

CASH AMERICA INTERNATIONAL INC
Form 8-K
June 24, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of Earliest Event Reported):

June 20, 2013

CASH AMERICA INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

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Texas
(State of incorporation)

1-9733
(Commission

75-2018239
(IRS Employer

File No.)
1600 West 7th Street

Identification No.)

Fort Worth, Texas 76102

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (817) 335-1100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On June 20, 2013, Cash America Pawn L.P. (Purchaser), a wholly-owned subsidiary of Cash America International, Inc. (the Company), entered into an Asset Purchase Agreement (the Purchase Agreement) with TDP Superstores Corp. (Seller). Pursuant to the Purchase Agreement, at closing Purchaser will purchase substantially all of the assets of Seller. Seller operates a chain of 41 pawn lending locations in the State of Texas primarily under the name Top Dollar Pawn. Aggregate consideration for the transaction will be approximately \$102.5 million to be paid in cash (this amount includes consideration for non-competition covenants) and will be funded partially by available cash and partially through the Company s domestic and multi-currency line of credit. The purchase price may be increased or decreased depending on the aggregate value of the pawn loan balance and the merchandise inventory balance held by Seller at closing.

The Purchase Agreement contains representations, warranties, covenants and indemnification provisions that the Company believes are customary for a transaction of this size and type. The transaction is expected to close in the third quarter of 2013 and is subject to the satisfaction of customary closing conditions, including the completion of satisfactory due diligence, the termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the receipt of other regulatory approvals.

The foregoing is a summary of the material terms of the Purchase Agreement and does not purport to summarize or include all terms of the Purchase Agreement. The summary is hereby qualified in its entirety by reference to the full text of the Purchase Agreement attached as Exhibit 2.1 hereto, which is incorporated herein by reference.

ITEM 7.01 REGULATION FD DISCLOSURE

On June 24, 2013, the Company issued a press release announcing the execution of the Purchase Agreement. The full text of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
2.1	Asset Purchase Agreement dated June 20, 2013 by and among Cash America Pawn L.P. and TDP Superstores Corp.
99.1	Cash America International, Inc. press release dated June 24, 2013

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This Current Report on Form 8-K contains forward-looking statements about the business, financial condition, operations and prospects of the Company. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties including, without limitation: the effect of or changes in domestic and foreign pawn, consumer credit, tax and other laws and governmental rules and regulations applicable to the Company s business or changes in the interpretation or enforcement thereof; the anticipated regulation of providers of consumer financial products and services by the Consumer Financial Protection Bureau; public perception of the Company s business, including its consumer loan business and its business practices; the deterioration of the political, regulatory or economic environment in foreign countries where the Company operates or in the future may operate; fluctuations, including a sustained decrease, in the price of gold or a deterioration in economic conditions; the effect of any current or future litigation proceedings or any judicial decisions or rule-making that affect the Company, its products or its arbitration agreements; the actions of third parties who provide, acquire or offer products and services to, from or for the Company; changes in demand for the Company s services and the continued acceptance of the online

distribution channel by the Company's online loan customers; the Company's ability to attract and retain qualified executive officers; a prolonged interruption in the Company's operations of its facilities, systems and business functions, including its information technology and other business systems; the ability of the Company to open new locations in accordance with its plans or to successfully integrate newly acquired businesses into the Company's operations; changes in competition; interest rate and foreign currency exchange rate fluctuations; changes in the capital markets; changes in the Company's ability to satisfy its debt obligations or to refinance existing debt obligations or obtain new capital to finance growth; security breaches, cyber attacks or fraudulent activity; compliance with laws and regulations applicable to international operations; the implementation of new, or changes in the interpretation of existing, accounting principles or financial reporting requirements; acts of God, war or terrorism, pandemics and other events; the effect of any of such changes on the Company's business or the markets in which it operates; and other risks and uncertainties indicated in the Company's filings with the Securities and Exchange Commission. These risks and uncertainties are beyond the ability of the Company to control, nor can the Company predict, in many cases, all of the risks and uncertainties that could cause its actual results to differ materially from those indicated by the forward-looking statements. When used in this Current Report on Form 8-K, terms such as believes, estimates, should, could, would, plans, expects, anticipates, may, forecasts, projects and similar expressions they relate to the Company or its management are intended to identify forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements to reflect events or circumstances occurring after the date of this Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CASH AMERICA INTERNATIONAL, INC.

Date: June 24, 2013

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

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