

META FINANCIAL GROUP INC

Form 10-Q

May 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2018

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-22140

META FINANCIAL GROUP, INC.®

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

42-1406262

5501 South Broadband Lane, Sioux Falls, South Dakota 57108

(Address of principal executive offices and Zip Code)

(605) 782-1767

(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 NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class:	Outstanding at May 4, 2018:
Common Stock, \$.01 par value	9,699,591 shares
Nonvoting Common Stock, \$.01 par value	0 Nonvoting shares

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META FINANCIAL GROUP, INC.  
FORM 10-Q

Table of Contents

<u>PART I - FINANCIAL INFORMATION</u>	<u>2</u>
Item 1. <u>Financial Statements (Unaudited)</u>	<u>2</u>
<u>Condensed Consolidated Statements of Financial Condition as of March 31, 2018 and September 30, 2017</u>	<u>2</u>
<u>Condensed Consolidated Statements of Operations for the Three and Six Months Ended March 31, 2018 and 2017</u>	<u>3</u>
<u>Condensed Consolidated Statements of Comprehensive Income for the Three and Six Months Ended March 31, 2018 and 2017</u>	<u>4</u>
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity for the Six Months Ended March 31, 2018 and 2017</u>	<u>5</u>
<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended March 31, 2018 and 2017</u>	<u>6</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>8</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>39</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>55</u>
Item 4. <u>Controls and Procedures</u>	<u>60</u>
<u>PART II - OTHER INFORMATION</u>	<u>62</u>
Item 1. <u>Legal Proceedings</u>	<u>62</u>
Item 1A. <u>Risk Factors</u>	<u>62</u>
Item 6. <u>Exhibits</u>	<u>64</u>
<u>SIGNATURES</u>	<u>65</u>

Table of Contents

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements.

META FINANCIAL GROUP, INC.  
AND SUBSIDIARIES

## Condensed Consolidated Statements of Financial Condition

(Dollars in Thousands, Except Share Data)

	(Unaudited)	
	March 31, 2018	September 30, 2017
<b>ASSETS</b>		
Cash and cash equivalents	\$107,563	\$1,267,586
Investment securities available for sale	1,418,862	1,106,977
Mortgage-backed securities available for sale	654,890	586,454
Investment securities held to maturity	226,618	449,840
Mortgage-backed securities held to maturity	8,393	113,689
Loans receivable	1,517,616	1,325,371
Allowance for loan losses	(27,078)	(7,534)
Federal Home Loan Bank Stock, at cost	17,846	61,123
Accrued interest receivable	17,604	19,380
Premises, furniture, and equipment, net	20,278	19,320
Bank-owned life insurance	86,021	84,702
Foreclosed real estate and repossessed assets	30,050	292
Goodwill	98,723	98,723
Intangible assets	47,724	52,178
Prepaid assets	26,342	28,392
Deferred taxes	20,939	9,101
Other assets	29,302	12,738
 Total assets	 \$4,301,693	 \$5,228,332

## LIABILITIES AND STOCKHOLDERS' EQUITY

## LIABILITIES

Non-interest-bearing checking	\$2,850,886	\$2,454,057
Interest-bearing checking	123,397	67,294
Savings deposits	65,345	53,505
Money market deposits	48,070	48,758
Time certificates of deposit	71,712	123,637
Wholesale deposits	181,087	476,173
Total deposits	3,340,497	3,223,424
Short-term debt	315,777	1,404,534
Long-term debt	85,572	85,533
Accrued interest payable	1,315	2,280
Accrued expenses and other liabilities	114,829	78,065
Total liabilities	3,857,990	4,793,836

## STOCKHOLDERS' EQUITY

Preferred stock, 3,000,000 shares authorized, no shares issued or outstanding at March 31, 2018 and September 30, 2017, respectively

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Common stock, \$.01 par value; 30,000,000 and 15,000,000 shares authorized, 9,720,536 and 9,626,431 shares issued, 9,699,591 and 9,622,595 shares outstanding at March 31, 2018 and September 30, 2017, respectively	97	96
Common stock, Nonvoting, \$.01 par value; 3,000,000 shares authorized, no shares issued or outstanding at March 31, 2018 and September 30, 2017, respectively	—	—
Additional paid-in capital	265,685	258,336
Retained earnings	200,753	167,164
Accumulated other comprehensive (loss) income	(21,166	) 9,166
Treasury stock, at cost, 20,945 and 3,836 common shares at March 31, 2018 and September 30, 2017, respectively	(1,666	) (266
Total stockholders' equity	443,703	434,496
Total liabilities and stockholders' equity	\$4,301,693	\$ 5,228,332

See Notes to Condensed Consolidated Financial Statements.

Table of ContentsMETA FINANCIAL GROUP, INC.  
AND SUBSIDIARIES

## Condensed Consolidated Statements of Operations (Unaudited)

(Dollars in Thousands, Except Share and Per Share Data)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2018	2017	2018	2017
Interest and dividend income:				
Loans receivable, including fees	\$ 17,844	\$ 12,773	\$ 34,287	\$ 23,451
Mortgage-backed securities	4,047	4,481	7,805	7,801
Other investments	11,480	10,464	22,136	19,041
	33,371	27,718	64,228	50,293
Interest expense:				
Deposits	2,957	2,184	4,842	3,122
FHLB advances and other borrowings	3,009	1,568	5,785	3,372
	5,966	3,752	10,627	6,494
Net interest income	27,405	23,966	53,601	43,799
Provision for loan losses	18,343	8,649	19,411	9,492
Net interest income after provision for loan losses	9,062	15,317	34,190	34,307
Non-interest income:				
Refund transfer product fees	33,803	32,487	33,995	32,663
Tax advance product fees	33,838	31,119	35,785	31,568
Card fees	26,856	26,547	52,103	44,961
Loan fees	1,042	1,182	2,334	2,052
Bank-owned life insurance	650	444	1,319	892
Deposit fees	982	168	1,830	318
Loss on sale of securities available-for-sale, net (Includes (\$166) and (\$144) reclassified from accumulated other comprehensive income (loss) for net gains (losses) on available for sale securities for the three months ended March 31, 2018 and 2017, respectively and (\$1,176) and (\$1,378) for the six months ended March 31, 2018 and 2017, respectively)	(166 )	(144 )	(1,176 )	(1,378 )
Gain (loss) on foreclosed real estate	—	7	(19 )	7
Other income	414	360	516	436
Total non-interest income	97,419	92,170	126,687	111,519
Non-interest expense:				
Compensation and benefits	32,172	26,766	54,512	44,616
Refund transfer product expense	9,871	10,178	9,972	9,969
Tax advance product expense	1,474	3,140	1,754	3,427
Card processing	7,190	7,043	13,730	12,622
Occupancy and equipment	4,477	4,191	9,367	8,168
Legal and consulting	3,239	1,505	5,655	4,228
Marketing	668	610	1,221	1,080
Data processing	243	392	657	755

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Intangible amortization expense	2,731	7,082	4,412	8,607
Other expense	6,432	6,039	11,259	10,227
Total non-interest expense	68,497	66,946	112,539	103,699
Income before income tax expense	37,984	40,541	48,338	42,127
Income tax expense (Includes (\$46) and (\$54) reclassified from accumulated other comprehensive income (loss) for the three months ended March 31, 2018 and 2017, respectively and (\$329) and (\$517) for the six months ended March 31, 2018 and 2017, respectively)	6,548	8,399	12,232	8,741
Net income	\$31,436	\$32,142	\$36,106	\$33,386
Earnings per common share				
Basic	\$3.25	\$3.44	\$3.73	\$3.65
Diluted	\$3.23	\$3.42	\$3.72	\$3.63

See Notes to Condensed Consolidated Financial Statements.

Table of ContentsMETA FINANCIAL GROUP, INC.  
AND SUBSIDIARIESCondensed Consolidated Statements of Comprehensive Income (Unaudited)  
(Dollars in Thousands)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2018	2017	2018	2017
Net income	\$31,436	\$32,142	\$36,106	\$33,386
Other comprehensive income (loss):				
Change in net unrealized gain (loss) on securities	(35,993 )	7,969	(43,472 )	(37,300 )
Losses realized in net income	166	144	1,176	1,378
	(35,827 )	8,113	(42,296 )	(35,922 )
LESS: Deferred income tax effect	(8,879 )	3,076	(11,964 )	(13,016 )
Total other comprehensive income (loss)	(26,948 )	5,037	(30,332 )	(22,906 )
Total comprehensive income	\$4,488	\$37,179	\$5,774	\$10,480

See Notes to Condensed Consolidated Financial Statements.



Table of ContentsMETA FINANCIAL GROUP, INC.  
AND SUBSIDIARIES

Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

For the Six Months Ended March 31, 2018 and 2017

(Dollars in Thousands, Except Share and Per Share Data)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total Stockholders' Equity
Balance, September 30, 2016	\$ 85	\$ 184,780	\$ 127,190	\$ 22,920	\$ —	\$ 334,975
Cash dividends declared on common stock (\$0.26 per share)	—	—	(2,409 )	—	—	(2,409 )
Issuance of common shares due to issuance of stock options, restricted stock and ESOP	4	6,767	—	—	—	6,771
Issuance of common shares due to acquisition	5	37,291	—	—	—	37,296
Contingent consideration equity earnout due to SCS acquisition	—	24,142	—	—	—	24,142
Stock compensation	—	493	—	—	—	493
Net change in unrealized losses on securities, net of income taxes	—	—	—	(22,906 )	—	(22,906 )
Net income	—	—	33,386	—	—	33,386
Balance, March 31, 2017	\$ 94	\$ 253,473	\$ 158,167	\$ 14	\$ —	\$ 411,748
Balance, September 30, 2017	\$ 96	\$ 258,336	\$ 167,164	\$ 9,166	\$ (266 )	\$ 434,496
Cash dividends declared on common stock (\$0.26 per share)	—	—	(2,517 )	—	—	(2,517 )
Issuance of common shares due to exercise of stock options	—	147	—	—	—	147