U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1997

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[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number C00-22167

EURONET SERVICES INC. (Exact name of the registrant as specified in its charter)

- - - - - - - - - - - - - - - -

DELAWARE (State or other jurisdiction of incorporation or organization)

74-2806888 (I.R.S. employer identification no.)

14-24 Horvat u. 1027 Budapest Hungary (Address of principal executive offices)

36-1-224-1000 (Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] NO []

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As at April 30, 1997, 15,257,048 Common Shares.

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CONDENSED CONSOLIDATED BALANCE SHEETS (IN THOUSANDS)

	MARCH 31, 1997	DECEMBER 31, 1996	
	(UNAUDITED)	(AUDITED)	
ASSETS			
Current assets:	¢ 16 216	¢ 2 E 4 1	
Cash and cash equivalents Restricted cash	\$ 46,346 974	\$2,541 818	
Trade accounts receivable, net	228	172	
Investment securities	6,944	194	
Prepaid expenses and other current assets	934	433	
Total current assets	55,426	4,158	
Property and equipment, net	9,440	7,284	
Loans receivable, excluding current portion Deferred income taxes	18 597	21 471	
Total assets	65,481	11,934	
LIABILITIES AND SHAREHOLDERS' EQUITY		=======	
Current liabilities:			
Trade accounts payable	\$ 2,065	\$ 1,670	
Short term borrowings Current installments of capital leases obligations	182 808	194 637	
Note payable - shareholder	260	262	
Accrued expenses and other current liabilities	291	98	
Total current liabilities	3,606	2,861	
Obligations under capital leases, excluding	0,000	2,001	
current installments	5,524	3,834	
Other long-term liabilities	88	103	
Total liabilities	9,218	6,798	
Shareholders' equity: Common and preferred shares, Euronet Holding N.V.		191	
Common stock, \$0.02 par value; 30,000,000 shares		101	
authorized; 15,235,068 shares issued and outstanding	305		
Additional paid in capital Subscription receivable	62,994	11,666 (500)	
Accumulated losses	(7,820)	(7,005)	
Restricted reserve	784	784	
Total shareholders' equity	56,263	5,136	
Total liabilities and shareholders' equity	\$ 65,481	\$ 11,934	
	========	========	

See accompanying notes to condensed consolidated statements.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONT	TWELVE MONTHS ENDED	
	MARCH 31, 1997	MARCH 31, 1996	DECEMBER 31, 1996
	(UNAU	(AUDITED)	
Revenue	795	100	1,261
Operating expenses: ATM operating costs Other operating costs	(688) (1,106)	(232) (401)	(1,176) (7,831)
Operating loss	(999)	(533)	(7,746)
Other income (expenses)	58	(163)	(153)
Loss before income taxes Deferred income tax benefit	(941) 126	(696) 54	(7,899) 323
Net loss	\$ (815) ======	\$ (642) ======	\$ (7,576) =======
Loss per share (Note 3)	\$ (0.05) 	\$ (0.05) =======	\$ (0.55) ========
Average shares outstanding (Note 3)	15,119,650 ========	13,838,078 =======	13,838,078 ========

See accompanying notes to condensed consolidated financial statements.

	THREE MONTHS ENDED		TWELVE MONTHS ENDED
	MARCH 31, 1997		DECEMBER 31, 1996
		DITED)	(AUDITED)
Cash flows from operating activities: Net loss	\$ (815)	\$ (642)	\$ (7,576)
Adjustments to reconcile net loss to net cash provided by/(used in) operating activities: Share compensation expense Depreciation of property, plant and equipment Deferred income taxes Decrease/(increase) in restricted cash	19 305 (126) (156)	 103 (44) 559	4,172 484 (323) 134
Increase in trade accounts receivable Increase in prepaid expenses and other current assets Increase in trade accounts payable (Decrease)/increase in accrued expenses and other	(56) (501) 395	(5) 291 (70)	(139) 1,306
long-term liabilities	179	59	(313)
Net cash provided by/(used in) operating activities	(756)	251	(2,255)
Cash flows from investing activities: Fixed asset purchases Purchase of investment securities Net decrease/(increase) in loan receivable	(368) (6,750) 3	(95) (5)	(1,061) (194) 3
Net cash used in investing activities	(7,115)	(100)	(1,252)
Cash flows from financing activities: Net proceeds from public offering Capital contributions Reimbursement of capital Repayment of obligations under capital leases Proceeds from bank borrowings Proceeds from loan from shareholder	47,857 4,066 (247) 	2,000 	6,500 (57) (1,101) 194 101
Net cash provided by financing activities	51,676	2,000	5,637
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period	43,805 2,541	2,151	2,130 411
Cash and cash equivalents at end of period	\$ 46,346 ======	\$ 2,785 =======	\$ 2,541

See accompanying notes to condensed consolidated financial statements.

NOTE 1 - BASIS OF PRESENTATION

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The accompanying unaudited condensed consolidated financial statements of Euronet Services Inc. have been prepared from the records of Euronet Services Inc. and subsidiaries (collectively, the "Company"), pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, such financial statements include all adjustments (consisting only of normal, recurring accruals) necessary to present fairly the financial position of the Company at March 31, 1997 and the results of its operations and its cash flows for the three-month periods ended March 31, 1997 and 1996. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements of Euronet Holding N.V. ("Euronet N.V.") for the year ended December 31, 1996, including the notes thereto, set forth in the Company's Form S-1 Registration Statement (No. 33-18121). For reference purposes, the condensed consolidated financial statements for December 31, 1996, excluding the notes thereto, are contained herein.

The results of operations for the three month period ended March 31, 1997 are not necessarily indicative of the results to be expected for the full year.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

There have been no significant additions to or changes in accounting policies of the Company since December 31, 1996. For a description of these policies, see Note 2 of Notes to Consolidated Financial Statements for the year ended December 31, 1996.

NOTE 3 - NET LOSS PER SHARE

As the capital structure of the Company during 1996 is not indicative of the capital structure after the initial public offering, pro-forma net loss per share calculation for the three months ended March 31, 1996 has been included. The pro-forma number of common and common equivalent shares, as described in the audited consolidated financial statements of Euronet N.V. for the year ended December 31, 1996 have been applied to the quarter ended March 31, 1996. Common stock equivalents consist of shares issuable under the Company's stock option plans using the treasury stock method.

Loss per share for the three-month period ended March 31, 1997 has been computed by dividing net loss by the weighted average number of common shares outstanding after giving effect to dilutive stock options. The weighted average number of common shares outstanding assumes that the shares issued by the Company prior to the date of the initial public offering have been outstanding since the beginning of the period.

NOTE 4 - INITIAL PUBLIC OFFERING OF COMMON STOCK

On March 7, 1997, the Company consummated an initial public offering of 6,095,000 shares of common stock at a price of \$13.50 per share. Of the 6,095,000 shares sold, 3,833,650 shares were sold by the Company and 2,261,350 shares by certain selling shareholders. Net proceeds to the Company were approximately \$47.9 million after deduction of the underwriting discount and other expenses of the offering.

NOTE 5 - SHAREHOLDERS' EQUITY

Effective March 5, 1997, the Company changed the stated par value of all common and preferred shares of Euronet N.V. from \$0.10 to \$0.14. Euronet N.V. then effected a seven-for-one stock split which became effective on March 5, 1997, thus reducing the par value of such shares to \$0.02. This change in par value was retroactively taken into account for common and preferred shares of Euronet N.V. as at March 31, 1996. Subsequently, effective March 6, 1997, the holders of all of the preferred shares of Euronet N.V. converted all of such preferred shares into common shares of Euronet N.V. The increase in par value from \$0.01 to \$0.02 and the seven-for-one stock split have been given retroactive treatment to March 31, 1996.

Pursuant to an Exchange Agreement which became effective on March 6, 1997, entered into between Euronet Services Inc. and the shareholders and option holders of Euronet N.V., 10,296,076 shares of common stock in Euronet Services Inc. were issued to the shareholders of Euronet N.V. in exchange for all the common shares of Euronet N.V. In addition, options to acquire 3,113,355 shares of common stock of Euronet Services Inc. were issued to the holders of options to acquire 3,113,355 common shares of Euronet N.V. and awards with respect to 800,520 shares of common stock of Euronet Services Inc. were issued to the holders of awards with respect to 800,520 preferred shares of Euronet N.V. in exchange for all such awards.

GENERAL

OVERVIEW

Euronet Services Inc. and its subsidiaries (collectively, "Euronet" or the "Company") are operators of independent shared automatic teller machine (ATM) networks and are service providers to banks and financial institutions. Euronet serves a number of banks in Poland and Hungary by providing ATMs that accept cards with international logos such as VISA, American Express and Mastercard and proprietary bank cards issued by member banks. The subsidiaries of Euronet are: Euronet-Bank 24 Rt and SatComNet Kft (Hungary), Bankomat 24/Euronet Sp. z o.o. (Poland), Euronet Holding N.V. (Netherland Antilles) and Euronet Services GmbH (Germany). Subsequent to March 31, 1997, the Company incorporated EFT-Usluge d o.o. (Croatia).

The Company was formed and established its first office in Budapest in July 1994. In May 1995, the Company opened its second office in Warsaw. To date, the Company has devoted substantially all of its resources to establishing its ATM network in Hungary and Poland through the acquisition and installation of ATMs and computers and software for its processing center pursuant to capital leases and through the marketing of its services to local banks in Hungary, Poland, Germany and other regions in Central Europe as well as international card organizations.

The Company installed its first ATM in Hungary in June 1995, and at the end of 1996 the Company had 166 ATMs installed. An additional 90 ATMs were installed during the first three months of 1997 and at April 30, 1997 the Company's ATM network consists of 287 ATMs. Euronet's network consisted of 2 ATMs in Poland and 57 ATMs in Hungary at March 31, 1996. With the expansion of operations, the Company has increased the number of its employees in Hungary from 34 at March 31, 1996 and 36 at December 31, 1996 to 49 at March 31, 1997. In Poland, the Company increased the number of its employees from 10 at March 31, 1996 and 20 at December 31, 1996 to 32 at March 31, 1997. The Company's expansion of its network infrastructure and administrative and marketing capabilities has resulted in increased expenditures. Further planned expansion will continue to result in substantial increases in general operating expenses as well as expenses related to the acquisition and installation of ATMs.

The Company has derived substantially all of its revenues from ATM transaction fees since inception. The Company receives a fee from the card issuing banks or international card organizations for ATM transactions processed on its ATMs. As the Company continues to focus on expanding its network and installing additional ATMs, the Company expects that transaction fees will continue to account for substantially all of its revenues for the foreseeable future. The Company recently began to sell advertising on its network by putting clients' advertisements on its ATMs. Although revenues from advertising have been insignificant to date, the Company believes that advertising revenues will increase. In the second quarter of 1997, the Company also intends to begin generating revenues from ATM network management services that it offers to banks that own proprietary ATM networks.

As Euronet only began operations in Poland in January 1996, and due to the significant growth in both revenues and operating expenses for the quarter ended March 31, 1997 as compared to the same quarter of 1996, the Company believes that the comparison of the operating results for the quarter is facilitated by reference to the year

ended December 31, 1996. Accordingly, the condensed statement of operations for the full year ended December 31, 1996 has been included in this report.

RESULTS OF OPERATIONS

Quarter Ended March 31, 1997 Compared to the Quarter Ended March 31, 1996

Revenues. Total revenues increased to \$795,000 for the quarter ended March 31, 1997 from \$100,000 for the quarter ended March 31, 1996. This increase was due primarily to the significant increase in transaction fees resulting from the increase in the number of ATMs operated by the Company during the quarter ended March 31, 1997 and a greater number of credit and debit card holders able to use their cards at Euronet's ATMs. Transaction fee revenue represented approximately 90% of total revenues for the quarter ended March 31, 1997. Approximately 78% of transaction fees in the quarter ended March 31, 1997 were attributable to cash withdrawals, and 22% were attributable to balance inquiries and transactions not completed because authorization was not given by the relevant card issuer.

Operating expenses. Total expenses increased by \$1.2 million to \$1.8 million for the quarter ended March 31, 1997 from \$633,000 for the quarter ended March 31, 1996. This increase was due primarily to costs associated with the installation of significant numbers of ATMs during the period and expansion of the Company's operations during the period.

ATM operating costs, which consists primarily of ATM site rentals, depreciation of ATMs and costs associated with installing and maintaining ATMs and providing telecommunications and cash delivery services to ATMs increased \$456,000 to \$688,000 for the quarter ended March 31, 1997 from \$232,000 for the quarter ended March 31, 1996. The percentage of ATM operating costs to total expenses for quarter ended March 31, 1997 remained stable at 38% as compared to 37% for the same period in 1996. The increase in ATM operating costs was primarily attributable to costs associated with operating an increased number of ATMs in the network during the period. The number of ATMs in the network increased from 34 to 190 from March 31, 1996 to March 31, 1997.

Other operating expenses, which includes salaries, professional fees and other general and administrative expenses, increased \$705,000 in the quarter ended March 31, 1997, from \$401,000 for the same period in 1996. This increase was due primarily to expansion of the Company's operations during the period, especially the increase in the number of employees in the Company. In Poland the number of employees increased from 10 at March 31, 1996 to 32 at March 31, 1997. In Hungary, the number of employees increased from 34 to 49 in the same period. Euronet has also employed two individuals in Germany and, at March 31, 1997, 1 in Croatia.

Other income/expense. Interest income increased \$74,000 to \$75,000 for the quarter ended March 31, 1997 from \$1,000 for the quarter ended March 31, 1996. The increase was due to larger amounts held in interest bearing securities primarily as a result of investing the proceeds of the public offering. See "--Liquidity and Capital Resources".

Interest expense relating principally to capital leases of ATMs and the Company's computer systems increased \$86,000 to \$111,000 for the quarter ended March 31, 1997 from \$25,000 for the quarter ended March 31, 1996. This increase was due primarily to the increase in capital lease obligations for ATMs outstanding during the period.

Net loss. The Company's net loss increased \$173,000 to \$815,000, or \$(0.05) per share, during the quarter ended March 31, 1997 from \$642,000, or \$(0.05) per share, for the quarter ended March 31, 1996 as a result of the factors previously discussed.

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LIQUIDITY AND CAPITAL RESOURCES

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On March 7, 1997, the Company consummated an initial public offering of 6,095,000 shares of common stock at the price of \$13.50 per share. Of the 6,095,000 shares sold, 3,833,650 shares were sold by the Company and 2,261,350 shares by certain selling shareholders. Net proceeds to the Company were approximately \$47.9 million after deduction of the underwriting discount and other expenses of the offering. The Company intends to use the proceeds to cover expenditures relating to the expansion and operation of its ATM network and the provision of ATM management services.

Since its inception, the Company has sustained negative cash flows from operations and has financed its operations and capital expenditures primarily through private placements of equity securities and through equipment lease financing. The net proceeds of such transactions, together with revenues from operations and interest income have been used to fund aggregate net losses of approximately \$10,500,000 and investments in property, plant and equipment.

The Company had \$51.8 million of working capital at March 31, 1997, including \$47.3 million of cash and cash equivalents and \$6.9 million of investment securities. Approximately \$41.0 million of the cash and cash equivalents and all of investment securities resulted from the net proceeds from the offering. Cash has been, and the Company contemplates that it will continue to be, invested in interest bearing, investment grade securities pending use in the Company's business.

The Company leases the majority of its ATMs under two principal capital lease arrangements that expire in July 1999 and January 2001, respectively. The leases bear interest at 15% and 11%, respectively. As of March 31, 1997 the Company owed approximately \$6.3 million under such capital lease arrangements. The amount owed by the Company under such lease agreements is expected to increase significantly as the Company continues to lease increased numbers of ATMs in pursuit of its business strategy.

The Company anticipates that the estimated net proceeds of the Offering and the interest earned thereon, together with its existing capital resources and anticipated cash flow from planned operations, will be adequate to satisfy its capital requirements, capital lease payment obligations and other requirements, including possible acquisitions, until the Company begins to generate sufficient cash flows to fund its operations. There can be no assurance, however, that the Company will achieve or sustain profitability or generate significant revenues in the future. It is possible that the Company may seek additional equity or debt financing in the future.

FORWARD LOOKING STATEMENTS

Statements in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this quarterly report that are not descriptions of historical fact may be forward looking statements that are subject to risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors, including but not limited to, the Company's dependence on the maintenance of its contracts with banks and international card organizations, dependence on key personnel, dependence on ATM transaction fees, competition, and political, economic and legal risks in the markets in which the Company operates.

DISCLOSURES ABOUT NEW ACCOUNTING STANDARDS

SFAS No. 128, "Earnings Per Share", was issued in February 1997. This Statement simplifies the standards for computing earnings per share previously found in APB Opinion No. 15, "Earnings Per Share", and makes them more comparable to international EPS standards. Statement 128 replaces the presentation of primary EPS with a presentation of basic EPS. In addition, the Statement requires dual presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. This Statement is required to be adopted for the fiscal year ending December 31, 1997. The Company has not yet assessed the impact of Statement 128 on its financial statements.

10 INFLATION

Since the fall of Communist rule, both Hungary and Poland have experienced high levels of inflation and significant fluctuation in the exchange rate for their currencies. Although revenues generally are received by the Company in local currency, primarily Hungarian forints and Polish zlotys, the Company's Acceptance Agreements and agreements relating to the provision of ATM management services generally provide for fees denominated in U.S. dollars or that are inflation adjusted. A significant portion of the Company's expenditures, including costs associated with the acquisition of ATMs and executive salaries, are made in or are denominated in U.S. dollars. A substantial portion of the assets and liabilities of the Company are also denominated in U.S. dollars, including fixed assets, shareholders' equity and capital lease obligations. The Company attempts to match local currency receivables and payables. Hence, the amount of unmatched assets and liabilities giving rise to foreign exchange gains and losses is relatively limited, consisting mostly of cash and cash equivalents. Due to the factors mentioned above, the Company does not believe that inflation will have a significant effect on results of operations or financial condition.

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- PART II. OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS None ITEM 2. CHANGES IN SECURITIES None ITEM 3. DEFAULTS UPON SENIOR SECURITIES None ITEM 4. SUBMISSIONS OF MATTERS TO VOTE OF SECURITY HOLDERS None ITEM 5. OTHER INFORMATION None
- ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K
- (a) Exhibits

EXHIBIT NUMBER DESCRIPTION OF DOCUMENT

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, thereunto duly authorized.

March 14, 1997

By: /s/ Michael J. Brown Chief Executive Officer

March 14, 1997

By: /s/ Bruce S. Colwill Principal Financial and Accounting Officer

EXHIBIT NO.	DESCRIPTION OF DOCUMENT
3(i)	Certificate of Correction of Certificate of Incorporation
3(ii)	Amendment to By-Laws
11	Earnings Per Share
27	Financial Data Schedule

CERTIFICATE OF CORRECTION BEING FILED TO CORRECT CERTAIN ERRORS IN THE CERTIFICATE OF INCORPORATION OF EURONET SERVICES INC.

Euronet Services Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the Corporation), does hereby certify the following:

FIRST: The name of the Corporation is:

Euronet Services Inc.

- SECOND: The Certificate of Incorporation (the Certificate) was filed by the Secretary of State of the State of Delaware on December 13, 1996 and the Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.
- THIRD: The Certificate incorrectly stated Article FOURTH (a) as follows:
 - FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

 Ten Million (10,000,000) shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock");

2. Thirty Million (30,000,000) shares of common stock, with a par value of one cent (\$.01) per share ("Common Shares");

The foregoing Article FOURTH (a) was erroneously stated since the par value of the stock is incorrect.

- FOURTH: The inaccuracy of the Certificate is hereby corrected, by deleting the present Article FOURTH (a) and inserting a new Article FOURTH (a) as follows:
 - FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

[Continued on next page]

1. Ten Million (\$10,000,000) shares of preferred stock, par value two cents (\$.02) per share (the "Preferred Stock");

2. Thirty Million (30,000,000) shares of common stock, with a par value of two cents (\$.02) per share ("Common Shares");

IN WITNESS WHEREOF, this Certificate of Correction is executed on this 4th day of March, 1997, by the Secretary of the Corporation in accordance with Section 103(a)(2) of the General Corporation Law of the State of Delaware.

Jeffrey B. Newman

Jeffrey B. Newman, Secretary

Resolution of the Board of Directors Adopted at a Meeting of the Board of Directors of Euronet Services Inc. on April 22, 1997

RESOLVED, that the first annual shareholders meeting of the Corporation be held in 1998, at a time and place determined by the Board of Directors at the last meeting of the Board held in 1997. Article II, Section 1 of the By-Laws of the Corporation is hereby amended by the deletion of the reference to "1997" and its replacement by a reference to the year "1998."

COMPUTATION OF PRIMARY EARNINGS PER ORDINARY SHARE AND ORDINARY SHARE EQUIVALENTS (IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED MARCH 31, 1997 (UNAUDITED)
Earnings per ordinary share and ordinary share equivalents Primary	
Weighted average ordinary shares outstanding Average ordinary share options outstanding (net of repurchased shares under the	12,679
treasury stock method)	2,440
Weighted average number of ordinary shares and ordinary share equivalents outstanding	15,119
Net Income	\$ 815
Primary earnings per ordinary share and ordinary share equivalent	\$ 0.05

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3-MOS
       DEC-31-1997
           JAN-01-1997
MAR-31-1997
                       47,320
                    6,944
228
                         0
                         0
              55,426
                         10,367
                   927
                65,481
          3,606
                          5,524
              0
                          0
305
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 65,481
                              0
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                   1,794
75
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                 (941)
                    (126)
            (815)
                      0
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