

Kramer Michael Robert
 Form 4
 August 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kramer Michael Robert

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
 Officer (give title below) Other (specify below)

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)
 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 Ownership (Instr. 4)
Common Stock	08/01/2018		A	(A) or (D) Amount 23,850 (1)	(1) 23,850	I	See footnote (1)
Common Stock	08/01/2018		A	(2) (4) Amount 10,600	(2) 10,600	I	See footnote (2)
Common Stock	08/01/2018		A	(3) Amount 542	\$ 0 542	D	

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Kramer Michael Robert C/O META FINANCIAL GROUP, INC., 5501 SOUTH BROADBAND LANE SIOUX FALLS, SD 57108		X		

Signatures

/s/ Michael Robert
Kramer 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).

- Represents shares of common stock, \$0.01 par value per share ("Meta Common Stock"), of Meta Financial Group, Inc. ("Meta") received by the Michael R. Kramer Revocable Trust u/a/d 9/21/1983, as amended (the "MRK Trust"), in exchange for 9,000 shares of common stock, no par value per share ("Crestmark Common Stock"), of Crestmark Bancorp, Inc. ("Crestmark") 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"). The reporting person serves as sole trustee and is the sole beneficiary of the MRK Trust.
- Represents shares of Meta Common Stock received by the Zina Kramer Revocable Trust u/a/d 12/22/1994, as amended (the "ZK Trust"), in exchange for 4,000 shares of Crestmark Common Stock 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. The reporting person's wife serves as sole

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trustee and is the sole beneficiary of the ZK Trust.

- (3) Award granted pursuant to the Company's 2002 Omnibus Incentive Plan.

The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of the reporting person's

- (4) pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by the reporting person of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

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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