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EURONET WORLDWIDE INC

Form S-8

June 28, 2004

As filed with the Securities and Exchange Commission on June 28, 2004

Registration No. 333-\_\_\_\_\_

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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)

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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

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| Title of securities to be registered | Amount to be registered<br>(1) | Maximum offering price per share<br>(2) | Proposed maximum aggregate offering price | Amo<br>regi |
|--------------------------------------|--------------------------------|---|---|-------------|
| Common Stock, \$0.02 par value       | 1,500,000                      | \$20.73                                 | \$31,095,000                              | \$3,        |
| Preferred Share Purchase Rights (3)  | 1,500,000                      | (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.
- (4) 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.

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.

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By: /s/ Daniel R. Henry

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

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|   |  |               |
|---|--|---------------|
| <u>Paul Althasen</u>                              | Director   | June 24, 2004 |
| <u>/s/ Andrew B. Schmitt</u><br>Andrew B. Schmitt | Director   | June 28, 2004 |
| <u>/s/ Rick L. Weller</u><br>Rick L. Weller       | Executive Vice President<br>and Chief Financial Officer<br>(principal financial and<br>accounting officer) | June 28, 2004 |

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 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).  |