

META FINANCIAL GROUP INC
Form 10-K/A
December 20, 2011

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

FORM 10-K/A
AMENDMENT NO. 1

T ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-22140.

META FINANCIAL GROUP, INC.
(Name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

42-1406262
(I.R.S. Employer Identification No.)

121 East Fifth Street, Storm Lake, Iowa
(Address of principal executive offices)

50588
(Zip Code)

Registrant's telephone number: (712) 732-4117

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Class
Common Stock, par value \$0.01 per share

Name of each exchange on which registered
NASDAQ Global Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES NO T

Indicate by check mark if the Registrant is not required to be file reports pursuant Section 13 and Section 15(d) of the Act. YES NO T

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO

As of March 31, 2011, the aggregate market value of the voting stock held by non-affiliates of the Registrant, computed by reference to the average of the closing bid and asked prices of such stock on the NASDAQ Global Market as of such date, was \$39.2 million.

As of December 16, 2011, there were outstanding 3,190,765 shares of the Registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

PART III of Form 10-K -- Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held January 30, 2012.

EXPLANATORY NOTE

This Amendment No. 1 (this "Amendment") amends our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, filed with the Securities and Exchange Commission (the "Commission") on December 20, 2011 (the "Original Form 10-K"). The sole purpose of this Amendment is to correct the date of the reports of the independent registered public accounting firm referenced in Exhibit 23.1.

In addition, as required by Rule 12b-15 under the Securities and Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment under Item 15 of Part IV hereof.

Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-K and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following is a list of documents filed as part of this report:

(a) Financial Statements:

The following financial statements are included under Part II, Item 8 of this Annual Report on Form 10-K:

1. Report of Independent Registered Public Accounting Firm.
2. Consolidated Statements of Financial Condition as of September 30, 2011 and 2010.
3. Consolidated Statements of Operations for the Years Ended September 30, 2011, 2010, and 2009.
4. Consolidated Statements of Comprehensive Income for the Years ended September 30, 2011, 2010, and 2009.
5. Consolidated Statements of Changes in Stockholders' Equity for the Years Ended September 30, 2011, 2010, and 2009.
6. Consolidated Statements of Cash Flows for the Years Ended September 30, 2011, 2010, and 2009.
7. Notes to Consolidated Financial Statements.

(b) Exhibits:

See Index of Exhibits.

(c) Financial Statement Schedules:

All financial statement schedules have been omitted as the information is not required under the related instructions or is inapplicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

META FINANCIAL GROUP, INC.

Date: December 20, 2011

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

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

Date: December 20, 2011

By: /s/ David W. Leedom
David W. Leedom, Executive Vice President
and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: December 20, 2011

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|---|
| 3(i) | Registrant's Certificate of Incorporation as currently in effect, filed on February 19, 2010 as an exhibit to the Registrant's registration statement on Form S-3 (Commission File No. 333-164997), is incorporated herein by reference. |
| 3(ii) | Registrant's Bylaws, as amended and restated, filed as Exhibit 3(ii) to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference. |
| 4.1 | Registrant's Specimen Stock Certificate, filed on February 19, 2010 as an exhibit to the Registrant's registration statement on Form S-3 (Commission File No. 333-164997), is incorporated herein by reference. |
| *10.1 | Registrant's 1995 Stock Option and Incentive Plan, filed as Exhibit 10.1 to Registrant's Report on Form 10-K-SB for the fiscal year ended September 30, 1996 (Commission File No. 0-22140), is incorporated herein by reference. |
| *10.2 | Employment agreement between MetaBank and J. Tyler Haahr, originally filed as an exhibit to Registrant's Report on Form 10-K for the fiscal year ended September 30, 1997 (Commission File No. 0-22140), is incorporated herein by reference. First amendment to such agreement, filed as an exhibit to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference. |
| *10.3 | Registrant's Supplemental Employees' Investment Plan, originally filed as an exhibit to Registrant's Report on Form 10-K-SB for the fiscal year ended September 30, 1994 (Commission File No. 0-22140). First amendment to such agreement, filed as an exhibit to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference. |
| *10.4 | Employment agreement between MetaBank and James S. Haahr, originally filed on June 17, 1993 as an exhibit to the Registrant's registration statement on Form S-1 (Commission File No. 33-64654). First amendment to such agreement, filed as an exhibit to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 33-64654), is incorporated herein by reference. |
| *10.5 | Registrant's 2002 Omnibus Incentive Plan, filed as Exhibit 10.9 to Registrant's Report on Form 10-K for the fiscal year ended September 30, 2003 (Commission File No. 0-22140), is incorporated herein by reference. |
| *10.6 | Employment agreement between MetaBank and Bradley C. Hanson, originally filed as an exhibit to Registrant's Report on Form 10-K for the fiscal year ended September 30, 2005 (Commission File No. 0-22140). First amendment to such agreement, filed as an exhibit to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference. |
| *10.7 | |

Employment agreement between MetaBank and Troy Moore III, originally filed as an exhibit to Registrant's Report on Form 10-K for the fiscal year ended September 30, 2005 (Commission File No. 0-22140). First amendment to such agreement, filed as an exhibit to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference.

- *10.8 The First Amendment to Registrant’s 2002 Omnibus Incentive Plan, adopted by the Registrant on August 28, 2006, and filed on December 19, 2006 as Exhibit A to Registrant’s Schedule 14A (DEF 14A) Proxy Statement (Commission File No. 0-22140), is incorporated by reference.
- *10.9 The Second Amendment to Registrant’s 2002 Omnibus Incentive Plan, adopted by the Registrant on November 30, 2007, and filed on January 3, 2008 as Exhibit A to Registrant’s Schedule 14A (DEF 14A) Proxy Statement (Commission File No. 0-22140), is incorporated by reference.
- *10.10 Employment agreement between MetaBank and David W. Leedom, dated October 27, 2008 filed as an exhibit to the Registrant’s Report on Form 10-K for the fiscal year ended September 30, 2008 (Commission File No. 0-22140), is incorporated herein by reference.
- *10.11 Amended and Restated Contract for Deferred Compensation between MetaBank and James S. Haahr, dated September 27, 2005 and the first amendment thereto filed as an exhibit to the Registrant’s Report on Form 10-K for the fiscal year ended September 30, 2008, is incorporated herein by reference.
- *10.12 Consulting Services Agreement between the Company and James S. Haahr, dated October 10, 2011 and effective as of October 1, 2011, filed on October 12, 2011 as an exhibit to the Registrant’s Report on Form 8-K (Commission File No. 0-22140), is incorporated herein by reference.
- 11 Statement re: computation of per share earnings (See Note 2 of “Notes to Consolidated Financial Statements,” which is included in Part II, Item 8 “Consolidated Financial Statements and Supplementary Data” of this Annual Report on Form 10-K).
- 21 Subsidiaries of the Registrant 1
- 23.1 Consent of Independent Registered Public Accounting Firm
- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed herewith.
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed herewith.
- 32.1 Certification of the CEO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is filed herewith.
- 32.2 Certification of the CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is filed herewith.
- 101.INS Instance Document 1
- 101.SCH XBRL Taxonomy Extension Schema Document 1
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document 1
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document 1
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document 1
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document 1

*Management Contract or Compensatory Plan or Agreement

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Was filed with Form 10-K

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