

**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, 7<sup>th</sup> Floor  
Washington, DC 20007  
(202) 625-3569**Calculation of Registration Fee**

| <b>Title of securities<br/>to be registered</b> | <b>Amount to be<br/>Registered (1)</b> | <b>Proposed maximum<br/>offering<br/>price per share (2)</b> | <b>Proposed maximum<br/>aggregate price (2)</b> | <b>Amount of<br/>registration fee</b> |
|---|--|--|---|---------------------------------------|
| Common Stock, \$0.01 par value                  | 750,000 shares                         | \$24.08  | \$18,060,000                                    | \$709.76                              |

(1) This Registration Statement covers 750,000 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 Global Market of the National

|  |
|--|
|  |
|  |

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

This Registration Statement is being filed to register an additional 750,000 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 February 12, 2008, the number of shares of Common Stock authorized for issuance under the Plan was increased from 400,000 to 1,150,000. 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). On March 19, 2007, we registered an additional 200,000 shares of Common Stock for issuance under the Plan by a Registration Statement on Form S-8. Pursuant to General Instruction (E) of Form S-8, the contents of Registration Statements filed on November 3, 2003 (Registration Statement No. 333-110200) and March 19, 2007 are incorporated herein by reference.

**PART II**

**Information Required in the Registration Statement**

**Item 8. Exhibits**

| <u>Exhibit Number</u> | <u>Exhibits</u>  |
|-----------------------|--|
| 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 11th day of June 2008.

### **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 David W. Leedom, 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.

| <u>Signature</u>  | <u>Titles</u>  | <u>Date</u>  |
|---|--|--------------|
| <u>/s/ J. TYLER HAAHR</u><br>J. Tyler Haahr             | Chief Executive Officer (principal executive officer) and President  | May 28, 2008 |
| <u>/s/ JAMES S. HAAHR</u><br>James S. Haahr             | Chairman of the Board  | May 28, 2008 |
| <u>/s/ E. WAYNE COOLEY</u><br>E. Wayne Cooley           | Director   | May 28, 2008 |
| <u>/s/ E. THURMAN GASKILL</u><br>E. Thurman Gaskill     | Director   | May 28, 2008 |
| <u>/s/ BRAD HANSON</u><br>Brad Hanson                   | Director   | May 28, 2008 |
| <u>/s/ FREDERICK V. MOORE</u><br>Frederick V. Moore     | Director   | May 28, 2008 |
| <u>/s/ RODNEY G. MUILENBURG</u><br>Rodney G. Muilenburg | Director   | May 28, 2008 |
| <u>/s/ JEANNE PARTLOW</u><br>Jeanne Partlow             | Director   | May 28, 2008 |
| <u>/s/ DAVID W. LEEDOM</u><br>David W. Leedom           | Chief Financial Officer (principal financial and accounting officer) | May 28, 2008 |

## EXHIBIT INDEX

---

**Exhibit Number**

---

**Exhibits**

---

|      |  |
|------|--|
| 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).                        |

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

---

June 11, 2008

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 750,000 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 and as further amended by that certain Second Amendment thereto adopted by the Company's Board of Directors on November 30, 1997 (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

---

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 January 7, 2008, relating to our audit of the consolidated financial statements which appear in the annual report on Form 10-K of Meta Financial Group, Inc. for the year ended September 30, 2007.

/s/ McGladrey & Pullen, LLP  
McGladrey & Pullen, LLP

Des Moines, Iowa  
June 11, 2008

---