

EURONET WORLDWIDE INC

Form POS AM

May 14, 2008

As filed with the Securities and Exchange Commission on May 14, 2008

Registration No. 333-129648

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EURONET WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

74-2806888

(I.R.S. Employer Identification No.)

4601 College Boulevard, Suite 300

Leawood, Kansas 66211

(913) 327-4200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jeffrey B. Newman, Esq.

Executive Vice President and General Counsel

Euronet Worldwide, Inc.

4601 College Boulevard, Suite 300

Leawood, Kansas 66211

(913) 327-4200

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(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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TERMINATION OF REGISTRATION

Euronet Worldwide, Inc. (the Company) previously issued \$175,000,000 principal amount of 3.50% Convertible Debentures due 2025 (the Debentures) and, pursuant to a Registration Statement on Form S-3 (File No. 333-129648) filed with the Commission on November 10, 2005 (together with all previously filed amendments and prospectus supplements, the Registration Statement), registered for resale both the Debentures and 4,323,130 shares of the Company's Common Stock (the Shares) that are issuable upon conversion of the Debentures if certain conditions are satisfied.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, we are filing this Post-Effective Amendment to remove from registration all of the aggregate principal amount of the Debentures and the Shares that remain unsold under the Registration Statement as of the date hereof. We are deregistering these securities because our obligation to maintain the effectiveness of the Registration Statement pursuant to the Registration Rights Agreement, dated October 4, 2005, between the Company and the initial purchasers of the Debentures, has expired.

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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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, State of Kansas, on this 14th day of May, 2008.

EURONET WORLDWIDE, INC.

By: /s/ Michael J. Brown
Name: Michael J. Brown
Title: Chairman of the Board of Directors

and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|--------------|
| /s/ Michael J. Brown Michael J. Brown | Chairman of the Board of Directors, Chief Executive Officer and Director (principal executive officer) | May 14, 2008 |
| * /s/ Rick L. Weller Rick L. Weller | Executive Vice President and Chief Financial Officer (principal financial and accounting officer) | May 14, 2008 |
| * /s/ Paul S. Althasen Paul S. Althasen | Director | May 14, 2008 |
| * /s/ Thomas A. McDonnell Thomas A. McDonnell | Director | May 14, 2008 |
| * /s/ Andzej Olechowski Andzej Olechowski | Director | May 14, 2008 |
| * /s/ Andrew B. Schmitt Andrew B. Schmitt | Director | May 14, 2008 |
| * /s/ Eriberto R. Scocimara Eriberto R. Scocimara | Director | May 14, 2008 |
| * /s/ M. Jeannine Strandjord M. Jeannine Strandjord | Director | May 14, 2008 |

*By: /s/ Michael J. Brown
Michael J. Brown
Attorney-in-Fact