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

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): **August 7, 2014**

Meta Financial Group, Inc.
(Exact name of registrant as specified in its charter)

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: **(605) 782-1767**

Not Applicable

Former name or former address, if changed since last report

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))
-
-

Item 1.02 Termination of a Material Definitive Agreement.

On August 7, 2014, Meta Financial Group, Inc. (“MFG” or the “Company”) announced that its bank subsidiary, MetaBank, has been released from its Consent Order by the Comptroller of the Currency (OCC). The Consent Order, originally issued in July 2011, was terminated by the OCC effective August 7, 2014.

A copy of the letter terminating the Consent Order is attached as Exhibit 10.1 hereto and the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Termination of Consent Order dated August 7, 2014 issued by the Office of the Comptroller of the Currency.
99.1	Registrant’s Press Release dated August 7, 2014.

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 and
Chief Financial Officer

Date: August 7, 2014

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:)
MetaBank)
Storm Lake, Iowa)

ORDER TERMINATING THE
ORDER TO CEASE AND DESIST

WHEREAS, in an effort to protect the depositors, shareholders and other customers of MetaBank, Storm Lake, Iowa (Bank), and to ensure the Bank’s safe and sound operation, the Bank, by and through its duly elected and acting Board of Directors, consented to the issuance of an Order to Cease and Desist dated July 15, 2011 (Order) against the Bank by the Office of Thrift Supervision (OTS).

WHEREAS on or about July 21, 2011, pursuant to Title III of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. 111-203, 124 Stat. 1376 (2010), all functions of the OTS related to Federal savings associations were transferred to the Office of the Comptroller of the Currency (“OCC”).

WHEREAS, the Comptroller believes that the protection of the depositors, shareholders and other customers of the Bank, as well as its safe and sound operation, no longer require the existence of the Order.

NOW, THEREFORE, the Comptroller directs that the Order be, and it hereby is, TERMINATED.

IN TESTIMONY WHEREOF, the undersigned, designated by the Comptroller as his authorized representative. has hereunto set his hand.

/s/ Thomas J. Sutcliffe
Thomas J. Sutcliffe
Assistant Deputy Comptroller for Bank Supervision
Sioux Falls Field Office

8/7/14
Date



Investor Relations
605.782.1767

MetaBank® Released from OCC Consent Order

Sioux Falls, South Dakota – August 7, 2014, Meta Financial Group, Inc. ® (“MFG” or the “Company”)

Meta Financial Group, Inc. (NASDAQ: “CASH” – NEWS) announced that its bank subsidiary, MetaBank, has been released from its Consent Order by the Office of the Comptroller of the Currency (OCC). The Consent Order, originally issued by the Office of Thrift Supervision (OTS) in July 2011, was terminated by the OCC effective August 7, 2014.

Chairman and CEO J. Tyler Haahr commented, “I am very proud of our employees, who have worked extremely hard with and under the guidance of our board, management, and our regulators over the last few years to improve processes and controls, while continuing to serve our customers. While under the OCC Consent Order, we were able to increase earnings and grow the balance sheet, raise significant amounts of new capital, and make significant investments in compliance-related infrastructure. Now that the Consent Order is lifted, we believe our growth prospects are even stronger. We are excited about the opportunities to more easily add new strategic partnerships, and in fact we recently signed a new prepaid program manager. We also look forward to deepening our existing relationships, and we are excited to roll out new products and services and enhance existing products, all of which we think will add new and diversified revenue streams and spur further growth with current and new partners and customers.”

This press release and other important information about the Company are available at [http:// www.metafinancialgroup.com](http://www.metafinancialgroup.com).

Meta Financial Group, Inc.®, (“Meta Financial” or “the Company” or “us”) and its wholly-owned subsidiary, MetaBank™ (the “Bank” or “MetaBank”), may from time to time make written or oral “forward-looking statements,” including this earnings release, statements contained in its filings with the Securities and Exchange Commission (“SEC”), in its reports to stockholders, and in other communications by the Company, which are made in good faith by the Company pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995.

You can identify forward-looking statements by words such as “may,” “hope,” “will,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “continue,” “could,” “future” or the negative of those terms or other words of similar meaning. You should read statements that contain these words carefully because they discuss our future expectations or state other “forward-looking” information. These forward-looking statements include statements with respect to the Company’s beliefs, expectations, estimates, and intentions that are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond the Company’s control. Such statements address, among others, the following subjects: future operating results; customer retention; loan and other product demand; important components of the Company’s balance sheet and income statements; growth and expansion; new products and services, such as those offered by MetaBank™ (the “Bank”) or Meta Payment Systems® (“MPS”), a division of the Bank; credit quality and adequacy of reserves; technology; and the Company’s employees. The following factors, among others, could cause the Company’s financial performance to differ materially from the expectations, estimates, and intentions expressed in such forward looking statements: the strength of the United States economy in general and the strength of the local economies in which the Company conducts operations; the effects of, and changes in, trade, monetary, and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the “Federal Reserve”), as well as efforts of the United States Treasury in conjunction with bank regulatory agencies to stimulate the economy and protect the financial system; inflation, interest rate, market, and monetary fluctuations; the timely development of and acceptance of new products and services offered by the Company as well as risks (including reputational and litigation) attendant thereto and the perceived overall value of these products and services by users; the risks of dealing with or utilizing third parties; the scope of restrictions and compliance requirements imposed by the Consent Order entered into by the Company with the Federal Reserve; the impact of changes in financial services’ laws and regulations, including but not limited to our relationship with our regulators, the OCC and the Federal Reserve; technological changes, including but not limited to the protection of electronic files or databases; acquisitions; litigation risk in general, including but not limited to those risks involving the MPS division; the growth of the Company’s business as well as expenses related thereto; changes in consumer spending and saving habits; and the success of the Company at managing and collecting assets of borrowers in default.

The foregoing list of factors is not exclusive. Additional discussions of factors affecting the Company’s business and prospects are contained in the Company’s periodic filings with the SEC. The Company expressly disclaims any intent or obligation to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company or its subsidiaries.
