trustee or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to First Cash or by voting in person at the First Cash special meeting unless you have a legal proxy, which you must obtain from your bank, broker, trust company, trustee or other nominee.

Brokers who hold shares of First Cash common stock on behalf of their customers may not give a proxy to First Cash to vote those shares without specific instructions from their customers. If you are a First Cash stockholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares on any of the proposals to be voted on at the First Cash special meeting. This is called a broker non-vote. Broker non-votes will have no effect on the outcome of any vote on any of the proposals at the First Cash special meeting. Because none of the proposals to be voted on at the First Cash special meeting are routine matters for which brokers have discretionary authority, First Cash does not expect there to be any broker non-votes at its special meeting.

**Revocation of Proxies**

If you are the record holder of First Cash stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation to the Secretary of First Cash;

timely delivering a new, valid proxy bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the proxy card; or

attending the First Cash special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the First Cash special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy.

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

First Cash Financial Services, Inc.

690 East Lamar Boulevard

Suite 400

Arlington, Texas 76011

Attention: Secretary

Please note that if your shares are held in street name through a broker, bank, employee benefit plan trustee or other nominee, you may change your vote by submitting new voting instructions to your broker, bank, trustee or other nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank, trustee or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from your broker, bank, trustee or other nominee.

#### **Tabulation of Votes**

First Cash has appointed Broadridge Financial Solutions, Inc. ( Broadridge ) to serve as the inspector of election for the First Cash special meeting. Broadridge will independently tabulate affirmative and negative votes and abstentions.

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**Solicitation of Proxies**

First Cash is soliciting proxies for the First Cash special meeting, and in accordance with the merger agreement, the cost of proxy solicitation will be borne by First Cash. In addition to solicitation by use of mails, proxies may be solicited by First Cash directors, officers and employees in person or by telephone or other means of communication. These individuals will not be additionally compensated but may be reimbursed for out-of-pocket expenses associated with solicitation. Arrangements will also be made with brokers, banks, trustees and other nominees for forwarding of proxy solicitation material to beneficial owners of First Cash common stock held of record, and First Cash may reimburse these individuals for their reasonable expenses.

To help assure the presence in person or by proxy of the largest number of stockholders possible, First Cash has engaged Okapi Partners LLC ( Okapi ), a proxy solicitation firm, to solicit proxies on First Cash's behalf. First Cash has agreed to pay Okapi a proxy solicitation fee of \$10,000, plus reasonable expenses for its services.

**Adjournments**

Any adjournment of the special meeting may be made by approval of the holders of a majority of the outstanding shares of common stock entitled to vote at and present in person or by proxy at the special meeting, whether or not a quorum exists. If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to issue shares of First Cash common stock to the Cash America shareholders pursuant to the merger, then First Cash stockholders may be asked to vote on the proposal to approve any motion to adjourn the special meeting so as to permit the further solicitation of proxies. No notice of an adjourned meeting need be given, other than announcement at the meeting, unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

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**THE CASH AMERICA SPECIAL MEETING**

*This joint proxy statement/prospectus is being provided to the shareholders of Cash America as part of a solicitation of proxies by Cash America's board of directors for use at Cash America's special meeting to be held at the time and place specified below and at any properly convened meeting following any adjournments or postponements thereof. This joint proxy statement/prospectus provides shareholders of Cash America with the information they need to know to be able to vote or instruct their vote to be cast at Cash America's special meeting.*

**Date, Time and Place**

The special meeting of Cash America shareholders is scheduled to be held at Cash America's headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, subject to any adjournments or postponements thereof.

**Purpose of the Cash America Special Meeting**

At the Cash America special meeting, Cash America shareholders will be asked to consider and vote on:

the proposal to approve the merger agreement, which is further described in the sections titled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger and First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement, beginning on pages 73 and 125, respectively, and a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Completion of the merger is conditioned on, among other things, approval of the merger agreement by the Cash America shareholders.

**Recommendation of the Board of Directors of Cash America**

The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement.

**The Cash America board of directors unanimously recommends that Cash America shareholders vote:**

**FOR the proposal to approve the merger agreement;**

**FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and**

**FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.**

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**Cash America Record Date; Shareholders Entitled to Vote**

Only holders of record of Cash America common stock at the close of business on July 29, 2016, the record date for the Cash America special meeting, will be entitled to notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof.

At the close of business on the Cash America record date, \_\_\_\_\_ shares of Cash America common stock were issued and outstanding and entitled to vote at the Cash America special meeting. Cash America issued and outstanding capital stock consists solely of outstanding shares of Cash America common stock. Holders of record of Cash America common stock on the Cash America record date are entitled to one vote per share at the Cash America special meeting on each proposal. A list of shareholders of Cash America will be available for review at the office of Cash America's Secretary at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102, during usual business hours for a period of ten days before the special meeting. The list will also be available at the special meeting for examination by any shareholder of record present at the special meeting.

**Voting by Cash America's Directors and Executive Officers**

At the close of business on the Cash America record date, directors and executive officers of Cash America and their affiliates were entitled to vote \_\_\_\_\_ shares of Cash America common stock, or approximately \_\_\_\_\_ % of the shares of Cash America common stock outstanding on that date. We currently expect that Cash America's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the Cash America shareholders at the Cash America special meeting, although no director or officer has entered into any agreement obligating him or her to do so.

**Quorum**

No business may be transacted at the Cash America special meeting unless a quorum is present. Holders of a majority of the shares of common stock entitled to vote at the Cash America special meeting must be represented in person or by proxy to constitute a quorum for the transaction of business at the meeting. If a quorum is not present, the special meeting may be adjourned by the holders of a majority of the shares represented in person or by proxy at the special meeting to allow additional time for obtaining additional proxies. At any subsequent reconvening of the special meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

Abstentions will be included in the calculation of the number of shares of Cash America common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes will not be so included.

**Required Vote**

*Merger agreement proposal:* Approval of this proposal requires the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on this proposal.

*Non-binding, advisory, merger-related compensation proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, this proposal. Because the vote regarding these specific merger-related compensatory arrangements between Cash America and its named executive officers is advisory only, it will not be binding on Cash America or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the Cash America named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the Cash America shareholders.



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*Adjournment of special meeting proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on and voted for, against or expressly abstained with respect to, this proposal.

**Abstentions and Failure to Vote**

For purposes of the Cash America special meeting, a vote to abstain or a failure to vote will have the following effect on the proposals to be voted on at the Cash America special meeting:

*Merger agreement proposal:* An abstention or failure to vote will have the same effect as a vote AGAINST the proposal;

*Non-binding, advisory, merger-related compensation proposal:* An abstention will have the same effect as a vote AGAINST this proposal. A failure to vote will have no effect on the outcome of any vote on this proposal; and

*Adjournment of special meeting proposal:* An abstention will have the same effect as a vote AGAINST the proposal. A failure to vote will have no effect on the outcome of any vote on this proposal.

Please see the section entitled Shares Held in (Street Name) below for a discussion concerning the effect of broker non-votes on each of the proposals identified above.

**Voting of Proxies by Holders of Record**

If you are a holder of record, a proxy card is enclosed for your use. Cash America requests that you submit a proxy via the Internet by logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card, by telephone by dialing 1-800-690-6903 and listening for further directions or by signing the enclosed proxy card and returning it promptly in the enclosed postage-paid envelope. When the enclosed proxy card is returned properly executed, the shares of Cash America common stock represented by it will be voted at the Cash America special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card.

If a signed proxy card is returned without an indication as to how the shares of Cash America common stock represented are to be voted with regard to a particular proposal, the Cash America common stock represented by the proxy card will be voted in accordance with the recommendation of the Cash America board of directors and therefore FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement. At the date hereof, management has no knowledge of any business that will be presented for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Cash America's Notice of Special Meeting of Shareholders. If any other matter is properly presented at the special meeting for consideration, it is intended that the persons named in the enclosed form of proxy card and acting thereunder will vote in accordance with their best judgment on such matter.

**Your vote is important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the Cash America special meeting in person. Proxies submitted through the specified Internet website or**

**by telephone must be received by 11:59 p.m., Eastern Time, on August 30, 2016.**

**Shares Held in Street Name**

If you hold your Cash America shares in a stock brokerage account or if your shares are otherwise held of record by a bank, broker, trust company, trustee or other nominee (that is, in street name ), you must provide the record holder of your shares with instructions on how to vote your shares in order for your shares to be voted

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at the Cash America special meeting. Please follow the voting instructions provided by your bank, broker, trustee or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Cash America or by voting in person at the Cash America special meeting unless you have a legal proxy, which you must obtain from your bank, broker, trust company, trustee or other nominee.

Brokers who hold shares of Cash America common stock on behalf of their customers may not give a proxy to Cash America to vote those shares without specific instructions from their customers. If you are a Cash America shareholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares on any of the proposals to be voted on at the Cash America special meeting. This is called a broker non-vote. Broker non-votes will have the same effect as a vote AGAINST the merger agreement proposal and will have no effect on the outcome of any vote on the advisory, non-binding, merger-related compensation proposal or the special meeting adjournment proposal. Because none of the proposals to be voted on at the Cash America special meeting are routine matters for which brokers have discretionary authority, Cash America does not expect there to be any broker non-votes at its special meeting.

### **Shares Held in Cash America's 401(k) Plan**

If your shares are held in Cash America's 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the Cash America special meeting. If you provide voting instructions via the Internet, by telephone or by written proxy card, the plan's trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than August 26, 2016 at 11:59 p.m. Eastern Time in order for your shares to be voted by the trustee at the Cash America special meeting in accordance with your instructions.

### **Revocation of Proxies**

If you are the record holder of Cash America stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation to the Secretary of Cash America;

timely delivering a new, valid proxy bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the proxy card; or

attending the Cash America special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the Cash America special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered shareholder may revoke a proxy by any of these methods, regardless of the method used to deliver the shareholder's previous proxy.

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Cash America

1600 West 7<sup>th</sup> Street

Fort Worth, Texas 76102

Please note that if your shares are held in street name through a broker, bank, employee benefit plan trustee or other nominee, you may change your vote by submitting new voting instructions to your broker, bank, trustee or other nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank, trustee or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from your broker, bank, trustee or other nominee.

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**Tabulation of Votes**

Cash America has appointed Broadridge to serve as the inspector of election for the Cash America special meeting. Broadridge will independently tabulate affirmative and negative votes and abstentions.

**Solicitation of Proxies**

Cash America is soliciting proxies for the Cash America special meeting, and in accordance with the merger agreement, the cost of proxy solicitation will be borne by Cash America. In addition to solicitation by use of mails, proxies may be solicited by Cash America directors, officers and employees in person or by telephone or other means of communication. These individuals will not be additionally compensated but may be reimbursed for out-of-pocket expenses associated with solicitation. Arrangements will also be made with brokers, banks, trustees and other nominees for forwarding of proxy solicitation material to beneficial owners of Cash America common stock held of record, and Cash America may reimburse these individuals for their reasonable expenses.

To help assure the presence in person or by proxy of the largest number of shareholders possible, Cash America has engaged Georgeson, Inc. ( Georgeson ), a proxy solicitation firm, to solicit proxies on Cash America's behalf. Cash America has agreed to pay Georgeson a proxy solicitation fee of \$10,000, plus reasonable expenses for its services. Cash America will also reimburse Georgeson for its reasonable out-of-pocket costs and expenses.

**Adjournments**

An adjournment of the Cash America special meeting may be made by the Cash America shareholders by (i) if a quorum is not present, a vote of the holders of a majority of the outstanding shares represented in person or by proxy at the special meeting, or, (ii) if a quorum is present, by the affirmative vote of the holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, the adjournment proposal. If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement, then Cash America shareholders may be asked to vote on the proposal to approve any motion to adjourn the special meeting so as to permit the further solicitation of proxies. No notice of an adjourned meeting, other than announcement at the meeting, need be given.

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**FIRST CASH PROPOSAL I: APPROVAL OF THE SHARE ISSUANCE AND**

**CASH AMERICA PROPOSAL I: APPROVAL OF THE MERGER AGREEMENT**

This joint proxy statement/prospectus is being provided to First Cash stockholders in connection with the solicitation of proxies by the First Cash board of directors to be voted at the First Cash special meeting and at any adjournments or postponements of the First Cash special meeting. At the First Cash special meeting, First Cash will ask First Cash stockholders to vote on (i) a proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, (ii) a non-binding, advisory proposal to approve the compensation that may be paid or become payable to First Cash's named executive officers in connection with the completion of the merger and (iii) a proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance at the time of the First Cash special meeting.

This joint proxy statement/prospectus is being provided to Cash America shareholders in connection with the solicitation of proxies by the Cash America board of directors to be voted at the Cash America special meeting and at any adjournments or postponements of the Cash America special meeting. At the Cash America special meeting, Cash America shareholders will be asked to consider and vote on (i) a proposal to approve the merger agreement, (ii) a non-binding, advisory proposal to approve the compensation that may be paid or become payable to Cash America's named executive officers in connection with the completion of the merger and (iii) a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the Cash America special meeting.

**The Merger**

*The following is a description of the material aspects of the merger, including the merger agreement. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to you. We encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the merger agreement which is included as Annex A to this joint proxy statement/prospectus, for a more complete understanding of the merger.*

**Effects of the Merger**

Upon the terms and subject to the conditions of the merger agreement and in accordance with Texas law, at the effective time of the merger, Cash America will merge with and into Merger Sub, a wholly owned subsidiary of First Cash and a party to the merger agreement. Merger Sub will be the surviving entity in the merger and remain a wholly owned subsidiary of First Cash. The merger will become effective at the date and time specified in the certificate of merger to be filed with the Secretary of State of the State of Texas.

At the effective time of the merger, each outstanding share of Cash America common stock (other than shares held by Cash America, by any wholly owned subsidiary of Cash America, by Cash America as treasury shares, by First Cash or by any wholly owned subsidiary of First Cash, all of which will be canceled and retired and cease to exist) (which, for avoidance of doubt, shall not include shares of Cash America common stock held in any Cash America incentive plan or in any related trust accounts, including any shares of Cash America common stock held in a rabbi trust, or otherwise held in a fiduciary or agency capacity) will be converted into the right to receive 0.840 fully paid and nonassessable shares of First Cash common stock, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger.

First Cash stockholders will not receive any merger consideration and will continue to hold their shares of First Cash common stock after the merger.

First Cash and Cash America are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the third quarter of 2016. However, the merger is subject to the satisfaction or

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waiver of certain conditions, including obtaining the required approval of the stockholders of First Cash and Cash America, and it is possible that factors outside the control of First Cash and Cash America could result in the merger being completed at a later time or not at all.

### **Background of the Merger**

The Cash America board of directors and senior management regularly evaluate and assess Cash America's financial performance, prospects and growth opportunities, as well as strategies to enhance shareholder value, including opportunities to enhance product offerings, the services it provides to its customers and its overall position in its industry. In connection with these reviews and assessments, the Cash America board of directors and senior management regularly evaluate potential strategic alternatives relating to Cash America and its business, including possible acquisitions, divestitures and business combination transactions.

As part of Cash America's strategy to enhance shareholder value, on November 13, 2014, Cash America completed the spin-off of its online consumer loan business conducted by Enova. In August 2014, Cash America also sold all of its Mexico pawn stores along with five pawn stores in Colorado to First Cash for approximately \$23.1 million. The spin-off of Enova and sale of Cash America's Mexico stores positioned Cash America to focus on its long-term strategy of operating its domestic storefront pawn business, including enhancing its domestic storefront pawn business and returning capital to shareholders in the form of share repurchases and dividends.

As part of its focus on its domestic storefront pawn business following the Enova spin transaction and sale of its Mexico operations, Cash America's board of directors and senior management began implementing strategies to enhance the operations and profitability of its storefront pawn business and focusing on strategies to increase pawn loan balances at existing stores, de-emphasize unsecured consumer lending in its storefronts, reduce its operating and administrative cost structure and assess possible acquisitions and divestitures, as means to generate growth and profitability in its storefront pawn business.

First Cash's board of directors and senior management also regularly evaluate and assess First Cash's financial performance, prospects and growth opportunities, as well as strategies to enhance stockholder value, including opportunities to enhance product offerings, the services it provides to its customers and its overall position in the pawn industry. In connection with these reviews and assessments, First Cash's board of directors and senior management regularly evaluate potential strategic alternatives relating to First Cash and its business, including possible acquisitions, divestitures and business combination transactions.

As part of First Cash's review and assessments, First Cash periodically has reviewed and discussed potential strategic transactions with various investment banking firms with experience in the pawn industry, including Comstock Capital & Advisory Group, LLC ( Comstock Capital ) and INTL FC Stone Financial, Inc. ( FC Stone ). On March 31, 2016, First Cash's engagement with FC Stone expired and First Cash entered into a new engagement, effective as of April 1, 2016, with Pi Capital International LLC (all regulated activities and securities offered through Bradley Woods & Co. Ltd.), the successor financial advisor to FC Stone ( Pi Capital ).

First Cash and Cash America each has considered from time to time, as a means of potential growth, possible acquisitions of other operators of multi-unit storefront pawn businesses. Consistent with this strategy, during the course of many years, and since 2001, at various times, both First Cash and Cash America have made overtures to one another regarding a possible acquisition of the other, including the discussion of a merger of equals transaction in 2001, but conversations about a business combination between the two companies were discontinued each time.



During 2015, Rick Wessel, First Cash's chief executive officer, president and chairman, discussed a potential strategic transaction with Cash America with members of the First Cash board of directors, who generally expressed their support for further exploration by First Cash senior management of a potential transaction with Cash America.

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On May 17, 2015, at the request of First Cash, a representative of FC Stone contacted James H. Graves, an independent member of the Cash America board of directors, on behalf of First Cash and inquired about Cash America's interest in having preliminary discussions with First Cash about a possible strategic transaction. Mr. Graves informed Daniel R. Feehan, who at that time was Cash America's chief executive officer and a member of the Cash America board of directors, of the inquiry from a representative of FC Stone. Mr. Graves subsequently informed the representative of FC Stone that Cash America was primarily focused on maximizing the operational efficiencies and profitability of its storefront pawn business and on returning capital to its shareholders after spinning off Enova and that Cash America believed that it was in the best interests of its shareholders to maintain its focus on these objectives and not be distracted from its strategic focus.

Notwithstanding such response, First Cash senior management reviewed Cash America's financial performance during the course of 2015 using publicly available information. Based on this preliminary review and the belief that a strategic stock for stock merger might create substantial value for the stockholders of First Cash and Cash America, in December 2015, at the request of First Cash, a representative of FC Stone called Mr. Graves again to inquire as to whether Cash America would be open to discussing a possible strategic transaction with First Cash. Afterwards, Mr. Graves informed Mr. Feehan of this conversation.

On January 13, 2016, Messrs. Graves and Feehan met a representative of FC Stone in Dallas, Texas, at which time the representative of FC Stone, on behalf of First Cash, discussed First Cash's possible interest in discussing a merger of equals combination of First Cash and Cash America. At this meeting, the representative of FC Stone suggested that Mr. Feehan meet with Mr. Wessel to discuss whether Cash America would be interested in exploring a potential merger of equals transaction.

On January 26, 2016, the Cash America board of directors held an executive session the night before its regularly scheduled meeting on January 27, 2016. During this executive session, Mr. Feehan briefed the Cash America board of directors on the overture from First Cash. At this meeting, the Cash America board of directors agreed that Mr. Feehan should meet with Mr. Wessel.

On January 26, 2016, the First Cash board of directors met in person in Southlake, Texas in advance of a regularly scheduled board meeting and discussed extensively a potential merger of equals transaction with Cash America, including the strategic rationale for and potential terms of such a transaction. The First Cash board of directors also determined that it would be beneficial to engage another financial advisor, with experience in public company merger of equals transactions and industry knowledge, to provide First Cash with additional perspectives in connection with a potential transaction with Cash America.

On January 28, 2016, Mr. Feehan and Mr. Wessel met in Westlake, Texas, at which time Mr. Wessel presented a preliminary overview of a potential stock-for-stock merger of equals business combination to be effected at an at-market exchange ratio based on the relative market values of each company. Mr. Wessel concluded the conversation by indicating that he intended to discuss the potential transaction with First Cash's legal and financial advisors and then follow-up with Mr. Feehan.

Throughout February and March 2016, Mr. Wessel spoke individually with the members of the First Cash board of directors to update them on the status of his discussions with Cash America and to seek their input on certain matters related to the potential transaction.

On February 9, 2016, Mr. Wessel contacted Mr. Feehan by telephone and indicated that he had spoken with First Cash's legal and financial advisors and requested a further meeting with Mr. Feehan.

On the evening of February 9, 2016, Mr. Wessel, Doug Orr, First Cash's executive vice president and chief financial officer, and Anna Alvarado, First Cash's general counsel, and a representative of Alston & Bird, LLP, counsel for First Cash (Alston), met in person with representatives of Credit Suisse in South Florida to discuss Credit Suisse's possible engagement in connection with a potential transaction with Cash America (to which Credit Suisse previously had not provided investment banking or similar financial services). After discussions

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with senior management and consideration of Credit Suisse's experience and qualifications, the First Cash board of directors subsequently approved Credit Suisse's engagement as an additional financial advisor to First Cash in connection with the potential transaction.

On February 11, 2016, Mr. Feehan and Mr. Wessel met again in Fort Worth, Texas, at which time Mr. Wessel confirmed that First Cash was interested in further discussions with Cash America regarding a potential merger of equals business combination. Mr. Wessel discussed a possible all-stock transaction at an at-market fixed exchange ratio based on the relative market valuation of each company. In addition, Mr. Wessel discussed with Mr. Feehan possible prospective governance structures for a combined company whereby representatives of both companies would fill management positions and serve on the board of directors of the combined company. Mr. Feehan indicated that he would follow up with the Cash America board members to determine whether there was interest in further discussions.

Between February 12, 2016 and February 19, 2016, Mr. Feehan spoke individually with the members of the Cash America board of directors to update them on his conversations with Mr. Wessel and to discuss the strategic rationale for a possible merger of equals business combination with First Cash. Each member of the Cash America board of directors agreed that Cash America should continue to explore a possible transaction with First Cash. Afterwards, Mr. Feehan then called Mr. Wessel and informed Mr. Wessel that the Cash America board of directors was willing to have preliminary discussions regarding a possible strategic transaction with First Cash.

During the week of February 15, 2016, Mr. Feehan also held discussions with a limited number of senior management of Cash America to inform them of the confidential discussions with First Cash regarding a possible transaction and to organize the internal management team to participate in the evaluation and assessment of a potential strategic transaction.

Throughout February and March 2016, Mr. Feehan spoke individually with the members of the Cash America board of directors to update them on the status of his discussions with First Cash and to seek their input on certain matters related to the potential transaction.

On February 17, 2016, Mr. Feehan spoke with a representative of Jefferies to discuss the possible engagement of Jefferies to provide financial advisory services to Cash America in connection with a strategic transaction. Mr. Feehan contacted Jefferies because of Cash America's previous work with Jefferies and Jefferies' familiarity with its business, Jefferies' significant experience in the pawn industry and other businesses that provide alternative financial services to underbanked and non-banked individuals and Jefferies' experience in mergers and acquisition transactions. During this call, Mr. Feehan informed the representative of Jefferies of the discussions with First Cash.

On February 19, 2016, representatives of Alston, Hunton & Williams LLP, counsel for Cash America (Hunton), and the general counsels of First Cash and Cash America held a telephone conference to negotiate terms of a mutual confidentiality agreement and discuss a potential timeline and logistical matters for conducting due diligence meetings. During the call, Alston reiterated First Cash's proposed merger of equals business combination to be effected at an at-market fixed exchange ratio with no premium, which Mr. Wessel had proposed to Mr. Feehan. The representative of Alston relayed his preliminary views regarding a possible merger agreement, including mutual reciprocal representations and warranties, covenants and other terms.

On February 24, 2016, the parties entered into a mutual confidentiality agreement that included customary standstill provisions applicable to each party in connection with the confidential exchange of information and reciprocal due diligence.

On February 25, 2016, Mr. Feehan and Brent Stuart, Cash America's president and chief executive officer, met with Messrs. Wessel and Orr in Southlake, Texas. At this meeting, the participants discussed the companies' respective businesses, operations and business processes and discussed differences and commonalities in operating and strategic plans, management philosophies and expense structures. At this meeting, Messrs. Wessel

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and Orr provided Messrs. Feehan and Stuart with a high-level overview of First Cash's operations and management structure in the U.S. and Latin America. Messrs. Feehan and Stuart provided Messrs. Wessel and Orr with a high-level overview of Cash America's operations and management structure. Among other things, the participants noted that the combination of First Cash's operations with Cash America's operations could benefit both companies by expanding and diversifying the geographic footprint of the two companies' operations and provide Cash America with growth opportunities outside the U.S. in the Latin American markets by leveraging First Cash's profitable Latin American platform. The participants discussed that the cash flows from the combined U.S. operations could potentially support a policy of returning capital to the combined company's stockholders at a greater level than either company could support separately. The participants also discussed their belief that the cash flows from the combined company would allow the combined company to return capital to its shareholders through increased dividends and stock repurchases and provide financial support for continued expansion in Latin America, which is anticipated to provide higher growth rates than could be achieved domestically. The representatives discussed the potential treatment of existing debt, potential synergies and governance matters relating to the combined company, along with possible timing of entering into a merger agreement.

The participants discussed that a merger of equals transaction would include blending the two companies' boards of directors and management teams and the participants exchanged preliminary views regarding the combined company's management team. The representatives from First Cash and Cash America concluded the meeting with plans to continue to consider t