

Goik Michael K
Form 4
August 02, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goik Michael K

2. Issuer Name **and** Ticker or Trading
Symbol
META FINANCIAL GROUP INC
[CASH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
See Remarks

C/O META FINANCIAL GROUP,
INC., 5501 SOUTH BROADBAND
LANE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SIoux FALLS, SD 57108

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Common Stock	08/01/2018		A		4,624 ⁽¹⁾	A <u>(1)</u> 4,624	I
							By Crestmark ESOP ⁽¹⁾
Common Stock	08/01/2018		A		15,900 ⁽²⁾	A <u>(2)</u> 15,900	D
Common Stock	08/01/2018		A		42,481 ⁽³⁾	A \$ 0 58,381	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goik Michael K
C/O META FINANCIAL GROUP, INC.,
5501 SOUTH BROADBAND LANE
SIOUX FALLS, SD 57108

See Remarks

Signatures

/s/ Michael K.

Goik

08/02/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of common stock, \$0.01 par value per share ("Meta Common Stock"), of Meta Financial Group, Inc. ("Meta") received in exchange for 1,745 shares of common stock, no par value per share ("Crestmark Common Stock"), of Crestmark Bancorp, Inc. ("Crestmark") held for the reporting person's account under the Crestmark Employee Stock Ownership Plan, which were acquired in exchange for shares of Crestmark Common Stock pursuant to the merger of Crestmark with and into Meta, with Meta continuing as the surviving entity (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of January 9, 2018, among, Meta, MetaBank, Crestmark and Crestmark Bank. As of the effective time of the Merger on August 1, 2018 (the "Effective Time"), each share of Crestmark Common Stock automatically converted into the right to receive 2.65 shares of Meta Common Stock along with cash in lieu of any fractional share (the "Merger Consideration").

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- Represents shares of Meta Common Stock received by the reporting person in exchange for 6,000 shares of Crestmark Common Stock
- (2) pursuant to the Merger. As of the Effective Time, each share of Crestmark Common Stock automatically converted into the right to receive the Merger Consideration.
 - (3) All of which 42,481 shares of Meta Common Stock are restricted stock granted to the reporting person that will vest in six nearly equal installments on each of August 1, 2019, August 1, 2020, August 1, 2021, August 1, 2022, August 1, 2023 and August 1, 2024.

Remarks:

President of the Meta Commercial Finance Division

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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