

META FINANCIAL GROUP INC

Form SC 13G/A

January 14, 2013

CUSIP No. 59100U108 Page 1 of 9 Pages

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Meta Financial Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

59100U108
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1) Name of Reporting ACP MFG Holdings, LLC
 Person
 I.R.S. Identification
 No. of Above 80-0813804
 Person
 (Entities Only)
- 2) Check the (a)
 Appropriate Box (b)
 if a Member of a
 Group
- 3) SEC Use Only
- 4) Citizenship or Delaware
 Place
 of Organization
- | | | | |
|---------------------|----|--------------------|---------|
| Number of | 5) | Sole Voting | |
| Shares Beneficially | | Power | 541,250 |
| Owned by Each | 6) | Shared Voting | |
| Reporting Person | | Power | -0- |
| With | 7) | Sole Dispositive | |
| | | Power | 541,250 |
| | 8) | Shared Dispositive | |
| | | Power | -0- |
- 9) Aggregate Amount
 Beneficially
 Owned by Each
 Reporting Person 541,250
- 10) Check Box if the
 Aggregate Amount
 in Row (9)
 Excludes Certain
 Shares
- 11) Percent of Class
 Represented by
 Amount in Row (9) 9.89% *
- 12) Type of Reporting OO
 Person

* Based on 5,471,727 shares of Common Stock outstanding as of December 17, 2012, as reported in the Form 10-K for the fiscal year ended September 30, 2012 filed by the Issuer on December 21, 2012.

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- 1) Name of Reporting ACP Investment Fund, L.P.
 Person
 I.R.S. Identification
 No. of Above
 Person
 (Entities Only)
- 2) Check the (a)
 Appropriate Box (b)
 if a Member of a
 Group
- 3) SEC Use Only
- 4) Citizenship or Delaware
 Place
 of Organization
- | | | | |
|---------------------|----|--------------------|---------|
| Number of | 5) | Sole Voting | |
| Shares Beneficially | | Power | 541,250 |
| Owned by Each | 6) | Shared Voting | |
| Reporting Person | | Power | -0- |
| With | 7) | Sole Dispositive | |
| | | Power | 541,250 |
| | 8) | Shared Dispositive | |
| | | Power | -0- |
- 9) Aggregate Amount
 Beneficially
 Owned by Each
 Reporting Person 541,250
- 10) Check Box if the
 Aggregate Amount
 in Row (9)
 Excludes Certain
 Shares
- 11) Percent of Class
 Represented by
 Amount in Row (9) 9.89% *
- 12) Type of Reporting PN
 Person

* Based on 5,471,727 shares of Common Stock outstanding as of December 17, 2012, as reported in the Form 10-K for the fiscal year ended September 30, 2012 filed by the Issuer on December 21, 2012.

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- 1) Name of Reporting ACP Investment Fund GP, L.P.
 Person
 I.R.S. Identification
 No. of Above
 Person
 (Entities Only)
- 2) Check the (a)
 Appropriate Box (b)
 if a Member of a
 Group
- 3) SEC Use Only
- 4) Citizenship or Delaware
 Place
 of Organization
- | | | | |
|---------------------|----|--------------------|---------|
| Number of | 5) | Sole Voting | |
| Shares Beneficially | | Power | 541,250 |
| Owned by Each | 6) | Shared Voting | |
| Reporting Person | | Power | -0- |
| With | 7) | Sole Dispositive | |
| | | Power | 541,250 |
| | 8) | Shared Dispositive | |
| | | Power | -0- |
- 9) Aggregate Amount
 Beneficially
 Owned by Each
 Reporting Person 541,250
- 10) Check Box if the
 Aggregate Amount
 in Row (9)
 Excludes Certain
 Shares
- 11) Percent of Class
 Represented by
 Amount in Row (9) 9.89% *
- 12) Type of Reporting PN
 Person

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- 1) Name of Reporting ACP Investment Fund Management, LLC
 Person
 I.R.S. Identification
 No. of Above
 Person
 (Entities Only)
- 2) Check the (a)
 Appropriate Box (b)
 if a Member of a
 Group
- 3) SEC Use Only
- 4) Citizenship or Delaware
 Place
 of Organization
- | | | | |
|---------------------|----|--------------------|---------|
| Number of | 5) | Sole Voting | |
| Shares Beneficially | | Power | 541,250 |
| Owned by Each | 6) | Shared Voting | |
| Reporting Person | | Power | -0- |
| With | 7) | Sole Dispositive | |
| | | Power | 541,250 |
| | 8) | Shared Dispositive | |
| | | Power | -0- |
- 9) Aggregate Amount
 Beneficially
 Owned by Each
 Reporting Person 541,250
- 10) Check Box if the
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 in Row (9)
 Excludes Certain
 Shares
- 11) Percent of Class
 Represented by
 Amount in Row (9) 9.89% *
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 Person

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Schedule 13G

Item 1.

(a) Name of Issuer: Meta Financial Group, Inc.

(b) Address of Issuer's Principal Executive Offices:

121 East Fifth Street
Storm Lake, Iowa 50588

Item 2.

(a) Name of Person Filing:

This statement is being filed on behalf of ACP MFG Holdings, LLC, a Delaware limited liability company ("ACP MFG") (whose investment and voting decisions are made by its Board of Managers, who is exclusively appointed by its member ACP Investment Fund, L.P., a Delaware limited partnership ("ACP Investment Fund")), and ACP MFG's member ACP Investment Fund, and ACP Investment Fund's general partner ACP Investment Fund GP, L.P., a Delaware limited partnership ("ACP GP"), and ACP GP's general partner ACP Investment Fund Management, LLC, a Delaware limited liability company ("ACP Management") (whose investment and voting decisions are made by its members, and no member holds sole control of such investment or voting decisions).

ACP MFG, ACP Investment Fund, ACP GP and ACP Management are each referred to individually as a "Reporting Person" and collectively as the "Reporting Persons". All of the securities reported herein as beneficially owned by the Reporting Persons are directly held by ACP MFG. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit 1.

(b) Address of Principal Business Office or, if None, Residence:

400 Hamilton Avenue, Suite 230, Palo Alto, CA 94301.

(c) Citizenship:

Each of the Reporting Persons is organized under the laws of Delaware.

(d) Title of Class of Securities:

Common Stock

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(e) CUSIP Number:

59100U108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) through (c):

Incorporated by reference to Items 5 through 9 and 11 of the cover pages to this Schedule 13G

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 14, 2013

ACP INVESTMENT FUND, L.P.

By: ACP INVESTMENT FUND GP, L.P.,
its general partner
ACP INVESTMENT FUND
MANAGEMENT, LLC, its general
partner

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member

ACP MFG HOLDINGS, LLC

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: President, Secretary &
Treasurer

ACP INVESTMENT FUND GP, L.P.

By: ACP INVESTMENT FUND
MANAGEMENT, LLC, its general
partner

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member

APC INVESTMENT FUND MANAGEMENT, LLC

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on the Amendment No. 1 to Schedule 13G to which this Agreement is annexed as Exhibit 1, and any further amendments thereto, is and will be filed with the Securities and Exchange Commission jointly on behalf of each of them, in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: January 14, 2013

ACP INVESTMENT FUND, L.P.

By: ACP INVESTMENT FUND GP, L.P.,
its general partner
ACP INVESTMENT FUND
MANAGEMENT, LLC, its general
partner

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member

ACP MFG HOLDINGS, LLC

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: President, Secretary &
Treasurer

ACP INVESTMENT FUND GP, L.P.

By: ACP INVESTMENT FUND
MANAGEMENT, LLC, its general
partner

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member

APC INVESTMENT FUND MANAGEMENT, LLC

By: /s/ Keoni Schwartz
Name: Keoni Schwartz
Title: Managing Member