

**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): May 19, 2014**

---

**Euronet Worldwide, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**

(State or other jurisdiction of incorporation)

**001-31648**

(Commission File Number)

**74-2806888**

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

**3500 College Boulevard**

**Leawood, Kansas 66211**

(Address of principal executive office)(Zip Code)

**(913) 327-4200**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

---

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 2.01. Completion of Acquisition or Disposition of Assets.**

On May 20, 2014, Euronet Worldwide, Inc. ("Euronet") completed the acquisition of all of the capital stock of EIM (FX) Limited and TBK (FM) Limited (the "Acquired Companies"), pursuant to a Share Purchase Agreement dated March 7, 2014 (the "Purchase Agreement") among Euronet and the selling shareholders (the "Sellers"). The Acquired Companies, each United Kingdom limited companies, primarily operate under the trading names HiFX or HiFM.

Under the terms of the Purchase Agreement, Euronet purchased the stock of the Acquired Companies for purchase consideration (the "Purchase Consideration") consisting of £111 million pounds sterling in cash and 1,262,654 shares of Euronet Common Stock, par value \$0.02 per share ("Euronet Common Stock").

The cash portion of the Purchase Consideration was funded using cash on hand and £63.8 million pounds sterling borrowed under Euronet's revolving credit facility. Interest on borrowings under the revolving credit facility varies based upon Euronet's consolidated total leverage ratio, as defined in Euronet's Amended and Restated Credit Agreement, and is based on a margin over London Inter-Bank Offered Rate ("LIBOR") or a margin over a base rate. The interest rate on the borrowed amount on May 19, 2014 was 1.73%.

At closing, £9.5 million pounds sterling of the cash portion of the Purchase Consideration and all of the Euronet Common Stock were placed in escrow to be held until May 20, 2016 as security for the Sellers' indemnification and other obligations.

The foregoing description of the terms of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to Euronet's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2014 and is incorporated herein by reference.

### **Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information contained in Item 2.01 is hereby incorporated into this Item 2.03. On May 19, 2014, Euronet borrowed £63.8 million pounds sterling under its revolving credit facility to partially fund the cash portion of the Purchase Consideration, in addition to using cash on hand.

Euronet's Amended and Restated Credit Agreement includes representations and warranties, covenants, events of default and remedies which are customary for loans of this type. Euronet's Amended and Restated Credit Agreement, as amended was filed as Exhibit 10.1 to Euronet's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the Securities and Exchange Commission on May 2, 2014 and is incorporated herein by reference.

### **Item 3.02. Unregistered Sales of Equity Securities.**

The information contained in Item 2.01 is hereby incorporated into this Item 3.02. Pursuant to the Purchase Agreement, the Purchase Consideration includes 1,262,654 shares Euronet Common Stock.

The shares of Euronet Common Stock were not registered under the Securities Act of 1933, as amended ("Securities Act"), in reliance on the private offering exemption of Section 4(a)(2) of the Securities Act, and Rule 506 of Regulation D promulgated thereunder, and pursuant to Regulation S promulgated under the Securities Act. Euronet issued the shares of its common stock in a private transaction to the Sellers who are accredited investors, are located outside of the United States and are not "U.S. Persons". The shareholders of the Acquired Companies receiving Euronet Common Stock have agreed to customary restrictions on resale. Euronet has agreed to file a registration statement on Form S-3 registering the resale by these shareholders of the Euronet common stock issued pursuant to the Purchase Agreement.

### **Item 9.01. Financial Statements and Exhibits.**

#### **(d) Exhibits**

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
2.1	Share Purchase Agreement, dated as of March 7, 2014, among Euronet Worldwide, Inc. and the Sellers referenced therein. (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 11, 2014 (File No. 001-31648 ) and incorporated herein by reference).
99.1	Exhibit 99.1 - Press Release dated May 20, 2014.

---

## 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.

Euronet Worldwide, Inc.

By: /s/ Jeffrey B. Newman  
Jeffrey B. Newman  
Executive Vice President and General Counsel

Date: May 21, 2014

---

## INDEX TO EXHIBITS

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
2.1	Share Purchase Agreement, dated as of March 7, 2014, among Euronet Worldwide, Inc. and the Sellers referenced therein. (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 11, 2014 (File No. 001-31648 ) and incorporated herein by reference).
99.1	Exhibit 99.1 - Press Release dated May 20, 2014.



## New Release



### Euronet Worldwide Headquarters

3500 College Boulevard  
Leawood, Kansas, 66211 USA  
1-913-327-4200

Date: May 20, 2014

### Euronet Worldwide Completes the Acquisition of HiFX

LEAWOOD, Kansas — May 20, 2014 — Euronet Worldwide, Inc. (NASDAQ: EEFT), a leading global electronic payments provider and distributor, today announced it has completed the acquisition of U.K.-based HiFX. The acquisition complements Ria, Euronet's existing money transfer business, by expanding its offerings to include online-initiated, account-to-account international payment and foreign exchange services to high-income individuals and small-to-medium sized businesses.

"We are excited to welcome HiFX into the Euronet group of companies," stated Michael J. Brown, Euronet's Chairman and Chief Executive Officer. "Their online presence, affordable rates and deep knowledge of foreign exchange markets, combined with our strong bank relationships, global market entry expertise and solid balance sheet will allow us to expand and improve both Ria's and HiFX's product offerings and increase our market share in a fast-growing sector that produces 9.9 billion payment transactions per year."

Under the terms of the purchase agreement announced on March 10, 2014, Euronet acquired HiFX for approximately £145 million or \$242 million. The purchase consideration was comprised of approximately 1.3 million shares of Euronet stock and approximately \$185 million in cash, including approximately \$78 million of cash on hand and approximately \$107 million funded using Euronet's revolving line of credit. HiFX, now a wholly owned subsidiary of Euronet, will present its financial results with Euronet's existing money transfer segment. Consistent with the previous announcement, Euronet expects HiFX will contribute approximately 15 cents to Euronet's annual cash earnings per share in the first full year under Euronet ownership.

### About Euronet Worldwide, Inc.

Euronet Worldwide is an industry leader in processing secure electronic financial transactions. The Company offers payment and transaction processing solutions to financial institutions, retailers, service providers and individual consumers. These services include comprehensive ATM, POS and card outsourcing services, card issuing and merchant acquiring services, software solutions, cash-based and online-initiated consumer-to-consumer and business-to-business money transfer services, and electronic distribution of prepaid mobile phone time and other prepaid products.

Euronet's global payment network is extensive - including 18,558 ATMs, approximately 67,000 EFT POS terminals and a growing portfolio of outsourced debit and credit card services which are under management in 44 countries; card software solutions; a prepaid processing network of approximately 647,000 POS terminals at approximately 289,000 retailer locations in 34 countries; and a consumer-to-consumer money transfer network of approximately 219,000 locations serving 135 countries. With corporate headquarters in Leawood, Kansas, USA, and 53 worldwide offices, Euronet serves clients in approximately 155 countries. For more information, please visit the Company's website at [www.euronetworldwide.com](http://www.euronetworldwide.com).

## About HiFX

HiFX is one of the largest and best known international money transfer specialists in the U.K. and Australasia with a reputation for consistently offering highly competitive, bank-beating exchange rates to both private individuals and businesses alike. To date, they have transferred in excess of \$165 billion. Established in 1998, HiFX works with over 80,000 private individuals each year and 6,000 corporate clients worldwide. With more reviews than any other currency specialist, HiFX has earned a 5-star 'excellent' rating from 5,000+ verified independent Trustpilot reviews. HiFX customers love both the rates and the service they receive and the company has a hard-earned reputation for providing excellent value for the money and complete peace of mind.

### Security & peace of mind:

- HiFX systems work to 99.999% uptime standards just like the world's banks ensuring client payments arrive on time every time.
- Automatic notifications via email or SMS keep customers up to date with their transfers every step of the way.
- Advanced anti-fraud safeguards make HiFX a safe, fast way to make international money transfers.

For more information, please visit the HiFX websites at [www.hifx.co.uk](http://www.hifx.co.uk), [www.hifx.co.nz](http://www.hifx.co.nz), [www.hifx.com.au](http://www.hifx.com.au).

### Forward-Looking Statements in this Press Release

Any statements contained in this press release that concern Euronet or its management's intentions, expectations, or predictions of future performance, including those relating to HiFX, are forward-looking statements. Euronet's actual results may vary materially from those anticipated in such forward-looking statements as a result of a number of factors, including: Euronet's ability to successfully integrate HiFX after the closing; HiFX's ability to maintain its growth rates; conditions in world financial markets and general economic conditions, including economic conditions in specific countries or regions; technological developments affecting the market for Euronet's and HiFX's products and services; the ability of Euronet and HiFX to successfully introduce new products and services; foreign currency exchange rate fluctuations; and changes in laws and regulations affecting Euronet's and HiFX's business. These risks and other risks are described in Euronet's filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Copies of these filings may be obtained via the SEC's Edgar website or by contacting Euronet or the SEC. Any forward-looking statements made in this press release speak only as of the date of this press release. Euronet does not intend to update these forward-looking statements and undertakes no duty to any person to provide any such update under any circumstances. Euronet regularly posts important information to the investor relations section of its website.

For further information regarding this release, please contact:

#### **Euronet Worldwide, Inc.**

Stephanie Taylor  
[staylor@euronetworldwide.com](mailto:staylor@euronetworldwide.com)

(913) 327-4200

#### **HiFX plc.**

Mark Bodega  
[Mark.bodega@hifx.co.uk](mailto:Mark.bodega@hifx.co.uk)  
+44(0)1753 751776