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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 24, 2021

META FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-22140
(Commission File Number)

42-1406262
(IRS Employer Identification No.)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value	CASH	The NASDAQ Stock Market LLC

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 24, 2021, Sonja Theisen was promoted to Senior Vice President and Chief of Staff of Meta Financial Group, Inc. (the "Company"). Ms. Theisen had served as Senior Vice President & Chief Accounting Officer of the Company since 2015.

In connection with Ms. Theisen's promotion, on February 24, 2021, the Company's Board of Directors (the "Board") appointed Jennifer W. Warren, 38, to serve as Senior Vice President & Chief Accounting Officer of the Company. Ms. Warren had previously served as Senior Vice President, Bank & Payment Operations and Senior Vice President, Partner Services and Delivery since 2017. Prior to that, she served as Senior Vice President, Chief Audit Executive from 2015 to 2017. Prior to joining the Company in 2015, Ms. Warren served in various accounting and risk management roles at Great Western Bank and KPMG. Ms. Warren received a B.A. in Accounting from Luther College in 2004, and earned a Certified Public Accountant license shortly thereafter. The Board also designated Ms. Warren as the Company's principal accounting officer.

There are no arrangements or understandings between Ms. Warren and any other person pursuant to which she was appointed, nor are there any family relationships between Ms. Warren and any of the Company's directors or executive officers. Ms. Warren does not have any material interest in any transactions, relationships or arrangements with the Company that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Annual Meeting of Stockholders

At the 2021 Annual Meeting of Stockholders of Meta Financial Group, Inc. (the "Company") held on February 23, 2021 in Sioux Falls, South Dakota (the "Annual Meeting"), the following proposals were voted on as follows:

Proposal 1:

To elect four directors: three directors (Mr. Moore, Ms. Shulman and Ms. Zlatkus) for a term of three years and one director (Mr. McCray) for a term of one year, in each case until their successors are elected and duly qualified:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Frederick V. Moore	22,694,998	1,456,963	3,802,275
Becky S. Shulman	23,451,116	700,845	3,802,275
Lizabeth H. Zlatkus	23,955,370	196,591	3,802,275
Ronald D. McCray	23,955,534	196,427	3,802,275

The following directors continue to serve on the Board of Directors following the Annual Meeting: Douglas J. Hajek, Bradley C. Hanson, Elizabeth G. Hoople, Michael R. Kramer and Kendall E. Stork.

On February 24, 2021, the Company issued a press release announcing the election of two new directors, Ms. Zlatkus and Mr. McCray. A copy of the Company's press release is included as Exhibit 99.1.

Proposal 2:

To approve, by a non-binding advisory vote, the compensation of the Company's "named executive officers" (a "Say-on-Pay" vote), with 22,798,573 votes cast for, 1,284,068 votes cast against, 69,320 votes abstaining and 3,802,275 broker non-votes.

Proposal 3:

To ratify the appointment by the Board of Directors of independent registered public accounting firm Crowe LLP as the independent auditors of the Company's financial statements for the year ending September 30, 2021, as disclosed in the Proxy Statement, with 27,726,335 votes cast for, 201,565 votes cast against and 26,336 votes abstaining.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Description of Exhibit

[99.1](#)

Press Release, dated February 24, 2021.

104

Cover Page Interactive Data File (the cover page iXBRL tags are embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

META FINANCIAL GROUP, INC.

Date: February 24, 2021

By: /s/ Glen W. Herrick

Glen W. Herrick

Executive Vice President and Chief Financial Officer



Meta Financial Group, Inc.® Appoints Ronald D. McCray and Lizabeth Zlatkus to Board of Directors
Appointees bolster the finance, risk management and governance expertise of the Board

SIOUX FALLS, S.D., FEBRUARY 24, 2021 -- Meta Financial Group, Inc.® (Nasdaq: CASH) ("Meta") and its subsidiary MetaBank®, N.A., a leading financial enablement company, announced today that Ronald D. McCray and Lizabeth Zlatkus have been elected to the Board of Directors, effective February 23, 2021. Mr. McCray will serve as a member of the Compensation Committee and Environmental, Social, and Governance ("ESG") Committee of the Board. Ms. Zlatkus will serve as a member of the Board's Audit Committee and Bank Risk and Credit Committee.

"The expertise that Ron and Liz bring to our Board of Directors in finance, operations, risk management and governance will be invaluable as we execute our strategy and build long-term shareholder value," said Doug Hajek, Chairman of the Meta Financial Group Board of Directors.

Mr. McCray is an advisor at RLJ Equity Partners, a private equity firm. Previously, from 2014 to 2016, Mr. McCray was Chairman, and from 2015-2016 Chairman, Interim President and Chief Executive Officer of Career Education Corporation (now Perdoceo Education Corporation). From 2007 to 2009 he was Chief Administrative Officer at NIKE, Inc. Prior to that, from 1987 to 2007, McCray served in various roles as a lawyer at Kimberly Clark Corporation, including SVP, Law and Government Affairs and Chief Compliance Officer. Mr. McCray is on the Board of Directors of A.H. Belo Corporation. He received his undergraduate degree in Government from Cornell University, and his J.D. from Harvard Law School.

Ms. Zlatkus previously held various executive positions at The Hartford Financial Services Group during her 28-year tenure, including Chief Financial Officer and Chief Risk Officer, as well as Co-President of Hartford Life Insurance Companies. Ms. Zlatkus serves on the Boards of Directors of Axis Capital Holdings Limited, Boston Private Financial Holdings, Inc., and SE2 Holdings, LLC, a privately held technology services company. Ms. Zlatkus graduated with distinction from The Pennsylvania State University with a B.S. in Accounting.

"We are very pleased to welcome Ron and Liz to our Board of Directors," said Brad Hanson, President and CEO of Meta Financial Group and Co-President and CEO of MetaBank. "Their extensive experience and perspectives across a variety of industries will be a significant addition to our Board as we continue on with our mission of Financial Inclusion for All."

About Meta Financial Group, Inc.®

Meta Financial Group, Inc.® (Nasdaq: CASH) is a South Dakota-based financial holding company. Meta Financial Group's subsidiary, MetaBank®, N.A., is a financial enablement company that works to increase financial availability, choice, and opportunity for all. MetaBank strives to remove barriers that traditional institutions put in the way of financial access, and promote economic mobility by providing responsible, secure, high quality financial products that contribute to individuals and communities at the core of the real economy. Additional information can be found by visiting www.metafinancialgroup.com or www.metabank.com.

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