



Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, J. Tyler Haahr

Name of the Holding Company Director and Official

Chairman of the Board & Chief Executive Officer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

[Signature]

Signature of Holding Company Director and Official

12/31/2015

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 2390013
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

September 30, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Meta Financial Group, Inc.

Legal Title of Holding Company

5501 S Broadband Lane

(Mailing Address of the Holding Company) Street / P.O. Box

Sioux Falls

SD

57108

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Ashley Menke

Senior Accountant

Name

Title

605-977-0237

Area Code / Phone Number / Extension

605-338-0604

Area Code / FAX Number

amenke@metabank.com

E-mail Address

www.metafinancialgroup.com

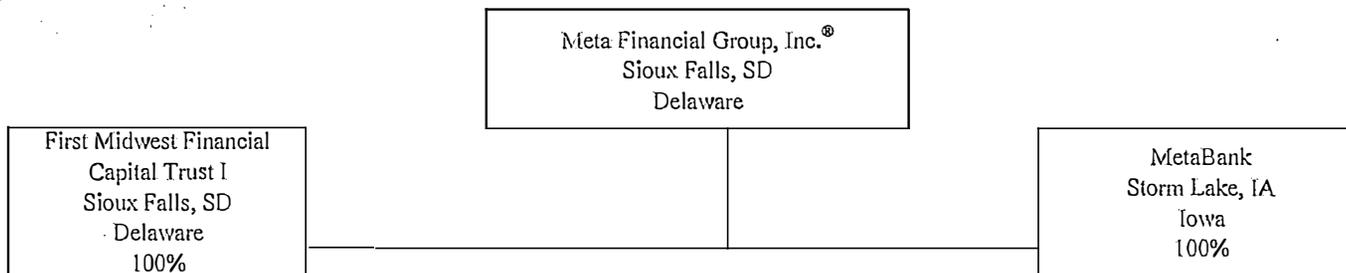
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No



Form FR Y-6
Meta Financial Group, Inc.[®]
Sioux Falls, South Dakota
Fiscal Year Ending September 30, 2015

Report Item 2.a: Organizational Chart



Results: A list of branches for your holding company: **META FINANCIAL GROUP, INC. (2390013) of SIOUX FALLS, SD.**
 The data are as of **09/30/2015**. Data reflects information that was received and processed through **01/07/2016**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|-------------------------|-----------------------------|-----------------|-------|----------|-------------|---------------|--------------|----------------|-------------|----------------------|----------|
| ok | | Full Service (Head Office) | 435077 | METABANK | 121 EAST FIFTH STREET | STORM LAKE | IA | 50588 | BUENA VISTA | UNITED STATES | 43610 | 0 | METABANK | | 435077 |
| ok | | Full Service | 835471 | HIGHLAND PARK OFFICE | 3624 SIXTH AVENUE | DES MOINES | IA | 50313 | POLK | UNITED STATES | 40492 | 105 | METABANK | | 435077 |
| ok | | Full Service | 3251689 | INGERSOLL OFFICE | 3455 INGERSOLL AVENUE | DES MOINES | IA | 50312 | POLK | UNITED STATES | 445907 | 108 | METABANK | | 435077 |
| ok | | Full Service | 2047915 | STORM LAKE PLAZA OFFICE | 1413 NORTH LAKE AVENUE | STORM LAKE | IA | 50588 | BUENA VISTA | UNITED STATES | 282038 | 102 | METABANK | | 435077 |
| ok | | Full Service | 3251698 | URBANDALE OFFICE | 4848 86TH STREET | URBANDALE | IA | 50322 | POLK | UNITED STATES | 445908 | 109 | METABANK | | 435077 |
| ok | | Full Service | 3251670 | WEST DES MOINES OFFICE | 3448 WESTTOWN PARKWAY | WEST DES MOINES | IA | 50266 | POLK | UNITED STATES | 282039 | 106 | METABANK | | 435077 |
| ok | | Full Service | 592774 | BROOKINGS OFFICE | 600 SOUTH MAIN | BROOKINGS | SD | 57006 | BROOKINGS | UNITED STATES | 42547 | 103 | METABANK | | 435077 |
| ok | | Full Service | 3251700 | SOUTH MINNESOTA BRANCH | 2500 SOUTH MINNESOTA AVNEUE | SIOUX FALLS | SD | 57101 | MINNEHAHA | UNITED STATES | 445906 | 107 | METABANK | | 435077 |
| ok | | Full Service | 3488216 | WEST 12TH STREET OFFICE | 2104 WEST 12TH STREET | SIOUX FALLS | SD | 57101 | MINNEHAHA | UNITED STATES | 445909 | 110 | METABANK | | 435077 |
| ok | | Full Service | 3488225 | WESTERN OFFICE | 4900 SOUTH WESTERN AVENUE | SIOUX FALLS | SD | 57108 | LINCOLN | UNITED STATES | 445910 | 111 | METABANK | | 435077 |



FR Y-6

Meta Financial Group, Inc
Sioux Falls, SD
Fiscal Year Ending September 30, 2015

Report Item 3: Securities Holders

| Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as-of</u> fiscal year end. | | | Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote <u>during</u> the fiscal year. | | |
|---|---|---|--|---|---|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Second Curve Capital LLC New York, NY, USA | USA | 560,794 - 6.72% Common Stock | Philadelphia Financial Management of San Francisco, LLC San Francisco, CA, USA | USA | 581,510 - 9.39% Common Stock |
| | | | ACP MFG Holdings, LLC Palo Alto, CA, USA | USA | 541,250 - 8.74% Common Stock |
| | | | Wellington Management Company, LLP Boston, MA, USA | USA | 445,883 - 7.20% Common Stock |
| | | | Second Curve Capital LLC New York, NY, USA | USA | 404,079 - 6.52% Common Stock |

*** Beneficial ownership in accordance with the rules of the Securities and Exchange Commission. This information was reported in Meta Financial Group, Inc.'s Proxy Statement dated December 14, 2015.

Percentage ownership is based upon 8,215,275 shares of common stock outstanding on November 27, 2015.

*** Beneficial ownership in accordance with the rules of the Securities and Exchange Commission. This information was reported in Meta Financial Group, Inc.'s Proxy Statement dated December 22, 2014.

Percentage ownership is based upon 6,193,879 shares of common stock outstanding on December 8, 2014.

Report Item 4: Insiders

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (Include names of other businesses) | (4)(a) *** Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|---|---|---|---|---|---|--|--|
| J. Tyler Haahr Sioux Falls, SD | N/A | Chairman of the Board & Chief Executive Officer | Director & CEO (MetaBank) | N/A | 2.57% | None | N/A |
| Brad C. Hanson Sioux Falls, SD | N/A | Director & President | Director & President (MetaBank) | N/A | 1.39% | None | N/A |
| Troy Moore, III Urbandale, IA | N/A | Director & Executive Vice President Sales and Operations | Director & EVP of Sales and Operations (MetaBank) | N/A | Less than 1.00% | None | N/A |
| Glen Herrick Sioux Falls, SD | N/A | Executive Vice President & Chief Financial Officer | Executive Vice President & Chief Financial Officer | N/A | Less than 1.00% | None | N/A |
| Ira Frericks Sioux Falls, SD | N/A | Executive Vice President & Chief Operating Officer | Executive Vice President & Chief Operating Officer | N/A | Less than 1.00% | None | N/A |
| Douglas J. Hajek Sioux Falls, SD | Partner | Director | Director (MetaBank) | Partner at Davenport, Evans, Hurwitz & Smith, LLP | Less than 1.00% | None | N/A |
| Elizabeth G. Hoople Walnut Creek, CA | Consultant and Retired Senior Vice President of Marketing | Director | Director (MetaBank) | Consultant and Retired Senior Vice President of Marketing for Wells Fargo | Less than 1.00% | None | N/A |
| Frederick V. Moore Storm Lake, IA | President | Vice Chairman of the Board & Lead Director | Director (MetaBank) | President of Buena Vista University | Less than 1.00% | None | N/A |

Report Item 4: Insiders

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) *** Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|---|---|--|---|--|---|--|--|
| Rodney G. Muilenburg Storm Lake, IA | Retired Consultant & Officer | Director | Director (MetaBank) | Retired Dairy Specialist Manager for Purina Mills, Inc.; Retired Consultant for TransOva Genetics Dairy Division & Retired Director of Sales & Marketing for TransOva Genetics | Less than 1.00% | None | N/A |

*** Beneficial ownership in accordance with the rules of the Securities and Exchange Commission. This information was reported in Meta Financial Group, Inc.'s Proxy Statement dated December 14, 2015. Percentage ownership is based upon 8,215,275 shares of common stock outstanding on November 27, 2015.