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

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**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): **January 25, 2016**

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**Meta Financial Group, Inc.**

(Exact name of registrant as specified in its charter)

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**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: **(712) 732-4117**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the 2016 Annual Meeting of Stockholders of Meta Financial Group, Inc. (the “Company”) held on January 25, 2016 in Sioux Falls, South Dakota (the “Annual Meeting”), the Company’s stockholders approved amendments to the Company’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”) to (i) increase the number of authorized shares of common stock, par value \$0.01 per share (“Common Stock”), from 10,000,000 to 15,000,000 shares and (ii) authorize 3,000,000 shares of a new class of nonvoting common stock, par value \$0.01 per share (“Nonvoting Common Stock”) (together, the “Amendments”). The Amendments were adopted by the Board on November 23, 2015, subject to stockholder approval at the Annual Meeting. Following stockholder approval of the Amendments, a Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of Delaware on January 26, 2016, at which time the Amendments became effective.

The Amendments are summarized in the Company’s Proxy Statement, as filed with the Securities and Exchange Commission on December 14, 2015 (the “Proxy Statement”). A copy of the Certificate of Amendment containing the Amendments is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.****Annual Meeting of Stockholders**

At the Annual Meeting, the following proposals were voted as follows:

**Proposal 1:**

To elect each of the following incumbent directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2019, or until his or her respective successor is elected and qualified as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
J. Tyler Haahr	6,535,481	284,856	814,981
Bradley C. Hanson	6,283,017	537,320	814,981
Elizabeth G. Hoople	6,554,434	265,903	814,981

The following directors continue to serve on the Board of Directors following the Annual Meeting: Douglas J. Hajek, Frederick V. Moore, Troy Moore III and Rodney G. Muilenburg.

**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 5,945,695 votes cast for, 833,593 votes cast against and 41,049 votes abstaining.

**Proposal 3a:**

To approve an amendment to the Certificate of Incorporation which would increase the total number of authorized shares of Common Stock from 10,000,000 to 15,000,000 shares, as disclosed in the Company’s Proxy Statement, with 7,506,066 votes cast for, 123,792 votes cast against, 5,460 votes abstaining and 814,981 broker non-votes.

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Proposal 3b:

To approve an amendment to the Certificate of Incorporation which would authorize 3,000,000 shares of Nonvoting Common Stock, as disclosed in the Company’s Proxy Statement, with 4,653,924 votes cast for, 2,159,610 votes cast against, 6,803 votes abstaining and 814,981 broker non-votes.

**Item 9.01            Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<a href="#">3.1</a>	Certificate of Amendment to the Certificate of Incorporation, as amended.

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## SIGNATURES

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.

By: /s/ Glen W. Herrick

Glen W. Herrick  
Executive Vice President, Chief Financial Officer,  
and Secretary

Date: January 26, 2016

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**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
META FINANCIAL GROUP, INC.**

META FINANCIAL GROUP, INC. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Act**”), DOES HEREBY CERTIFY THAT:

1. Section A of Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

“FOURTH:

A. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 21 million (21,000,000) shares, consisting of:

1. three million (3,000,000) shares of preferred stock, par value one cent (\$.01) per share (the “**Preferred Stock**”);
2. fifteen million (15,000,000) shares of common stock, par value one cent (\$.01) per share (the “**Common Stock**”); and
3. three million (3,000,000) shares of nonvoting common stock, par value one cent (\$.01) per share (the “**Nonvoting Common Stock**”).”

Subject to the provisions set forth in this Certificate of Incorporation, in accordance with the provisions of Section 242(b)(2) of the Act, the number of authorized shares of any class of stock of the Corporation may be increased or decreased (but not below the number of shares of such class then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote irrespective of the class vote requirements set forth in Section 242(b)(2) of the Act.

2. Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended by inserting a new Section D to read in its entirety as follows:

D. “Except as set forth in this Section D, the Common Stock and the Nonvoting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the Corporation’s Board of Directors, and be identical in all other respects as to all other matters, except voting.

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1. Except as may be otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the stockholders. The holders of Nonvoting Common Stock shall have no voting rights except as required by the Act. Where shares of Nonvoting Common Stock are entitled to vote, each holder of Nonvoting Common Stock shall have one vote in respect of each share of Nonvoting Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Act.

2. In the event of any stock split, combination or other reclassification of shares of either the Common Stock or the Nonvoting Common Stock, the outstanding shares of the other class shall be proportionately split, combined or reclassified in a similar manner; provided, however, that in any such transaction, holders of Common Stock shall receive only shares of Common Stock in respect of their shares of Common Stock and holders of Nonvoting Common Stock shall receive only shares of Nonvoting Common Stock in respect of their shares of Nonvoting Common Stock.

3. Each share of Nonvoting Common Stock will automatically convert into one share of Common Stock only in the event of a "permitted transfer" to a transferee. A "Permitted Transfer" means a transfer by a holder of Nonvoting Common Stock (i) to the Corporation; (ii) in a widespread public distribution; (iii) in a transfer in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Corporation; or (iv) to a transferee that would control more than 50% of the voting securities of the Corporation without any transfer from such holder of Nonvoting Common Stock. Any transfer in violation of the foregoing sentence shall be null and void and the Corporation shall not have any obligation to recognize such transfer. The issuance of certificates, if any, for shares of Common Stock upon conversion of Nonvoting Common Stock shall be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance. The Corporation shall cooperate with the timely conversion of Nonvoting Common Stock subject to compliance with applicable law and regulations.

4. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Nonvoting Common Stock. The Corporation shall take all action necessary so that all shares of Common Stock issuable upon conversion of Nonvoting Common Stock will, upon issue, be duly and validly issued, fully paid and non-assessable.

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5. In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Nonvoting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Common Stock would be entitled to receive as a result of such transaction, provided that at the election of the holder of shares of Nonvoting Common Stock, any securities issued with respect to the Nonvoting Common Stock shall be nonvoting under the resulting institution's organizational documents to the same extent as the Nonvoting Common Stock is nonvoting and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Nonvoting Common Stock then outstanding) and take such other actions necessary to ensure that the holders of the Nonvoting Common Stock shall retain securities with substantially the same rights and benefits, including the right to convert nonvoting common stock into common stock, as the Nonvoting Common Stock. Subject to the immediately preceding sentence, in the event the holders of Common Stock are provided the right to convert or exchange Common Stock for stock or securities, cash and/or any other property, then the holders of the Nonvoting Common Stock shall be provided the same right based upon the number of shares of Common Stock such holders would be entitled to receive if such shares of Nonvoting Common Stock were converted into shares of Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Common Stock from its stockholders generally, the Corporation shall offer to repurchase Nonvoting Common Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Common Stock, the Corporation shall provide the holders of the Nonvoting Common Stock the right to participate based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issued with respect to the Nonvoting Common Stock shall be issued in the form of Nonvoting Common Stock rather than Common Stock."

3. The aforementioned amendments were duly adopted by the Board of Directors of the Corporation, and by the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation, in accordance with the provisions of Section 242 of the Act.

[Remainder of page intentionally left blank.]

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IN WITNESS WHEREOF, Meta Financial Group, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by a duly authorized officer of the Corporation this 25th day of January, 2016.

META FINANCIAL GROUP, INC.

By:    /s/ J. Tyler Haahr  
Name:    J. Tyler Haahr  
Title:    Chairman of the Board and  
          Chief Executive Officer

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