

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

META FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

42-1406262
(I. R. S. Employer
Identification
Number)

121 EAST FIFTH STREET
STORM LAKE, IOWA 50588
(Address of principal executive offices) (Zip Code)

META FINANCIAL GROUP, INC.
2002 OMNIBUS INCENTIVE PLAN
(FORMERLY KNOWN AS FIRST MIDWEST FINANCIAL, INC.
2002 OMNIBUS INCENTIVE PLAN)

(Full title of the Plan)

J. Tyler Haahr
Chief Executive Officer
Meta Financial Group, Inc.
121 East Fifth Street
Storm Lake, Iowa 50588
(Name and address of agent for service)

(712) 732-4117
(Telephone number, including area code, of agent for service)

Copies to:
Jeffrey M. Werthan, Esq.
Katten Muchin Rosenman LLP
1025 Thomas Jefferson Street, NW
East Lobby, 7th Floor
Washington, DC 20007
(202) 625-3569

Calculation of Registration Fee

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate price (2)	Amount of registration fee
Common Stock, \$ 0.01 par value	200,000 shares	\$29.86	\$5,972,422	\$183.35

(1) This Registration Statement covers 200,000 shares of common stock, par value \$.01 per share ("Common Stock") issued or available for issuance under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act of 1933"), this Registration Statement also covers an indeterminate number of additional shares of Common Stock which may be issued under the adjustment provisions of the Plan.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act of 1933 as follows: (i) in the case of shares of Common Stock which may be purchased upon exercise of outstanding grants or options, the fee is calculated on the basis of the price at which the options or grants may be exercised, and (ii) in the case of shares of Common Stock for which options or grants have not yet been issued, and the option price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on the National Market System of the National Association of Securities Dealers Automated Quotation System (NASDAQ) on March 15, 2007.

**INTRODUCTORY STATEMENT UNDER
GENERAL INSTRUCTION (E) OF FORM S-8**

This Registration Statement is being filed to register an additional 200,000 shares of common stock, par value \$.01 per share ("Common Stock") available for issuance under the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended (the "Plan"). As a result of an amendment to the Plan, which was approved by our stockholders on January 22, 2007, the number of shares of Common Stock authorized for issuance under the Plan was increased from 200,000 to 400,000. On November 3, 2003, we registered 200,000 shares of Common Stock for issuance under the Plan by a Registration Statement on Form S-8 (Registration Statement No. 333-110200). Pursuant to General Instruction (E) of Form S-8, the contents of Registration Statement No. 333-110200 are incorporated herein by reference.

PART II

Information Required in the Registration Statement

Item 8. Exhibits

Exhibit Number	Exhibits
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5.1	Opinion of Katten Muchin Rosenman LLP.
23.1	Consent of McGladrey & Pullen, LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Katten Muchin Rosenman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Storm Lake, State of Iowa, on this 19th day of March, 2007.

META FINANCIAL GROUP, INC.

By: /s/ J. TYLER HAAHR

J. Tyler Haahr
Chief Executive Officer (principal
executive officer)
and President

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints J. Tyler Haahr and Jonathan M. Gaiser, and each of them severally, acting alone and without the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, to sign on his or her behalf, individually and in each capacity stated below, all amendments and post-effective amendments to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as each might or could do in person, hereby ratifying and confirming each act that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Titles	Date
/s/ J. TYLER HAAHR ----- J. Tyler Haahr	Chief Executive Officer (principal executive officer) and President	March 13, 2007
/s/ JAMES S. HAAHR ----- James S. Haahr	Chairman of the Board	March 14, 2007
/s/ E. WAYNE COOLEY ----- E. Wayne Cooley	Director	March 15, 2007
/s/ E. THURMAN GASKILL ----- E. Thurman Gaskill	Director	March 14, 2007
/s/ BRAD HANSON ----- Brad Hanson	Director	March 13, 2007
/s/ FREDERICK V. MOORE ----- Frederick V. Moore	Director	March 13, 2007
/s/ RODNEY G. MUILENBURG ----- Rodney G. Muilenburg	Director	March 13, 2007
/s/ JEANNE PARTLOW ----- Jeanne Partlow	Director	March 19, 2007
/s/ JONATHAN M. GAISER ----- Jonathan M. Gaiser	Chief Financial Officer (principal financial and accounting officer)	March 19, 2007

EXHIBIT INDEX

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Exhibit 5.1

Opinion of Katten Muchin Rosenman LLP, the legal counsel to the Company.

March 19, 2007

Meta Financial Group, Inc.
121 East Fifth Street
Storm Lake, Iowa 50588

Ladies and Gentlemen:

We have acted as counsel to Meta Financial Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Act"), of the issuance and/or sale by the Company of up to an additional 200,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), pursuant to the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan (formerly known as the First Midwest Financial, Inc. 2002 Omnibus Incentive Plan), as amended by that certain First Amendment thereto adopted by the Company's Board of Directors on August 28, 2006 (as so amended, the "Plan"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

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

1. The Articles of Incorporation of the Company, as currently in effect;
2. The By-laws of the Company, as currently in effect;
3. Records of proceedings and actions of the Board of Directors and the shareholders of the Company relating to the Plan;
4. The Plan; and
5. Such other instruments, documents, statements and records of the Company and others as we have deemed relevant and necessary to examine and rely upon for the purpose of this opinion.

In connection with this opinion, we have assumed the legal capacity of all natural persons, the accuracy and completeness of all documents and records that we have reviewed, the genuineness of all signatures, the due authority of the parties signing such documents, the authenticity of the documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed or reproduced copies.

Based upon and subject to the foregoing, it is our opinion that when certificates representing the Shares in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock or the Shares have been registered and issued electronically through the Depository Trust Company, and when the Shares are issued and delivered by the Company and, to the extent applicable, paid for in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

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

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

Very truly yours,

/s/ KATTEN MUCHIN ROSENMAN LLP

KATTEN MUCHIN ROSENMAN LLP

Exhibit 23.1

Consent of McGladrey & Pullen, LLP,

Independent Registered Public Accounting Firm.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Meta Financial Group, Inc.
Storm Lake, Iowa

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Meta Financial Group, Inc. of our report, dated November 22, 2006, relating to our audit of the consolidated financial statements of Meta Financial Group, Inc. and its Subsidiaries, which appears in the annual report on Form 10-K of Meta Financial Group, Inc. for the year ended September 30, 2006.

/s/ McGladrey & Pullen, LLP

McGladrey & Pullen, LLP

Des Moines, Iowa
March 19, 2007