

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

OMB APPROVAL

OMB Number: 3235-0076  
Estimated Average burden  
hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 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

5501 SOUTH BROADBAND LANE

City

State/Province/Country

ZIP/Postal Code

Phone No. of Issuer

SIOUX FALLS

SOUTH DAKOTA

57108

6057821767

### 3. Related Persons

Last Name	First Name	Middle Name
Haahr	J.	Tyler
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
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, President and CEO.		

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Last Name	First Name	Middle Name
Leedom	David	
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Chief Financial Officer.		

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Last Name	First Name	Middle Name
Hanson	Bradley	
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Vice President, President of Meta Payment Systems Division and Director.		

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Last Name	First Name	Middle Name
Moore III	Troy	
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Executive Vice President, Chief Operating Officer and Director.		

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Last Name	First Name	Middle Name
Moore	Frederick	V.
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Partlow	Jeanne	
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Gaskill	E.	Thurman
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Muilenburg	Rodney	G.
Street Address 1	Street Address 2	
c/o Meta Financial Group	5501 South Broadband Lane, PO Box 1307	
City	State/Province/Country	ZIP/Postal Code
Sioux Falls	SOUTH DAKOTA	57108
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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## 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)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 505
- ☐ Rule 504 (b)(1)(i)
- ☒ Rule 506
- ☐ Rule 504 (b)(1)(ii)
- ☐ Securities Act Section 4(6)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Investment Company Act Section 3(c)

## 7. Type of Filing

- ☒ New Notice
- Date of First Sale
- ☒ 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)

- ☐ Pooled Investment Fund Interests
- ☒ Equity
- ☐ Tenant-in-Common Securities
- ☐ Debt
- ☐ Mineral Property Securities
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ 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
Sandler, O'Neill & Partners, L.P.	23328	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input checked="" type="checkbox"/> None		

Street Address 1	Street Address 2	
1251 Avenue of the Americas	6th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10020
State(s) of Solicitation	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US
CALIFORNIA		

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### 13. Offering and Sales Amounts

Total Offering Amount	\$ 34212465 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 34212465 USD	
Total Remaining to be Sold	\$ 0 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

Purchase Agreements for shares of the issuer's common stock with a total value of approximately \$34,212,465 were entered into as of August 16, 2012, but the contemplated sales may not be finalized until the issuer obtains stockholder approval.

### 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: 22

### 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	\$ 37000 USD	<input checked="" 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	<input type="checkbox"/> Estimate
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Clarification of Response (if Necessary)

# 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 CEO	2012-08-28