

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

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated Average burden
hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0000907471

Previous Name(s) ☐ None

FIRST MIDWEST
FINANCIAL INC

Entity Type

- ☒ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other

Name of Issuer

META FINANCIAL GROUP
INC

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- ☒ Over Five Years Ago
☐ Within Last Five Years (Specify Year)
☐ Yet to Be Formed

2. Principal Place of Business and Contact
Information

Name of Issuer

META FINANCIAL GROUP INC

Street Address 1

Street Address 2

121 EAST FIFTH STREET

City

State/Province/Country

ZIP/Postal Code

Phone No. of Issuer

STORM LAKE

IA

50588

712-732-4117

3. Related Persons

Last Name	First Name	Middle Name
Haahr	James	S.
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Chairman of the Board and Director		

Last Name	First Name	Middle Name
Haahr	J.	Tyler
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
President, Chief Executive Officer and Director		

Last Name	First Name	Middle Name
Leedom	David	W.
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Senior Vice President, Secretary, Treasurer and Chief Financial Officer		

Last Name	First Name	Middle Name
Hanson	Bradley	C.
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Executive Vice President and Director		

Last Name	First Name	Middle Name
Galit	Scott	H.
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Executive Vice President		

Last Name	First Name	Middle Name
Muilenburg	Rodney	G.
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Gaskill	E.	Thurman
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Partlow	Jeanne	
Street Address 1	Street Address 2	
c/o Meta Financial Group, Inc.	121 East Fifth Street	
City	State/Province/Country	ZIP/Postal Code
Storm Lake	IA	50588
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name

Moore

First Name

Frederick

Middle Name

V.

Street Address 1

c/o Meta Financial Group, Inc.

Street Address 2

121 East Fifth Street

City

Storm Lake

State/Province/Country

IA

ZIP/Postal Code

50588

Relationship:

☐

Executive Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture

Banking & Financial Services

☒ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☒ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- ☒ New Notice Date of First Sale **2010-01-22** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **0** USD

12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None		
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number		<input type="checkbox"/>	None
Street Address 1		Street Address 2					
City		State/Province/Country		ZIP/Postal Code			
State(s) of Solicitation		<input type="checkbox"/> All States					

13. Offering and Sales Amounts

Total Offering Amount	\$ 8862450 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 8862450 USD	
Total Remaining to be Sold	\$ 0 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)
Unrelated sales to two unrelated corporations with which Issuer has business agreements.

14. Investors

- ☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 2

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)
A portion of the proceeds will be contributed to the working cpaital of the Issuer's wholly-owned subsidiary which employs certain of the related persons.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
META FINANCIAL GROUP INC	J. Tyler Haahr	J. Tyler Haahr	President and Chief Executive Officer	2010-02-04