

CASH AMERICA INTERNATIONAL INC

Form 8-K

February 03, 2010

**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):
January 28, 2010
CASH AMERICA INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)**

**Texas
(State of incorporation)**

**1-9733
(Commission File No.)**

**75-2018239
(IRS Employer Identification
No.)**

**1600 West 7th Street
Fort Worth, Texas 76102
(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code: (817) 335-1100

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 28, 2010, Cash America International, Inc. (the Company) issued and sold \$25.0 million aggregate principal amount of its 7.26% senior unsecured notes (the Notes) due January 28, 2017 in a private placement pursuant to a note purchase agreement dated January 28, 2010 by and among the Company and certain purchasers listed therein (the Note Purchase Agreement). The Notes are senior unsecured obligations of the Company. The Notes are payable in five annual installments of \$5.0 million beginning January 28, 2013. In addition, the Company may, at its option, prepay all or a minimum portion of \$1.0 million of the Notes at a price equal to the principal amount thereof plus a make-whole premium and accrued interest. The Notes are guaranteed by all of the Company's U.S. subsidiaries. The Company will use a portion of the net proceeds of the offering to repay existing indebtedness, including outstanding balances under its revolving credit facility. The remaining portion will be used for general corporate purposes.

The Note Purchase Agreement provides for events of default that the Company believes to be customary and generally include (subject in certain cases to grace and cure periods) nonpayment of principal, interest or make-whole amounts on the Notes or certain of its other indebtedness, breach of covenants or other agreements in the Note Purchase Agreement, and certain events of bankruptcy or insolvency. Generally, if an event of default occurs, the holders of at least a majority in principal amount of outstanding Notes may declare due and payable the principal, accrued but unpaid interest and a make-whole amount with respect to all Notes. The Notes will accelerate automatically if certain events of bankruptcy or insolvency occur. Any Note holder may accelerate the payment of such holder's Notes if the Company defaults in the payment of principal, interest or make-whole amounts with respect to such Notes.

The foregoing description is qualified in its entirety by reference to the full text of the Note Purchase Agreement, a copy of which is filed herewith as Exhibit 10.1 and 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 disclosure in Item 1.01 is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit	Description
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10.1	Note Purchase Agreement dated as of January 28, 2010 among Cash America International, Inc. (the Company) and the purchasers named therein for the issuance of the Company's 7.26% Senior Notes due January 28, 2017 in the aggregate principal amount of \$25,000,000 ⁽¹⁾
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(1) Pursuant to 17 CFR 240.24b-2, portions of this exhibit have been omitted and have been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

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.

CASH AMERICA INTERNATIONAL, INC.

Date: February 3, 2010

By: /s/ J. Curtis Linscott
J. Curtis Linscott
Executive Vice President, General Counsel
&
Secretary

EXHIBIT INDEX

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