

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

FORM S-8  
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 and Telephone Number of Principal Executive Offices,  
Including Zip Code)

Euronet Worldwide, Inc.  
2002 Stock Incentive Plan  
(Full title of the plan)

Daniel R. Henry  
Chief Operating Officer and President  
Euronet Worldwide, Inc.  
4601 College Boulevard, Suite 300  
Leawood, Kansas 66211  
(913) 327-4200  
(Name, address and telephone number of agent for service)

Copies to:

Jeffrey B. Newman  
Executive Vice President and General Counsel  
Euronet Worldwide, Inc.  
2nd Floor, Kelting House  
Southernhay, Basildon  
Essex SS14 1NU  
United Kingdom

John A. Granda, Esq.  
Stinson Morrison Hecker LLP  
2600 Grand Blvd.  
Kansas City, Missouri 64108  
(816) 691-2600

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.02 par value	1,500,000	\$20.73	\$31,095,000	\$3,939.74
Preferred Share Purchase Rights (3)	1,500,000	(4)	(4)	(4)

- (1) This Registration Statement also relates to an indeterminate number of additional shares of common stock that may be issued pursuant to anti-dilution and adjustment provisions of the above named plans.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h)(1) of the Securities Act of 1933, based on the average of the high and low prices of the Common Stock as quoted on the Nasdaq National Market on June 21, 2004.
- (3) Each share of Common Stock to be registered includes one associated

preferred share purchase right issued pursuant to a Rights Purchase Agreement, dated as of March 21, 2003, as amended.  
No separate consideration is payable for the preferred share purchase rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.

(4)

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#### EXPLANATORY NOTE

This registration statement is being filed to register 1,500,000 additional shares of Common Stock issuable under the Euronet Worldwide, Inc. 2002 Stock Incentive Plan, as amended (the "Plan"), as a result of an amendment to the Plan increasing the number of shares of Common stock available for issuance thereunder from 2,000,000 shares to 3,500,000 shares. The amendment to the Plan was approved by the requisite vote of stockholders at the Company's Annual Meeting of Stockholders held on May 24, 2004.

#### INCORPORATION OF INFORMATION

Pursuant to General Instruction E to Form S-8, all the contents of Registration Statement No. 333-98013 (filed August 13, 2002) are hereby incorporated by reference into this Registration Statement.

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 Leawood, State of Kansas, on June 28, 2004

EURONET WORLDWIDE, INC.

By: /s/ Daniel R. Henry

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Name: Daniel R. Henry  
Title: President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Michael J. Brown and Daniel R. Henry, and each of them, the undersigned's true and lawful attorneys-in-fact and agents with full power of substitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 date indicated.

Signature -----	Title -----	Date ----
<u>/s/ Michael J. Brown</u> Michael J. Brown	Chairman of the Board of Directors, Chief Executive Officer and Director (principal executive officer)	June 28, 2004
<u>/s/ Daniel R. Henry</u> Daniel R. Henry	Chief Operating Officer, President and Director	June 28, 2004
<u>/s/ Eriberto R. Scocimara</u> Eriberto R. Scocimara	Director	June 28, 2004
<u>/s/ Thomas A. McDonnell</u> Thomas A. McDonnell	Director	June 28, 2004
<u>/s/ M. Jeannine Strandjord</u> M. Jeannine Strandjord	Director	June 24, 2004
<u>/s/ Andzrej Olechowski</u> Andzrej Olechowski	Director	June 25, 2004
<u>/s/ Paul Althasen</u> Paul Althasen	Director	June 24, 2004

/s/ Andrew B. Schmitt

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Andrew B. Schmitt

Director

June 28, 2004

/s/ Rick L. Weller

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Rick L. Weller

Executive Vice President  
and Chief Financial Officer  
(principal financial and  
accounting officer)

June 28, 2004

EXHIBIT INDEX

Exhibit  
Number

Description

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- 4.1 Euronet Worldwide, Inc. 2002 Stock Incentive Plan (Amended and Restated) (incorporated by reference to Appendix B to the registrant's definitive proxy statement filed with the Commission on April 20, 2004).
  - 5.1 Opinion of Stinson Morrison Hecker LLP
  - 23.1 Consent of KPMG LLP
  - 23.2 Consent of KPMG Audyt Sp. z o.o. (f/k/a KPMG Polska Sp. z o.o.)
  - 23.3 Consent of Grant Thornton GmbH
  - 23.4 Consent of PricewaterhouseCoopers LLP
  - 23.5 Consent of Stinson Morrison Hecker LLP (included in Exhibit 5.1)
  - 24.1 Power of Attorney (included on signature page).
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Stinson Morrison Hecker LLP  
2600 Grand Boulevard  
Kansas City, MO 64108

June 28, 2004

Euronet Worldwide, Inc.  
4601 College Boulevard  
Suite 300  
Leawood, Kansas 66211

Ladies and Gentlemen:

We have acted as counsel to Euronet Worldwide, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") by the Company on the date hereof under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to 1,500,000 shares of the Company's common stock, \$0.02 par value per share (collectively, the "Shares"), to be issued by the Company under its 2002 Stock Incentive Plan ("Plan").

In connection therewith, we have relied upon, among other things, our examination of such documents, records of the Company and certificates of its officers and public officials as we have deemed necessary for purposes of the opinions expressed below. We express no opinion as to matters under or involving the laws of any jurisdiction other than the corporate law of the State of Delaware and the federal law of the United States of America.

For purposes of the opinion expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals and (iii) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof (other than the authorization, execution and delivery of documents by the Company). This opinion assumes that the provisions of the Company's Certificate of Incorporation will not be amended after the date hereof.

Based upon and subject to the foregoing, and having regard for such legal considerations as we have deemed relevant, assuming that upon issuance such shares together with all shares of Common Stock previously issued or reserved for issuance and not duly and lawfully retired do not exceed 60,000,000 shares, upon the issuance and sale of said 1,500,000 shares for the consideration and upon the terms and conditions set forth in the Plan, said shares will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and the reference to our firm in the Registration Statement.

We do not undertake to advise you of any changes in the opinions expressed herein from matters that might hereafter arise or be brought to our attention.

Very truly yours,

/s/ Stinson Morrison Hecker LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 13, 2004, with respect to the consolidated balance sheet of Euronet Worldwide, Inc. and subsidiaries as of December 31, 2003, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity (deficit), and cash flows for the year ended December 31, 2003, incorporated by reference in this registration statement on Form S-8 of Euronet Worldwide, Inc.

/s/ KPMG LLP

Kansas City, Missouri  
June 24, 2004



Consent of Independent Registered Public Accounting Firm  
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Board of Directors  
Euronet Worldwide, Inc.

We consent to the use of our report dated February 7, 2003, with respect to the consolidated balance sheet of Euronet Worldwide, Inc. and subsidiaries as of December 31, 2002, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity/(deficit), and cash flows for each of the years in the two-year period ended December 31, 2002, incorporated by reference in this registration statement on Form S-8 of Euronet Worldwide, Inc.

/s/ KPMG Audyt Sp. z o.o.  
Warsaw, Poland  
June 24, 2004

Consent of Independent Auditors

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Euronet Worldwide, Inc. of our report dated February 6, 2004 relating to the financial statements of transact Elektronische Zaklungssysteme GmbH, Martinsried, which appears in the Current Report on Form 8-K/A of Euronet Worldwide, Inc., dated February 9, 2004. We consent to the use of the aforementioned report in such Registration Statement.

Grant Thornton GmbH  
Hamburg, Germany  
June 24, 2004

Grant Thornton GmbH  
Wirtschaftsprüfungsgesellschaft

/s/ Dr. Kirnberger  
Wirtschaftsprüfer

/s/ Fleischmann  
Wirtschaftsprüfer

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Euronet Worldwide, Inc. of our report dated April 28, 2003 relating to the financial statements of e-pay Limited, which appears in the Current Report on Form 8-K/A of Euronet Worldwide, Inc. filed on May 2, 2003.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
London  
June 24, 2004