

CASH AMERICA INTERNATIONAL INC
Form S-8 POS
May 19, 2009

As filed with the Securities and Exchange Commission on May 19, 2009

Registration No. 333-125471

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

CASH AMERICA INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

75-2018239
(I.R.S. Employer
Identification No.)

**1600 West 7th Street
Fort Worth, Texas 76102**
(Address of Principal Executive Offices) (Zip Code)

**CASH AMERICA INTERNATIONAL, INC.
FIRST AMENDED AND RESTATED 2004 LONG-TERM INCENTIVE PLAN**
(Full title of the plan)

**J. Curtis Linscott
Executive Vice President, General Counsel & Secretary
CASH AMERICA INTERNATIONAL, INC.**

**1600 West 7th Street
Fort Worth, Texas 76102**
(Name and address of agent for service)

(817) 335-1100
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

EXPLANATORY STATEMENT

Cash America International, Inc. hereby amends its Registration Statement on Form S-8, Registration No. 333-125471, filed with the Securities and Exchange Commission on June 3, 2005, by filing this Post-Effective Amendment No. 1 to reflect the amendment and restatement of the Cash America International, Inc. 2004 Long-Term Incentive Plan. Each of the Cash America International, Inc. First Amended and Restated 2004 Long-Term Incentive Plan, as amended (the First Amended and Restated Plan), and the Cash America International, Inc. 2008 Long Term Incentive Plan for Cash America Net Holdings, LLC, a sub-plan under the First Amended and Restated Plan, is filed herewith as Exhibit 99.1 and Exhibit 99.2, respectively. No additional securities are being registered.

Item 8. Exhibits

| Exhibit | Description of Exhibit |
|---------|---|
| 99.1 | Cash America International, Inc. First Amended and Restated 2004 Long-Term Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed April 28, 2009) |
| 99.2 | Cash America International, Inc. 2008 Long Term Incentive Plan for Cash America Net Holdings, LLC (sub-plan) (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K, filed April 28, 2009) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 Fort Worth, State of Texas, on May 19, 2009.

**CASH AMERICA INTERNATIONAL,
INC.**

By: /s/ J. Curtis Linscott
J. Curtis Linscott
Executive Vice President, General
Counsel and Secretary

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:

| Signature | Capacity | Date |
|--|--|--------------|
| * | Chairman of the Board and Director | May 19, 2009 |
| Jack R. Daugherty /s/ Daniel R. Feehan | Chief Executive Officer, President and Director (Principal Executive Officer) | May 19, 2009 |
| Daniel R. Feehan /s/ Thomas A. Bessant, Jr. | Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) | May 19, 2009 |
| Thomas A. Bessant, Jr. /s/ Daniel E. Berce | Director | May 19, 2009 |
| Daniel E. Berce /s/ Albert Goldstein | Director | May 16, 2009 |
| Albert Goldstein * | Director | May 19, 2009 |
| James H. Graves * | Director | May 19, 2009 |
| B.D. Hunter * | Director | May 19, 2009 |
| Timothy J. McKibben * | Director | May 19, 2009 |

Alfred M. Micallef

J. Curtis Linscott, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No.1 to the Registration Statement on Form S-8 on behalf of the above-named directors of Cash America International, Inc. on this 19th day of May, 2009, pursuant to powers of attorney executed on behalf of such director and previously filed with the Securities and Exchange Commission.

By: /s/ J.

* Curtis
Linscott
J. Curtis
Linscott

EXHIBIT INDEX

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