

FIRST CASH FINANCIAL SERVICES INC

Form S-4/A

July 27, 2016

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As filed with the Securities and Exchange Commission on July 26, 2016

Registration No. 333-212020

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

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

First Cash Financial Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction of
incorporation or organization)**

6159
**(Primary Standard Industrial
Classification Code Number)**
690 East Lamar Boulevard

75-2237318
**(I.R.S. Employer
Identification No.)**

Suite 400

Arlington, Texas 76011

(817) 460-3947

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

R. Douglas Orr

Executive Vice President and Chief Financial Officer

First Cash Financial Services, Inc.

690 East Lamar Boulevard

Suite 400

Arlington, Texas 76011

(817) 460-3947

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Dallas, Texas 75202
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED JULY 26, 2016

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

Dear First Cash Stockholders and Cash America Shareholders:

The boards of directors of First Cash Financial Services, Inc. (First Cash) and Cash America International, Inc. (Cash America) have unanimously approved, and First Cash and Cash America have entered into, an Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement), with respect to an all-stock, merger of equals transaction (the merger) between First Cash and Cash America. Pursuant to the terms of the merger agreement, Cash America will merge with and into Frontier Merger Sub, LLC, a wholly owned subsidiary of First Cash and a party to the merger agreement (Merger Sub), with Merger Sub being the surviving entity in the merger and remaining a wholly owned subsidiary of First Cash. Upon completion of the merger, First Cash and Cash America, and their respective subsidiaries, will operate as a combined company under the name FirstCash, Inc.

Upon completion of the merger, holders of Cash America common stock will be entitled to receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold (the exchange ratio). This exchange ratio will not be adjusted for changes in the market price of either First Cash common stock or Cash America common stock between the date of the merger agreement and completion of the merger.

Based on the estimated number of shares of First Cash common stock and Cash America common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company. The common stock of the combined company will be listed on the NASDAQ Global Select Market (NASDAQ) under First Cash s current symbol, FCFS.

First Cash and Cash America will each hold a special meeting of their stockholders to consider the proposed merger. At the special meeting of First Cash stockholders, First Cash stockholders will be asked to vote on a proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and a proposal to approve any motion to adjourn the First Cash

special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. At the special meeting of Cash America shareholders, Cash America shareholders will be asked to vote on a proposal to approve the merger agreement, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

We cannot complete the merger unless the First Cash stockholders approve the share issuance proposal and the Cash America shareholders approve the merger agreement proposal. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the First Cash special meeting or the Cash America special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the applicable special meeting.

The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger.

The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

The obligations of First Cash and Cash America to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. This joint proxy statement/prospectus contains detailed information about First Cash, Cash America, the special meetings, the merger agreement and the merger. First Cash and Cash America encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 52.

We look forward to the successful combination of First Cash and Cash America.

Sincerely,

Sincerely,

Rick L. Wessel

T. Brent Stuart

Chairman of the Board, Chief Executive Officer and
President

President and Chief Executive Officer

First Cash Financial Services, Inc.

Cash America International, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger and other transactions described in this joint proxy statement/prospectus, nor have they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2016 and is first being mailed to First Cash and Cash America stockholders on or about _____, 2016.

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First Cash Financial Services, Inc.

690 East Lamar Boulevard

Suite 400

Arlington, Texas 76011

(817) 460-3947

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On August 31, 2016

To the Stockholders of First Cash:

We are pleased to invite you to attend a special meeting of stockholders of First Cash Financial Services, Inc. (First Cash) which will be held at First Cash 's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, on August 31, 2016, at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the issuance of shares of First Cash common stock to the shareholders of Cash America International, Inc. (Cash America) pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement), by and among First Cash, Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

First Cash will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash

board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

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The First Cash board of directors has fixed the close of business on July 29, 2016 as the record date for determination of First Cash stockholders entitled to receive notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof. First Cash's issued and outstanding capital stock consists solely of outstanding shares of First Cash common stock. Accordingly, only holders of record of First Cash common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the First Cash special meeting or at any adjournments or postponements thereof. The issuance of shares of First Cash common stock requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Approval, on a non-binding basis, of specific compensatory arrangements relating to the merger between First Cash and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal, although such vote will not be binding on First Cash or its board of directors or any of its committees. Adjournment of the First Cash special meeting requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. A list of the names of First Cash stockholders of record will be available for ten days prior to the First Cash special meeting for any purpose germane to the special meeting during ordinary business hours at the office of First Cash's Secretary at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011. The First Cash stockholder list will also be available at the First Cash special meeting for examination by any stockholder present at such meeting.

Your vote is very important. Whether or not you expect to attend the First Cash special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either (i) logging onto www.proxyvote.com and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the First Cash special meeting. If your shares are held in the name of a bank, broker, trustee or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder.

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of First Cash common stock, please contact First Cash's proxy solicitor:

1212 Avenue of the Americas, 24th Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (855) 208-8903 (Toll Free)

info@okapipartners.com

By Order of the Board of Directors of

First Cash Financial Services, Inc.

Rick L. Wessel

Chairman of the Board, President and Chief Executive Officer

Arlington, Texas

, 2016

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Cash America International, Inc.

1600 West 7th Street

Fort Worth, Texas 76102

(817) 355-1100

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On August 31, 2016

To the Shareholders of Cash America:

We are pleased to invite you to attend a special meeting of shareholders of Cash America International, Inc. (Cash America) which will be held at Cash America s corporate headquarters located at 1600 West 7th Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement), by and among First Cash Financial Services, Inc. (First Cash), Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Cash America will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if

necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

The Cash America board of directors has fixed the close of business on July 29, 2016 as the record date for determination of Cash America shareholders entitled to receive notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof. Cash America's issued and outstanding capital stock consists solely of outstanding shares of Cash America common stock. Accordingly, only holders of record of Cash America common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Cash America special meeting or at any adjournments or postponements thereof. Approval of the merger agreement requires the affirmative vote of holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Cash America and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, although

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such vote will not be binding on Cash America or its board of directors or any of its committees. Approval of the proposal of any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal. A list of the names of Cash America shareholders of record arranged in alphabetical order, with the address of and number of shares held by each Cash America shareholder, will be available for ten days prior to the Cash America special meeting during usual business hours at Cash America's headquarters, 1600 West 7th Street, Fort Worth, Texas 76102. The Cash America shareholder list will also be available at the Cash America special meeting for examination by any shareholder present at such meeting.

Your vote is very important. Whether or not you expect to attend the Cash America special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (i) logging onto www.proxyvote.com and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Cash America special meeting. If your shares are held in a Cash America benefit plan or in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Cash America common stock, please contact Cash America's proxy solicitor:

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Banks, Brokers and Shareholders

Call Toll-Free (800) 248-7605

By Order of the Board of Directors of

Cash America International, Inc.

J. Curtis Linscott

Executive Vice President, General Counsel and Secretary

Fort Worth, Texas

, 2016

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about First Cash and Cash America from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

1212 Avenue of the Americas, 24 th Floor	1290 Avenue of the Americas, 9th Floor
New York, New York 10036	New York, NY 10104
+ 1 (212) 297-0720 (Main)	Banks, Brokers and Shareholders
+ 1 (855) 208-8903 (Toll Free)	Call Toll-Free (800) 248-7605

info@okapipartners.com

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the "SEC") website at www.sec.gov. In addition, you may obtain copies of documents filed by First Cash with the SEC by accessing First Cash's website at www.firstcash.com under the tab "Investors" and then under the tab "SEC Filings." You may also obtain copies of documents filed by Cash America with the SEC by accessing Cash America's website at www.cashamerica.com under the tab "Investor Relations" and then under the tab "SEC Filings."

We are not incorporating the contents of the websites of the SEC, First Cash, Cash America or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

If you would like to request any documents, please do so by August 24, 2016 in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 167.

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by First Cash, constitutes a prospectus of First Cash under Section 5 of the Securities Act of 1933, as amended (the

Securities Act), with respect to the shares of First Cash common stock to be issued to Cash America shareholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both First Cash and Cash America under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting of First Cash stockholders and a notice of meeting with respect to the special meeting of Cash America shareholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated , 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than the date of the joint proxy statement/prospectus. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy

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statement/prospectus to First Cash stockholders or Cash America shareholders nor the issuance by First Cash of shares of common stock pursuant to the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding First Cash has been provided by First Cash, and information contained in this joint proxy statement/prospectus regarding Cash America has been provided by Cash America.

All references in this joint proxy statement/prospectus to First Cash refer to First Cash Financial Services, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Cash America refer to Cash America International, Inc., a Texas corporation; all references to Merger Sub refer to Frontier Merger Sub LLC, a Texas limited liability company and wholly owned subsidiary of First Cash formed for the sole purpose of effecting the merger; and all references to FirstCash or the combined company refer to FirstCash, Inc., as First Cash will be re-named as of the effective time of the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to First Cash and Cash America collectively; all references to the First Cash and Cash America stockholders refer to the First Cash stockholders and the Cash America shareholders collectively; and, unless otherwise indicated or as the context requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of April 28, 2016, by and among First Cash, Cash America and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of First Cash or a shareholder of Cash America, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. First Cash and Cash America urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: First Cash and Cash America have agreed to combine in an all-stock, merger of equals transaction pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

First Cash stockholders must approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger; and

Cash America shareholders must approve the merger agreement.

First Cash and Cash America will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about First Cash, Cash America, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

Q: What will stockholders receive in the merger?

A: *First Cash Stockholders:* If the merger is completed, First Cash stockholders will not receive any merger consideration and will continue to hold their existing shares of First Cash common stock.

Cash America Shareholders: If the merger is completed, holders of Cash America common stock will receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold at the effective time of the merger. Cash America shareholders will not receive any fractional shares of First Cash common stock in the merger. Instead, Cash America shareholders will receive cash in lieu of any fractional shares of First Cash common stock that the Cash America shareholders would otherwise have been entitled to receive.

Q: What is the value of the merger consideration?

A: Because First Cash will issue 0.840 shares of First Cash common stock, and pay cash in lieu of any fractional shares of First Cash common stock, in exchange for each share of Cash America common stock held by the Cash America shareholders, the market value of the merger consideration that the Cash America shareholders will receive will depend on the price per share of First Cash common stock at the effective time of the merger. That price will not be known at the time of the Cash America special meeting or the First Cash special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of First Cash common stock and Cash America common stock. See also Comparative Stock Price Data and Dividends beginning on page 48.

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Q: What percentage of the combined company will First Cash stockholders and Cash America shareholders, respectively, own following the merger?

A: Upon completion of the merger, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company.

Q: When and where will the special stockholders meetings be held?

A: *First Cash Stockholders:* The special meeting of First Cash stockholders will be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011 on August 31, 2016, at 10:00 a.m., local time.

Cash America Shareholders: The special meeting of Cash America shareholders will be held at Cash America's corporate headquarters located at 1600 West 7th Street, Fort Worth, Texas 76102 on August 31, 2016, at 10:00 a.m., local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker, trustee or other nominee, including an employee benefit plan trustee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

Q: Who is entitled to vote at the special stockholders meetings?

A: *First Cash Stockholders:* The record date for the First Cash special meeting is July 29, 2016. Only holders of record of outstanding shares of First Cash common stock as of the close of business on the record date are entitled to notice of, and to vote at, the First Cash special meeting or any adjournments or postponements of the First Cash special meeting.

Cash America Shareholders: The record date for the Cash America special meeting is July 29, 2016. Only holders of record of outstanding shares of Cash America common stock as of the close of business on the record date are entitled to notice of, and to vote at, the Cash America special meeting or any adjournments or postponements of the Cash America special meeting.

Q: What am I being asked to vote on and why is this approval necessary?

A: *First Cash Stockholders:* First Cash stockholders are being asked to vote on the following proposals:

- (1) to approve the issuance of First Cash common stock to the Cash America shareholders pursuant to the merger agreement;

- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and
- (3) to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Approval by First Cash stockholders of the share issuance proposal is required to complete the merger.

Cash America Shareholders: Cash America shareholders are being asked to vote on the following proposals:

- (1) to approve the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;

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(2) to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

(3) to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Approval by Cash America shareholders of the proposal to approve the merger agreement is required to complete the merger.

Q: What vote is required to approve each proposal at the First Cash Special Meeting?

A: *First Cash share issuance proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the outcome of any vote on this proposal.

Non-binding, advisory, First Cash merger-related compensation proposal: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between First Cash and its named executive officers is advisory only, it will not be binding on First Cash or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the First Cash named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the First Cash stockholders.

First Cash adjournment of special meeting proposal: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

Q: What vote is required to approve each proposal at the Cash America Special Meeting?

A: *Cash America merger agreement proposal:* Approval of this proposal requires the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on this proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote AGAINST this proposal.

Non-binding, advisory, Cash America merger-related compensation proposal: Approval of this proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, this proposal. Abstentions will have the effect of a

vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between Cash America and its named executive officers is advisory only, it will not be binding on Cash America or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the Cash America named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the Cash America shareholders.

Cash America adjournment of special meeting proposal: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on,

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and voted for, against or expressly abstained with respect to, this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

Q: What constitutes a quorum at the special stockholders meetings?

A: *First Cash Stockholders:* The holders of a majority of the shares of common stock entitled to vote at the First Cash special meeting must be present in person or by proxy to constitute a quorum for the transaction of business at the First Cash special meeting. The holders of a majority of the shares of common stock entitled to vote and present in person or by proxy at any meeting of First Cash stockholders, whether or not a quorum is present, may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given, other than announcement at the meeting, unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of First Cash common stock present at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of First Cash common stock present at the special meeting for purposes of determining whether a quorum has been achieved.

Cash America Shareholders: The holders of a majority of the shares of common stock entitled to vote at the Cash America special meeting must be represented in person or by proxy at the Cash America special meeting to constitute a quorum for the transaction of business at the Cash America special meeting. The holders of a majority of the shares of common stock represented in person or by proxy at any meeting of Cash America shareholders at which a quorum is not present may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting, other than announcement at the meeting, need be given.

Abstentions will be included in the calculation of the number of shares of Cash America common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of Cash America common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

Q: How does the First Cash board of directors recommend that First Cash stockholders vote?

A: The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash board of directors unanimously recommends that the First Cash stockholders vote:

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FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

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Q: How does the Cash America board of directors recommend that Cash America shareholders vote?

A: The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote:

FOR the proposal to approve the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Q: How do I vote if I am a stockholder of record?

A: If you are a stockholder of record of First Cash as of July 29, 2016, which is referred to as the First Cash record date, or a shareholder of record of Cash America as of July 29, 2016, which is referred to as the Cash America record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank, trustee or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote in person at the meeting will need to obtain a legal proxy form from their broker, bank, trustee or other nominee.

Q: How many votes do I have?

A: *First Cash Stockholders:* Holders of First Cash common stock are entitled to one vote for each share owned as of the close of business on the First Cash record date. As of the close of business on the First Cash record date, there were _____ shares of First Cash common stock outstanding and entitled to vote at the First Cash special meeting.

Cash America Shareholders: Holders of Cash America common stock are entitled to one vote for each share owned as of the close of business on the Cash America record date. As of the close of business on the Cash America record date, there were _____ shares of Cash America common stock outstanding and entitled to vote at the Cash America special meeting.

Q: My shares are held in street name by my broker, bank, employee benefit plan trustee or other nominee. Will my broker, bank, trustee or other nominee automatically vote my shares for me?

A: No. If your shares are held in the name of a broker, bank, employee benefit plan trustee or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. You are not the record holder of such shares. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your broker, bank, employee benefit plan trustee or other nominee. As the beneficial

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holder, you generally have the right to direct your broker, bank, employee benefit plan trustee or other nominee as to how to vote your shares by providing them with voting instructions. If you do not provide voting instructions, your shares will not be voted on any proposal, as your broker, bank, employee benefit plan trustee or other nominee will not have discretionary voting authority with respect to any of the proposals described in this joint proxy statement/prospectus. This is often called a broker non-vote.

In connection with the First Cash special meeting, broker non-votes, if any, will have no effect on the outcome of any of the proposals at the First Cash special meeting.

In connection with the Cash America special meeting:

Broker non-votes, if any, will have the same effect as a vote AGAINST the proposal to approve the merger agreement; and

Broker non-votes, if any, will have no effect on the outcome of the non-binding, advisory, Cash America merger-related compensation proposal or the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies.

Because none of the proposals to be voted on at the First Cash special meeting or the Cash America special meeting are routine matters for which brokers have discretionary authority, First Cash and Cash America do not expect there to be any broker non-votes at their respective special meetings. You should therefore provide your broker, bank, employee benefit plan trustee or other nominee with instructions as to how to vote your shares of First Cash common stock or Cash America common stock.

First Cash 401(k) Plan: If your shares are held in First Cash's 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the First Cash special meeting. If you provide voting instructions by Internet, telephone or written proxy card, the plan's trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than August 26, 2016 at 11:59 p.m. Eastern Time in order for your shares to be voted by the trustee at the First Cash special meeting in accordance with your instructions.

Please follow the voting instructions provided by your broker, bank, trustee or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to First Cash or Cash America or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank, trustee or other nominee.

Cash America 401(k) Plan: If your shares are held in Cash America's 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the Cash America special meeting. If you provide voting instructions by Internet, telephone or written proxy card, the plan's trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than August 26, 2016 at 11:59 p.m. Eastern Time in order for your shares to be voted by the trustee at the Cash America special meeting in accordance with your instructions.

Please follow the voting instructions provided by your broker, bank, trustee or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly

to First Cash or Cash America or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank, trustee or other nominee.

Q: What will happen if I abstain from voting or I fail to vote?

A: *First Cash Stockholders:* If you are a First Cash stockholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the First Cash special meeting. If you are a First Cash stockholder and you fail to vote, it will have no effect on the outcome of any vote on any of the proposals at the First Cash special meeting.

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Cash America Shareholders: If you are a Cash America shareholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the Cash America special meeting. If you are a Cash America shareholder and you fail to vote, either in person or by proxy, or fail to instruct your nominee how to vote, it will have the same effect as a vote AGAINST the proposal to approve the merger agreement but will have no effect on the outcome of any vote on the non-binding, advisory Cash America merger-related compensation proposal or the proposal to approve any motion to adjourn the Cash America special meeting.

Q: What will happen if I return my proxy card without indicating how to vote?

A: *First Cash Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of First Cash common stock should be voted on a matter, the shares of First Cash common stock represented by your proxy will be voted as the First Cash board of directors recommends and, therefore:

FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Cash America Shareholders: If you properly complete and sign your proxy card but do not indicate how your shares of Cash America common stock should be voted on a matter, the shares of Cash America common stock represented by your proxy will be voted as the Cash America board of directors recommends and, therefore:

FOR the proposal to approve the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes.

If you are a holder of record of either First Cash or Cash America shares: If you are a holder of record of either First Cash or Cash America common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at your respective special meeting. You can do this in one of three ways:

timely delivering a signed written notice of revocation to the Secretary of First Cash or the Secretary of Cash America, as applicable;

timely delivering a new, valid proxy for First Cash or Cash America, as applicable, bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the applicable proxy card; or

attending your special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the First Cash special meeting or the Cash America special meeting without voting will not revoke any proxy that you have previously given or change your vote.

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If you choose either of the first two methods, your notice of revocation or your new proxy must be received by First Cash or Cash America, as applicable, no later than the beginning of the applicable special meeting. If you have submitted a proxy for your shares by telephone or via the Internet, you may revoke your prior telephone or Internet proxy by any manner described above if you submit your revocation prior to 11:59 p.m. Eastern Time on August 30, 2016 (the day before the First Cash and Cash America special meetings).

If you hold shares of either First Cash or Cash America in street name : If your shares are held in street name, you must contact your broker, bank, trustee or other nominee to change your vote.

Q: What are the U.S. federal income tax consequences of the merger to U.S. holders of Cash America common stock?

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Cash America common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Cash America common stock for shares of First Cash common stock in the merger, except with respect to any cash received in lieu of fractional shares of First Cash common stock. A holder of Cash America common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of First Cash common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The obligations of First Cash and Cash America to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of First Cash and Cash America of the opinion of its counsel to the effect that (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code and (ii) the merger should not prevent that certain distribution of 80% of the outstanding shares of Enova International, Inc. (Enova), a former wholly owned subsidiary of Cash America, by Cash America to its shareholders in November 2014 (the Enova spin transaction) from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

You should read First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 122 for a more complete discussion of the U.S. federal income tax consequences of the merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

Q: When do you expect the merger to be completed?

A: First Cash and Cash America are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of certain conditions, including obtaining the required approval of the stockholders of First Cash and Cash America, and it is possible that factors outside the control of First Cash and Cash America could result in the merger being

completed at a later time or not at all.

Q: Do I need to do anything with my shares of common stock other than voting for the proposals at the special meeting?

A: *First Cash Stockholders:* If you are a First Cash stockholder, after the merger is completed, you are not required to take any action with respect to your shares of First Cash common stock.

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Cash America Shareholders: If you are a Cash America shareholder, after the merger is completed, each share of Cash America common stock you hold will be converted automatically into the right to receive 0.840 shares of First Cash common stock together with cash in lieu of any fractional shares, as applicable. You will receive instructions shortly following the merger regarding exchanging your shares of Cash America common stock for shares of First Cash common stock. You do not need to take any action at this time. Please do not send your Cash America stock certificates with your proxy card.

Q: Are stockholders entitled to appraisal or dissenters' rights?

A: No. Neither the stockholders of First Cash under Delaware law nor the shareholders of Cash America under Texas law will be entitled to exercise any appraisal or dissenters' rights in connection with the merger or the other transactions contemplated by the merger agreement.

Q: What happens if I sell my shares of Cash America common stock before the Cash America special meeting?

A: The record date for the Cash America special meeting is earlier than both the date of the Cash America special meeting and the date that the merger is expected to be completed. If you transfer your Cash America shares after the Cash America record date but before the Cash America special meeting, you will retain your right to vote at the Cash America special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

Q: What happens if I sell my shares of First Cash common stock before the First Cash special meeting?

A: The record date for the First Cash special meeting is earlier than the date of the First Cash special meeting. If you transfer your First Cash shares after the First Cash record date but before the First Cash special meeting, you will retain your right to vote at the First Cash special meeting.

Q: What if I hold shares in both First Cash and Cash America?

A: If you are a stockholder of both First Cash and Cash America, you will receive two separate packages of proxy materials. A vote cast as a First Cash stockholder will not count as a vote cast as a Cash America shareholder, and a vote cast as a Cash America shareholder will not count as a vote cast as a First Cash stockholder. Therefore, please submit separate proxies for each of your First Cash and Cash America shares.

Q: Who can help answer my questions?

A: First Cash stockholders or Cash America shareholders who have questions about the merger, the other matters to be voted on at the special meetings, or how to submit a proxy or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

If you are a First Cash stockholder:

1212 Avenue of the Americas, 24th Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (855) 208-8903 (Toll Free)

info@okapipartners.com

If you are a Cash America shareholder:

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Banks, Brokers and Shareholders

Call Toll-Free (800) 248-7605

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SUMMARY

This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you with respect to the merger and the other matters being considered at the First Cash special meeting and Cash America special meeting. First Cash and Cash America urge you to read carefully this joint proxy statement/prospectus in its entirety, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled "Where You Can Find More Information" beginning on page 167. We have included page references in this summary to direct you to a more complete description of the topics presented below.

The Companies

First Cash Financial Services, Inc. (see page 61)

First Cash Financial Services, Inc., a Delaware corporation, is a leading international operator of retail-based pawn stores, with over 1,270 retail and consumer lending locations in the United States, Mexico, Guatemala and El Salvador as of March 31, 2016. First Cash focuses on serving cash and credit constrained consumers through its retail pawn locations, which buy and sell a wide variety of jewelry, consumer electronics, power tools, household appliances, sporting goods, musical instruments and other merchandise, and make small consumer pawn loans secured by pledged personal property. As of March 31, 2016, approximately 97% of First Cash's revenues are from pawn operations.

First Cash's common stock is traded on the NASDAQ Global Select Market (the "NASDAQ") under the symbol "FCFS".

The principal executive offices of First Cash are located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, and its telephone number is (817) 460-3947.

Cash America International, Inc. (see page 62)

Cash America International, Inc., a Texas corporation, provides specialty financial services to individuals in the United States through 819 storefront lending locations and 73 franchised check cashing centers as of March 31, 2016. Cash America has been providing specialty financial services to its customers for over 30 years and believes it is one of the largest providers of pawn loans in the world based on the amount of loans outstanding to its customers. As of March 31, 2016, approximately 93% of Cash America's revenue was from its pawn operations.

Cash America's common stock is traded on the New York Stock Exchange (the "NYSE") under the symbol "CSH".

The principal executive offices of Cash America are located at 1600 West 7th Street, Fort Worth, Texas 76102, and its telephone number is (817) 335-1100.

Frontier Merger Sub, LLC (see page 62)

Frontier Merger Sub, LLC, a wholly owned subsidiary of First Cash, is a Texas limited liability company that was formed for the sole purpose of effecting the merger. In the merger, Cash America will be merged with and into Merger Sub, with Merger Sub being the surviving entity in the merger and remaining a wholly owned subsidiary of First Cash.

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The Merger

A copy of the merger agreement is included as Annex A to this joint proxy statement/prospectus. First Cash and Cash America encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement beginning on page 125.

Terms of the Merger (see page 126)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Cash America will be merged with and into Merger Sub, a wholly owned subsidiary of First Cash formed for the sole purpose of effecting the merger. Merger Sub will be the surviving entity in the merger and remain a wholly owned subsidiary of First Cash. Upon completion of the merger, First Cash and Cash America, and their respective subsidiaries, will operate as a combined company under the name FirstCash, Inc.

Merger Consideration (see page 126)

Cash America shareholders will have the right to receive 0.840 shares of First Cash common stock for each share of Cash America common stock that they held immediately prior to the effective time of the merger (the exchange ratio). The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of First Cash or Cash America. As a result, the implied value of the consideration to Cash America shareholders will fluctuate between the date of this joint proxy statement/prospectus and the effective date of the merger. No fractional shares of First Cash common stock will be issued in connection with the merger. Each Cash America shareholder that otherwise would have been entitled to receive a fraction of a share of First Cash common stock will be entitled to receive cash in lieu of the fractional share. First Cash stockholders will continue to own their existing shares, which will not be affected by the merger.

U.S. Federal Income Tax Consequences of the Merger (see page 122)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Cash America common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Cash America common stock for shares of First Cash common stock in the merger, except with respect to any cash received in lieu of fractional shares of First Cash common stock. A holder of Cash America common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of First Cash common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The holders of First Cash common stock should not recognize any gain or loss for U.S. income tax purposes.

The obligations of First Cash and Cash America to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of First Cash and Cash America of the opinion of its counsel to the effect that (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code and (ii) the merger should not prevent the Enova spin transaction from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

You should read First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 122 for a more complete discussion of the U.S. federal income tax consequences of the

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merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

Recommendation of the Board of Directors of First Cash (see page 85)

After careful consideration, the First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the First Cash board of directors in reaching its decision to approve the merger agreement and to authorize the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger First Cash s Reasons for the Merger; Recommendation of the First Cash Board of Directors.

The First Cash board of directors unanimously recommends that First Cash stockholders vote:

FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Recommendation of the Board of Directors of Cash America (see page 89)

After careful consideration, the Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the Cash America board of directors in reaching its decision to approve the merger agreement and the merger, see the section entitled First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Cash America s Reasons for the Merger; Recommendation of the Cash America Board of Directors.

The Cash America board of directors unanimously recommends that Cash America shareholders vote:

FOR the proposal to approve the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

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Opinion of First Cash's Financial Advisor (see page 93)

In connection with the merger, First Cash's financial advisor, Credit Suisse Securities (USA) LLC (Credit Suisse), delivered an opinion, dated April 27, 2016, to the First Cash board of directors as to the fairness, from a financial point of view and as of the date of such opinion, to First Cash of the exchange ratio. The full text of Credit Suisse's written opinion, dated April 27, 2016, is attached to this joint proxy statement/prospectus as Annex B and sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Credit Suisse in connection with such opinion. **The description of Credit Suisse's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of Credit Suisse's opinion, attached hereto as Annex B. Credit Suisse's opinion was provided to the First Cash board of directors (in its capacity as such) for its information in connection with its evaluation of the exchange ratio from a financial point of view to First Cash and did not address any other aspect or implication of the proposed merger, including the relative merits of the merger as compared to alternative transactions or strategies that might be available to First Cash or the underlying business decision of First Cash to proceed with the merger. Credit Suisse's opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the proposed merger or otherwise. See First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of First Cash's Financial Advisor.**

Opinion of Cash America's Financial Advisor (see page 99)

In March 2016, Cash America retained Jefferies LLC (Jefferies) to act as its financial advisor in connection with a possible sale, disposition or other business transaction involving Cash America. In connection with this engagement, the Cash America board of directors requested that Jefferies evaluate the fairness, from a financial point of view, to the holders of Cash America common stock of the exchange ratio. The oral opinion of Jefferies was delivered on April 27, 2016, subsequently confirmed by delivery of a written opinion dated April 27, 2016, to the effect that, as of that date and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the scope of the review undertaken as set forth therein, the exchange ratio was fair, from a financial point of view, to holders of Cash America common stock, as more fully described below under the section entitled First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of Cash America's Financial Advisor.

The full text of the written opinion of Jefferies, dated as of April 27, 2016, is attached hereto as Annex C. Jefferies' opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken by Jefferies in rendering its opinion. Cash America encourages you to read Jefferies' opinion carefully and in its entirety. Jefferies' opinion was provided for the use and benefit of the Cash America board of directors (in its capacity as such) in connection with its evaluation of the merger and addresses only the fairness, from a financial point of view, to the holders of Cash America common stock of the exchange ratio as of the date of the opinion. It does not address any other aspects of the merger, including the underlying business decision by Cash America to engage in the merger, and does not constitute a recommendation as to how any holder of Cash America common stock or First Cash common stock should vote or act with respect to the merger or any matter related thereto. The summary of the opinion of Jefferies set forth in the section entitled First Cash Proposal I: Approval of Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Opinion of Cash America's Financial Advisor is qualified in its entirety by reference to the full text of the opinion.

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Interests of First Cash Directors and Executive Officers in the Merger (see page 111)

Executive officers of First Cash and members of First Cash's board of directors have certain interests in the merger that may be different from, or in addition to, the interests of First Cash stockholders generally. These interests are described in further detail below, and certain of them are described and quantified in the narrative and table included under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of First Cash Directors and Executive Officers in the Merger, beginning on page 111.

Moreover, as detailed below under Board of Directors and Management Following the Merger on page 119, certain of First Cash's executive officers and members of First Cash's board of directors will continue to serve as executive officers or directors of the combined company upon completion of the merger. Specifically, Rick L. Wessel, First Cash's current chairman, president and chief executive officer, will be the vice chairman and chief executive officer of the combined company. In addition, R. Douglas Orr, the current chief financial officer and an executive vice president of First Cash, will continue to serve as the chief financial officer and an executive vice president of the combined company upon completion of the merger, and it is expected that certain of First Cash's other executive officers will also continue to serve as executive officers of the combined company. These executive officers have agreements that provide for severance benefits if their employment is terminated under certain circumstances, but the entitlement to those severance benefits is not affected by the merger. In connection with the merger, Messrs. Wessel and Orr have engaged in discussions with First Cash regarding entering into employment agreements with the combined company but have not entered into such employment agreements as of the date of this joint proxy statement/prospectus. Additionally, the shares of restricted stock granted by First Cash to executive officers and other employees (other than awards granted in 2016 to Mr. Wessel and Mr. Orr) will vest in full and become free from restrictions as described below under Treatment of First Cash Equity Incentive Awards.

The First Cash board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to issue shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between First Cash and its named executive officers relating to the merger and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Interests of Cash America Directors and Executive Officers in the Merger (see page 113)

Executive officers of Cash America and members of Cash America's board of directors have interests in the merger that may be different from, or in addition to, the interests of Cash America shareholders generally. These interests, including the right to receive cash payments under certain agreements as a result of the change in control resulting from the merger, are described in further detail below, and certain of them are described and quantified in the narrative and table included under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of Cash America Directors and Executive Officers in the Merger, beginning on page 113.

T. Brent Stuart, Cash America's current president and chief executive officer, will be appointed the president and chief operating officer of the combined company. In connection therewith, Mr. Stuart has engaged in discussions with First Cash regarding entering into an employment agreement with the combined company but has not entered into such employment agreement as of the date of this joint proxy statement/prospectus.

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Furthermore, three of the current members of the Cash America board of directors will serve as members of the board of directors of the combined company, including Mr. Feehan, Cash America's current executive chairman of the board of directors, who will serve as chairman of the board of directors of the combined company.

Additionally, the restricted stock units granted by Cash America to its directors, executive officers and other employees, whether vested or unvested, will be converted into cash or stock as described below under Treatment of Cash America Equity Incentive Awards. Cash America's executive officers also have agreements that provide for severance benefits if their employment is terminated under certain circumstances. The combined company will also provide employment benefits to certain of the executive officers and other employees as described under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Employee Benefits Matters, beginning on page 139. In addition, Cash America's executive officers will receive the change of control benefits discussed in First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Interests of Cash America Directors and Executive Officers in the Merger, beginning on page 113.

The Cash America board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to adopt the merger agreement.

Board of Directors and Management Following the Merger (see page 119)

Immediately following the effective time of the merger, the board of directors of the combined company will consist initially of seven directors, (i) three of whom will be selected by First Cash, (ii) three of whom will be selected by Cash America and (iii) a former First Cash director selected by First Cash and approved by Cash America. The three First Cash designees are Rick L. Wessel, the current chairman, president and chief executive officer of First Cash, Randel G. Owen, an independent director of First Cash, and Mikel D. Faulkner, an independent director of First Cash. The three Cash America designees are Daniel R. Feehan, currently the executive chairman of the board of directors of Cash America, Daniel E. Berce, an independent director of Cash America, and James H. Graves, an independent director of Cash America. The seventh designee is Jorge Montano, who previously served as a First Cash director and was recently elected to the First Cash board of directors at First Cash's 2016 annual meeting of stockholders. If any First Cash or Cash America designee is unable or unwilling to serve on the board of directors of the combined company at the effective time of the merger, then either the First Cash board of directors, in the case of a First Cash designee, or the Cash America board of directors, in the case of a Cash America designee, shall be entitled to designate a replacement reasonably acceptable to the Cash America or the First Cash board of directors, as applicable. If Mr. Montano is unable or unwilling to serve on the board of directors of the combined company at the effective time of the merger, then First Cash shall be entitled to select a replacement that is approved by Cash America. Other than Messrs. Feehan and Wessel, all director designees will qualify as independent directors under NASDAQ rules. Mr. Feehan will serve as the chairman of the board of directors of the combined company, and Mr. Wessel will serve as the vice chairman of the board of directors of the combined company.

Mr. Wessel, the current chairman, president and chief executive officer of First Cash, will serve as the chief executive officer, in addition to his role as vice chairman of the board of directors of the combined company. T. Brent Stuart, currently the president and chief executive officer of Cash America, will serve as the president and chief operating officer of the combined company, and R. Douglas Orr, the current chief financial officer and an executive vice president of First Cash, will serve as the chief financial officer and an executive vice president of the combined company. As of the date of this joint proxy statement/prospectus, it is not expected that any executive officers of Cash America other than Mr. Stuart will be appointed to the management team of the combined company.

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Treatment of First Cash Equity Incentive Awards (see page 119)

First Cash has made periodic grants of restricted stock and stock options to its executive officers and other employees. Pursuant to the terms of the restricted stock award agreements, the merger will have the effect of causing the outstanding shares of restricted stock (other than awards granted in 2016 to Rick L. Wessel, First Cash's current chairman, president and chief executive officer, and R. Douglas Orr, First Cash's current chief financial officer and an executive vice president of First Cash) to vest in full and become free of any vesting or other lapse restrictions upon completion of the merger. The merger will not accelerate the vesting or exercisability of any outstanding and unvested stock options. All stock options will remain outstanding subject to the same terms and conditions that are applicable prior to the merger, except that following the merger, the stock options may be exercised through a net exercise process whereby the holder is entitled to receive a payment (in cash or shares) equal to the fair market value of the underlying shares less the aggregate exercise price of the stock options.

First Cash has not granted any equity awards to members of its board of directors.

Treatment of Cash America Equity Incentive Awards (see page 119)

Cash America has made periodic grants of restricted stock unit awards and deferred stock unit awards to its directors, executive officers and other employees under its equity incentive plans (each such stock unit, a Cash America RSU). Pursuant to the terms of the Cash America RSUs, the merger will be considered a change of control and, as a result, the Cash America RSUs will become fully vested on the closing of the merger. Therefore, pursuant to the terms of the merger agreement, each Cash America RSU that is outstanding immediately prior to the effective time of the merger, whether vested or unvested, shall be cancelled as of the effective time of the merger and converted into the right to receive, in the sole discretion of First Cash as designated in a written notice delivered by First Cash to Cash America reasonably prior to the effective time of the merger, either (i) a cash payment equal to the product of (a) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by the exchange ratio, multiplied by (b) the closing per share price of the First Cash common stock on the NASDAQ on the last day on which shares of First Cash common stock traded on the NASDAQ immediately preceding the date on which the effective time of the merger shall occur, or (ii) the merger consideration in respect of each share of Cash America common stock subject thereto as of immediately prior to the effective time, plus, in the case of both clauses (i) and (ii) and with respect to Cash America RSUs granted prior to November 13, 2014 only, a number of shares of Enova common stock equal to the product of (a) the number of shares of Cash America common stock underlying such Cash America RSU multiplied by (b) 0.915. First Cash expects to have the Cash America RSUs converted into the right to receive the cash payment described above at the effective time of the merger. Not later than the closing date, Cash America shall deliver to the holders of Cash America RSUs any required notices setting forth such holders' rights pursuant to the relevant Cash America equity incentive plan and award documents.

Regulatory Clearances Required for the Merger (see page 120)

First Cash and Cash America have each agreed to take certain actions in order to obtain the expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder (the HSR Act), following required notifications and review by either the Federal Trade Commission (the FTC) or the Antitrust Division of the U.S. Department of Justice (the Antitrust Division). On May 18, 2016, each of First Cash and Cash America filed its notification under the HSR Act. On June 17, 2016, First Cash voluntarily withdrew its notification and report form. On June 21, 2016 First Cash refiled its notification and report form with the Antitrust Division and the FTC. The waiting period under the HSR Act expired as of 11:59 p.m. on July 21, 2016. At any time before or after the completion of the merger, any of the FTC, Antitrust Division, state attorneys general, or private parties could take action under the antitrust laws, including without

limitation seeking to enjoin the completion of the merger, seeking a rescission or other unwinding of the merger, or permitting completion subject to, or otherwise

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seeking even after closing, concessions or conditions such as divestitures. We cannot assure you that a challenge to the merger will not be made or that, if a challenge is made, it will not succeed.

While the antitrust clearance under the HSR Act is the only regulatory clearance that is required as a condition to the closing of the merger under the merger agreement, First Cash and Cash America are also required to use reasonable best efforts to obtain all other necessary or advisable approvals from governmental authorities in connection with the consummation of the merger and the other transactions contemplated by the merger agreement. These approvals include approvals from a number of the federal, state and municipal authorities that regulate the businesses of First Cash and Cash America. While First Cash and Cash America expect to obtain all necessary and material regulatory approvals, we cannot assure you that these regulatory approvals will be obtained. Furthermore, these other regulatory approvals are not a condition to closing the merger, and the failure to obtain any of these other regulatory approvals could have a material adverse effect on the combined company.

Expected Timing of the Merger

First Cash and Cash America are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of certain conditions, including obtaining the required approval of the stockholders of First Cash and Cash America, and it is possible that factors outside the control of First Cash and Cash America could result in the merger being completed at a later time or not at all.

Conditions to Completion of the Merger (see page 143)

Each party's obligation to consummate the merger is conditioned upon the satisfaction (or waiver by such party) at or prior to the closing of the merger of each of the following:

the waiting period (and any extension thereof) applicable to the merger under the HSR Act shall have been terminated or shall have expired, and any other antitrust, competition, investment, trade regulation or similar consents, authorizations, orders or approvals that are required under any other material antitrust law, the absence of which would prohibit the consummation of the merger and the other transactions contemplated by the merger agreement, shall have expired or been terminated;

approval of the issuance of shares of First Cash common stock to Cash America's shareholders pursuant to the merger by holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote thereon;

approval of the merger agreement by holders of at least two-thirds of the outstanding shares of Cash America common stock entitled to vote thereon;

no judgment, injunction, order or decree of any governmental authority of competent jurisdiction prohibiting the consummation of the merger shall be in effect, and no law shall have been enacted, entered, promulgated or enforced by any governmental authority after the date of the merger agreement that, in any case, prohibits, restrains, enjoins or makes illegal the consummation of the merger and the other transactions contemplated

by the merger agreement;

effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part and no stop order suspending the effectiveness of such registration statement shall have been issued by the SEC and no proceedings for that purpose shall have been initiated by the SEC that have not been withdrawn; and

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the shares of First Cash common stock to be issued in connection with the merger shall have been approved for listing on the NASDAQ, subject to official notice of issuance.

In addition, the obligations of each of First Cash and Merger Sub, on the one hand, and Cash America, on the other hand, to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of the other party related to corporate organization, qualification to do business as a foreign entity, ownership of its subsidiaries, its power and authority with respect to the execution, delivery and performance of the merger agreement, its due and valid authorization of the merger agreement, its due execution and delivery of the merger agreement, the enforceability of the merger agreement, the actions taken by its board of directors related to the merger agreement, the required approvals of its holders of shares of capital stock related to the merger agreement, its capital structure (excluding representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of the shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws), the absence of any outstanding voting equity interests, the absence of any undisclosed financial advisor, broker or finder fee in connection with the transactions under the merger agreement, and the inapplicability of state takeover statutes will be true and correct in all material respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

the representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws shall be true and correct in all but *de minimis* respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

each of the other representations and warranties contained in the merger agreement (that is, those representations and warranties which are not covered in the two preceding bullet points) shall be true and correct as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except (i) representations and warranties that are made as of a specific date shall be true and correct only on and as of such date, and (ii) where the failure of such representations or warranties to be true and correct (without giving effect to any materiality or any material adverse effect qualifications set forth therein), individually or in the aggregate, does not have and would not reasonably be expected to have a material adverse effect;

the other party having performed in all material respects all obligations, and complied in all material respects with all agreements and covenants, required to be performed by it under the merger agreement or prior to the closing;

on the closing date, no event, circumstance, change, effect, development or occurrence shall exist that had or would reasonably be expected to have a material adverse effect on the other party;

receipt of a certificate executed by an executive officer and chief financial officer of the other party certifying as to the satisfaction of the conditions described in the preceding five bullet points; and

receipt of a tax opinion from each party's tax counsel to the effect that, on the basis of facts, representations and assumptions set forth or referred to in such opinion and subject to customary exceptions, assumptions and qualifications set forth in such opinion, (i) the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code, and (ii) the merger should not prevent

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or impede the Enova spin transaction from continuing to qualify as a reorganization within the meaning of Section 368(a)(1)(D) of the Code and under Section 355 and related provisions of the Code (including Section 361(c)(1) of the Code) and as not being taxable under Section 355(e) of the Code and related provisions of the Code.

No Solicitation of Alternative Proposals (see page 132)

The merger agreement prohibits both First Cash and Cash America from soliciting, initiating or knowingly encouraging or facilitating or participating in any discussions or negotiations with any third party with respect to an acquisition proposal for a competing transaction, including any acquisition of a significant interest in First Cash or Cash America common stock or assets. However, the merger agreement provides that if, at any time prior to obtaining the required approval of the stockholders of First Cash or Cash America, as applicable, First Cash or Cash America, as applicable, receives an unsolicited, written acquisition proposal and, among other things, the First Cash board of directors or the Cash America board of directors, as applicable, determines in good faith (i) after consultation with outside counsel and a financial advisor that such proposal constitutes or is reasonably likely to lead to a proposal that is superior to the merger and (ii) after consultation with outside counsel, the failure to participate in discussions and negotiations regarding such proposal or furnish non-public information to the third party making such proposal would be inconsistent with its fiduciary duties under applicable law, then First Cash or Cash America, as applicable, may participate in discussions and negotiations regarding such proposal or furnish non-public information to the third party making such proposal.

Changes in Board Recommendations (see page 134)

The merger agreement provides that neither the First Cash board of directors nor the Cash America board of directors shall effect an Adverse Recommendation Change (as defined on page 134). Notwithstanding the foregoing, at any time prior to obtaining the relevant stockholder approval, the First Cash board of directors or the Cash America board of directors, as applicable, may, if such board of directors determines in good faith (after consultation with outside counsel) that the failure to do so would be inconsistent with its fiduciary duties under applicable law and subject to compliance with certain obligations set forth in the merger agreement, make an Adverse Recommendation Change. If the board of directors of First Cash or Cash America effects an Adverse Recommendation Change, such board of directors will nonetheless continue to be obligated to hold its special stockholders meeting and submit the proposals described in this joint proxy statement/prospectus to its stockholders for their vote, as applicable, unless the other party shall terminate the merger agreement as described under Termination of the Merger Agreement.

Termination of the Merger Agreement (see page 145)

First Cash and Cash America may mutually agree to terminate the merger agreement at any time.

In addition, either First Cash or Cash America may terminate the merger agreement, even after the receipt of the required stockholder approvals, under the following circumstances:

if the merger shall not have occurred by December 31, 2016, subject to an extension by either company to a date no later than March 31, 2017 (such date, including any extension thereof, is referred to the outside date) in the event that all the conditions to closing have been satisfied or waived (other than the conditions that by their terms are satisfied at the closing) other than the conditions related to the receipt of antitrust approvals;

if any law or final and non-appealable order is in effect which permanently prohibits or makes illegal the consummation of the merger;

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if the First Cash stockholders fail to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger at the First Cash special meeting;

if the Cash America shareholders fail to approve the merger agreement at the Cash America special meeting;
or

if the other party has breached or failed to perform any of its representations, warranties, obligations, covenants or agreements set forth in the merger agreement, which breach or failure to perform, either individually or in the aggregate, if continuing at the closing, (i) would result in the failure of any of the conditions set forth in the merger agreement applicable to it and (ii) such breach is either incapable of being cured or is not cured or waived by the earlier of 30 business days following delivery of written notice of such breach or failure to perform from the non-breaching party or one business day prior to the outside date.

In addition, either First Cash or Cash America may terminate the merger agreement:

if prior to obtaining the other party's required stockholder approval, the other party or its board of directors (i) effects an Adverse Recommendation Change or (ii) breaches in any material respect any of its obligations described under First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement No Solicitation of Alternative Proposals and First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Changes in Board Recommendations.

Termination Fees and Expenses (see page 146)

All fees and expenses shall be paid by the party incurring such fees or expenses, whether or not the merger is consummated; provided, however that the parties will share equally (i) all filing fees relating to filings with governmental authorities (including any antitrust or competition governmental authority) and (ii) certain other agreed-upon fees and expenses relating to third-party consultants. However, the merger agreement provides that, upon termination of the merger agreement under certain circumstances, First Cash may be obligated to pay to Cash America, or Cash America may be obligated to pay to First Cash, a termination fee of \$30 million. See First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement The Merger Agreement Expenses and Termination Fees; Liabilities for Breach for a more complete discussion of the circumstances under which the termination fee will be required to be paid.

Accounting Treatment (see page 125)

First Cash prepares its financial statements in accordance with accounting principles generally accepted in the United States (GAAP). The merger will be accounted for using the acquisition method of accounting. First Cash will be treated as the acquirer for accounting purposes.

No Appraisal or Dissenters' Rights (see page 122)

Neither the holders of shares of First Cash common stock nor the holders of shares of Cash America common stock are entitled to exercise any appraisal or dissenters' rights in connection with the merger or the other transactions contemplated by the merger agreement under Delaware or Texas law, respectively and as applicable.

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Comparison of Stockholder Rights (see page 156)

Cash America shareholders receiving merger consideration will have different rights once they become stockholders of the combined company due to differences between the governing law and governing corporate documents of Cash America and the governing law and governing corporate documents of the combined company. Please see the section entitled "Comparison of Rights of Cash America Shareholders and FirstCash Stockholders" for a discussion of these differences.

Listing of Shares of First Cash Common Stock; Delisting and Deregistration of Shares of Cash America Common Stock (see page 122)

It is a condition to the completion of the merger that the shares of First Cash common stock to be issued to Cash America shareholders pursuant to the merger be authorized for listing, and First Cash and Cash America have agreed to use their reasonable best efforts to cause such shares to be listed, on the NASDAQ subject to official notice of issuance. Upon completion of the merger, shares of Cash America common stock currently listed on the NYSE will cease to be listed on the NYSE and will be subsequently deregistered under the Exchange Act.

The Meetings

The First Cash Special Meeting (see page 63)

The special meeting of First Cash stockholders is scheduled to be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011 on August 31, 2016, at 10:00 a.m., local time, subject to any adjournments or postponements thereof. The special meeting of First Cash stockholders is being held to consider and vote on:

the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers; and

the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

Only holders of record of First Cash common stock at the close of business on July 29, 2016, the record date for the First Cash special meeting, are entitled to receive notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof. At the close of business on the First Cash record date, _____ shares of First Cash common stock were outstanding, approximately _____ % of which were owned and entitled to be voted by First Cash directors and executive officers and their affiliates. We currently expect that First Cash's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the First Cash

stockholders at the First Cash special meeting, although no director or officer has entered into any agreement obligating him or her to do so.

First Cash stockholders may cast one vote for each share of First Cash common stock they own. The proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating

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to the merger between First Cash and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal, although such vote will not be binding on First Cash or the combined company. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the proposal for the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, the holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy and entitled to vote on the proposal may approve any motion to adjourn the meeting to another time or place without further notice unless the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

The Cash America Special Meeting (see page 68)

The special meeting of Cash America shareholders is scheduled to be held at Cash America's corporate headquarters located at 1600 West 7th Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, subject to any adjournments or postponements thereof. The special meeting of Cash America's shareholders is being held in order to consider and vote on:

the proposal to approve the merger agreement, which is further described in the sections titled "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger" and "First Cash Proposal I: Approval of the Share Issuance and Cash America Proposal I: Approval of the Merger Agreement - The Merger Agreement," beginning on pages 73 and 125, respectively, and a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers; and

the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Only holders of record of Cash America common stock at the close of business on July 29, 2016, the record date for the Cash America special meeting, are entitled to notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof. At the close of business on the Cash America record date, _____ shares of Cash America common stock were issued and outstanding, approximately _____ % of which were held by Cash America's directors and executive officers and their affiliates. We currently expect that Cash America's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the Cash America shareholders at the Cash America special meeting, although no director or executive officer has entered into any agreement obligating him to do so.

Cash America shareholders may cast one vote for each share of Cash America common stock they own. The proposal to approve the merger agreement requires the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Cash America and its named

executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, although such vote will not be binding on Cash America or the combined company. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding

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shares of Cash America common stock entitled to vote on, and voted for, against or expressly abstained with respect to, the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement, the holders of a majority of the outstanding shares entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, may approve any motion to adjourn the meeting to another time or place without further notice, other than announcement at the meeting.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

Selected Historical Consolidated Financial Data of First Cash

The following table sets forth selected consolidated financial information and other data for First Cash as of and for each of the three months ended March 31, 2016 and March 31, 2015 and as of and for each of the years in the five-year period ended December 31, 2015. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2015, 2014 and 2013 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in First Cash's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011 have been derived from audited consolidated financial statements of First Cash that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of and for each of the three months ended March 31, 2016 and 2015 is derived from the unaudited condensed consolidated financial statements included in First Cash's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial information includes all adjustments, consisting solely of normal recurring adjustments, which First Cash considers necessary for a fair statement of its financial position and results of operations for those periods. The results for the three months ended March 31, 2016 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2016 or any other period.

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The consolidated financial information set forth below should be read in conjunction with First Cash's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

	Three Months Ended		Year Ended December 31,				
	March 31, 2016	2015	2015	2014	2013	2012	2011
(In thousands, except per share amounts and certain operating data)							
Statement of Income Data							
(1):							
Revenue:							
Retail merchandise sales	\$ 118,776	\$ 110,454	\$ 449,296	\$ 428,182	\$ 367,187	\$ 287,456	\$ 236,797
Pawn loan fees	51,433	48,654	195,448	199,357	181,555	152,237	122,320
Consumer loan and credit services fees	5,686	7,595	27,803	36,749	43,781	48,692	46,876
Wholesale scrap jewelry revenue	7,308	9,320	32,055	48,589	68,325	103,706	108,004
Total revenue	183,203	176,023	704,602	712,877	660,848	592,091	513,997
Cost of revenue:							
Cost of retail merchandise sold	74,422	68,246	278,631	261,673	221,361	167,144	142,106
Consumer loan and credit services loss provision	1,047	997	7,159	9,287	11,368	12,556	11,331
Cost of wholesale scrap jewelry sold	5,871	8,009	27,628	41,044	58,545	76,853	71,305
Total cost of revenue	81,340	77,252	313,418	312,004	291,274	256,553	224,742
Net revenue	101,863	98,771	391,184	400,873	369,574	335,538	289,255
Expenses and other income:							
Store operating expenses	55,411	52,321	207,572	198,986	181,321	148,879	126,107
Administrative expenses	17,668	13,838	54,758	54,586	49,530	50,211	45,259
Depreciation and amortization	4,937	4,547	17,939	17,476	15,361	12,939	10,944
Goodwill impairment U.S. consumer loan operations			7,913				
Interest expense, net	4,186	3,676	15,321	12,845	3,170	1,272	(142)
Total expenses and other income	82,202	74,382	303,503	283,893	249,382	213,301	182,168
Income from continuing operations before income	19,661	24,389	87,681	116,980	120,192	122,237	107,087

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taxes								
Provision for income taxes	6,487	7,601	26,971	31,542	35,713	41,375	36,950	
Income from continuing operations	13,174	16,788	60,710	85,438	84,479	80,862	70,137	
Income (loss) from discontinued operations, net of tax				(272)	(633)	(503)	7,645	
Net income	\$ 13,174	\$ 16,788	\$ 60,710	\$ 85,166	\$ 83,846	\$ 80,359	\$ 77,782	

Net income per share:

Basic:

Income from continuing operations	\$ 0.47	\$ 0.59	\$ 2.16	\$ 2.98	\$ 2.91	\$ 2.80	\$ 2.29	
Net income	0.47	0.59	2.16	2.97	2.89	2.78	2.53	

Diluted:

Income from continuing operations	0.47	0.59	2.14	2.94	2.86	2.72	2.23	
Net income	0.47	0.59	2.14	2.93	2.84	2.70	2.47	

Dividends declared per common share	\$ 0.125	\$	\$	\$	\$	\$	\$	
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Balance Sheet Data at End of Period:

Inventories	\$ 90,714	\$ 82,554	\$ 93,458	\$ 91,088	\$ 77,793	\$ 65,345	\$ 44,412	
Pawn loans	126,620	114,306	117,601	118,536	115,234	103,181	73,287	
Net working capital	240,521	251,420	279,259	258,194	236,417	209,132	173,995	
Total assets (1)	753,885	702,038	752,895	711,880	660,999	506,544	356,018	
Long-term liabilities (1)	258,669	227,810	275,338	234,880	201,889	122,978	5,241	
Total liabilities (1)	314,598	269,564	321,513	277,439	250,650	154,128	40,646	
Stockholders equity	439,287	432,474	431,382	434,441	410,349	352,416	315,372	

Statement of Cash Flows

Data:

Net cash flows provided by (used in):								
Operating activities	\$ 25,076	\$ 27,430	\$ 92,749	\$ 97,679	\$ 106,718	\$ 88,792	\$ 80,375	
Investing activities	(27,095)	2,376	(71,676)	(85,366)	(140,726)	(159,904)	(22,104)	
Financing activities	(28,062)	(20,356)	9,127	(9,098)	54,644	49,525	(52,593)	

Other Financial Data:

EBITDA (2)	\$ 28,784	\$ 32,523	\$ 120,448	\$ 147,029	\$ 138,090	\$ 135,945	\$ 125,534	
Adjusted EBITDA (2)	\$ 29,184	\$ 32,717	\$ 132,201	\$ 148,027	\$ 140,440	\$ 137,245	\$ 125,849	
Free cash flow (2)	\$ 24,026	\$ 31,356	\$ 67,960	\$ 71,255	\$ 79,635	49,626	\$ 46,193	
Pawn store annualized inventory turnover	3.4x	3.6x	3.4x	3.6x	3.6x	4.2x	4.2x	

Location Counts at End of Period:

Pawn stores	1,204	925	1,005	912	821	715	570	
Credit services/consumer loan stores	69	86	70	93	85	99	101	

1,273	1,011	1,075	1,005	906	814	671
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- (1) In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03). ASU 2015-03 requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. On January 1, 2016, First Cash retrospectively adopted ASU 2015-03, which resulted in a \$4,126 and \$4,743 decrease in total assets, long-term liabilities and total liabilities in the consolidated financial information as of December 31, 2015 and 2014, respectively, compared to amounts previously reported in Item 6. Selected Financial Data in First Cash's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. First Cash's senior unsecured notes were issued in March 2014; therefore the adoption of ASU 2015-03 did not affect balances as of December 31, 2013, 2012 and 2011. First Cash elected to present debt issuance costs related to its revolving unsecured credit facilities as an asset as allowed by the applicable accounting guidance.
- (2) First Cash uses certain financial calculations such as EBITDA, adjusted EBITDA and free cash flow (as defined or explained below) as factors in the measurement and evaluation of First Cash's operating performance and period-over-period growth. First Cash derives these financial calculations on the basis of methodologies other than GAAP, primarily by excluding from the comparable GAAP measure certain items that First Cash does not consider to be representative of its actual operating performance. These financial calculations are non-GAAP financial measures as defined in SEC rules. First Cash uses these financial calculations in operating its business because First Cash's management believes they are less susceptible to variances in actual operating performance that can result from the excluded items and other infrequent charges. First Cash presents these financial measures to investors because First Cash's management believes they are useful to investors in evaluating the primary factors that drive First Cash's operating performance and because First Cash's management believes they provide greater transparency into First Cash's results of operations. However, items that are excluded and other adjustments and assumptions that are made in calculating EBITDA, adjusted EBITDA and free cash flow are significant components in understanding and assessing First Cash's financial performance. These non-GAAP financial measures should be evaluated in conjunction with, and are not a substitute for, First Cash's GAAP financial measures. Further, because these non-GAAP financial measures are not determined in accordance with GAAP and are thus susceptible to varying calculations, EBITDA, adjusted EBITDA and free cash flow, as presented, may not be comparable to other similarly titled measures of other companies.

EBITDA and Adjusted EBITDA

First Cash defines EBITDA as net income before income taxes, depreciation and amortization, interest expense and interest income and adjusted EBITDA as net income before income taxes, depreciation and amortization, interest expense, interest income and non-recurring charges as listed below. First Cash believes EBITDA and adjusted EBITDA are commonly used by investors to assess a company's leverage capacity, liquidity and financial performance. However, EBITDA and adjusted EBITDA have limitations as analytical tools and should not be considered in isolation or as substitutes for net income or other statement of income data prepared in accordance with GAAP. The following table provides a reconciliation of net income to EBITDA and adjusted EBITDA (unaudited, in thousands):

	Three Months Ended			Year Ended December 31,			
	March 31, 2016	2015	2015	2014	2013	2012	2011
Net income	\$ 13,174	\$ 16,788	\$ 60,710	\$ 85,166	\$ 83,846	\$ 80,359	\$ 77,782

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Income taxes	6,487	7,601	26,971	31,542	35,713	41,375	36,950
Depreciation and amortization (1)	4,937	4,458	17,446	17,476	15,361	12,939	10,944
Interest expense	4,460	4,020	16,887	13,527	3,492	1,488	135
Interest income	(274)	(344)	(1,566)	(682)	(322)	(216)	(277)
EBITDA	28,784	32,523	120,448	147,029	138,090	135,945	125,534
Adjustments:							
Non-recurring restructuring expenses related to U.S. consumer loan operations		129	8,878				
Non-recurring acquisition expenses	400	65	2,875	998	2,350	1,300	315
Adjusted EBITDA	\$ 29,184	\$ 32,717	\$ 132,201	\$ 148,027	\$ 140,440	\$ 137,245	\$ 125,849

- (1) For the three months ended March 31, 2015 and year ended December 31, 2015, excludes \$89 and \$493, respectively, of depreciation and amortization, which is included in the non-recurring restructuring expenses related to U.S. consumer loan operations.

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For purposes of its internal liquidity assessments, First Cash considers free cash flow, which is defined as cash flow from operating activities reduced by purchases of property and equipment and net cash outflow from loan receivables. Free cash flow is commonly used by investors as a measure of cash generated by business operations that will be used to repay scheduled debt maturities and can be used to invest in future growth through new business development activities or acquisitions, repurchase stock, pay cash dividends or repay debt obligations prior to their maturities. These metrics can also be used to evaluate First Cash's ability to generate cash flow from business operations and the impact that this cash flow has on First Cash's liquidity. However, free cash flow has limitations as an analytical tool and should not be considered in isolation or as a substitute for cash flow from operating activities, including discontinued operations, or other income statement data prepared in accordance with GAAP. The following table reconciles net cash flow from operating activities to free cash flow (unaudited, in thousands):

	Three Months Ended			Year Ended December 31,			
	March 31,			2014	2013	2012	2011
	2016	2015	2015				
Cash flow from operating activities	\$ 25,076	\$ 27,430	\$ 92,749	\$ 97,679	\$ 106,718	\$ 88,792	\$ 80,375
Cash flow from investing activities:							
Loan receivables	5,293	8,312	(3,716)	(2,470)	(411)	(17,325)	(5,208)
Purchases of property and equipment	(6,343)	(4,386)	(21,073)	(23,954)	(26,672)	(21,841)	(28,974)
Free cash flow	\$ 24,026	\$ 31,356	\$ 67,960	\$ 71,255	\$ 79,635	\$ 49,626	\$ 46,193

Table of Contents**Selected Historical Consolidated Financial Data of Cash America**

The following table sets forth selected consolidated financial information and other data for Cash America as of and for each of the three months ended March 31, 2016 and March 31, 2015 and as of and for each of the years in the five-year period ended December 31, 2015. The selected consolidated income statement data for the years ended December 31, 2015, 2014 and 2013 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated income statement data for the years ended December 31, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011 have been derived from audited consolidated financial statements of Cash America that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of and for each of the three months ended March 31, 2016 and 2015 is derived from the unaudited condensed consolidated financial statements included in Cash America's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial information includes all adjustments, consisting of normal recurring adjustments, which Cash America considers necessary for a fair statement of its financial position and results of operations for those periods. The results for the three months ended March 31, 2016 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2016 or any other period.

The consolidated financial information set forth below should be read in conjunction with Cash America's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

	Three Months Ended		Year Ended December 31,			
	March 31, 2016	2015	2015	2014	2013	2012
	(dollars and shares in thousands, except per share data)					
Income Data (1)						
Revenue	\$ 277,205	\$ 271,762	\$ 1,029,491	\$ 1,094,696	\$ 1,030,486	\$ 1,139,443
Cost of Operations	144,044	147,091	567,144	589,550	586,514	632,039
Income (Loss) from Continuing Operations before Income Taxes	19,748	16,234	56,288	32,967	61,168	89,627
Income (Loss) from Continuing Operations	15,955	12,757	43,044	(8,346)	43,985	81,370
Income (Loss) from Discontinued Operations, Net of Tax	10,633	7,845	27,566	(10,387)	59,182	40,901
Income (Loss) attributable to Cash America International, Inc.	\$ 10,633	\$ 7,845	\$ 27,566	\$ 98,638	\$ 142,528	\$ 107,470
Earnings Per Share:						
(Loss) from Continuing Operations	\$ 0.43	\$ 0.27	\$ 1.02	\$ (0.36)	\$ 2.07	\$ 1.39
(Loss) from Discontinued Operations				3.77	2.91	2.26
Attributable to Cash America International, Inc.	\$ 0.43	\$ 0.27	\$ 1.02	\$ 3.41	\$ 4.97	\$ 3.64
Earnings Per Share:						
(Loss) from Continuing Operations	\$ 0.42	\$ 0.27	\$ 1.01	(0.36)	\$ 1.93	\$ 1.30
(Loss) from Discontinued Operations				3.72	2.72	2.12
Attributable to Cash America International, Inc.	\$ 0.42	\$ 0.27	\$ 1.01	\$ 3.36	\$ 4.66	\$ 3.42
Declared per common share	\$ 0.080	\$ 0.050	\$ 0.200	\$ 0.140	\$ 0.140	\$ 0.140

verage common shares outstanding:

24,811	28,692	27,022	28,901	28,657	29,514
25,121	28,780	27,238	29,341	30,613	31,452

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	Three Months Ended			Year Ended December 31,		
	March 31,					
	2016	2015	2015	2014	2013	2012
	(dollars and shares in thousands, except per share data)					
Balance Sheet at End of Period (1)						
Equivalents	\$ 48,321	\$ 120,058	\$ 23,153	\$ 53,042	\$ 19,748	\$ 23,822
Net assets	210,724	210,060	248,713	252,168	261,148	244,640
Change for disposition, net	223,660	196,024	241,549	212,849	208,899	167,400
Net assets	23,986	31,897	31,291	44,853	54,732	58,630
From continuing operations (2)	528,196	663,621	566,246	686,757	939,997	859,710
From continuing operations (2)	1,310,815	1,475,990	1,368,738	1,518,525	1,841,447	1,655,580
From discontinued operations (2)					616,338	537,760
Total	1,310,815	1,475,990	1,368,738	1,518,525	2,457,785	2,193,340
Less current maturities of long-term debt) (2)(3)	179,173	192,838	208,971	192,548	731,430	576,280
Total	978,725	1,105,351	998,159	1,133,202	1,082,423	990,620
Ratio of Period						
From continuing operations	7.2x	9.0x	6.9x	8.5x	8.5x	7.3x
	18.3%	17.4%	20.9%	17.0%	67.6%	58.3%

(1) As a result of the Enova spin transaction in November 2014, Cash America has presented financial information for Enova as discontinued operations.

(2) Effective January 1, 2016, Cash America early adopted ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes* (ASU 2015-17), which requires that all deferred tax assets and liabilities be classified as noncurrent on the balance sheet. Cash America retrospectively applied ASU 2015-17 for all periods presented in the table above. The adjustment amounts in the table below, made as a result of the adoption of ASU 2015-17, represent adjustments to amounts previously disclosed in Item 6. Selected Financial Data in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015 (dollars in thousands):

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Increase (decrease) from previously reported amounts					
Working capital from continuing operations	(7,672)	27,820	(8,448)	(17,892)	(11,087)
Total assets from continuing operations	(7,672)		(8,448)	(17,892)	(11,087)
Total assets from discontinued operations			(30,352)	(31,100)	(23,978)
Total assets	(7,672)		(38,800)	(48,992)	(35,065)

Effective January 1, 2016, Cash America early adopted ASU 2015-03 and Cash America retrospectively applied ASU 2015-03 for all periods presented in the table above. The adjustment amounts in the table below, made as a result of the adoption of ASU 2015-03, represent adjustments to amounts previously disclosed in Item 6. Selected Financial Data in Cash America's Annual Report on Form 10-K for the year ended December 31, 2015 (dollars in thousands):

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Increase (decrease) from previously reported amounts					
Total assets from continuing operations	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)
Total assets	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)
	(2,587)	(3,922)	(8,559)	(2,046)	(2,989)

Total debt (includes current maturities of long-term debt)

(3) Total debt was used to support Cash America's total operations, which included Enova for 2013, 2012 and 2011.

Non-GAAP Disclosure

In addition to the financial information prepared in conformity with GAAP, Cash America has provided certain historical non-GAAP measures in the tables below, including (i) adjusted EBITDA, which Cash America defines as earnings excluding depreciation, amortization, interest, foreign currency transaction gains or losses, loss on early extinguishment of debt, gain on disposition of equity securities, equity in loss of unconsolidated subsidiary and provision or benefit for income taxes, and (ii) free cash flow, which Cash America defines as cash flow from continuing operating activities reduced by purchases of property and equipment and net cash outflow from pawn and consumer loan activities.

Management believes that the presentation of these measures provides users of the financial statements with greater transparency and facilitates a more meaningful comparison of operating results across a broad spectrum of companies with varying capital structures, compensation strategies, derivative instruments and depreciation

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and amortization methods. In addition, management believes this information provides a more in-depth and complete view of Cash America's financial performance, competitive position and prospects for the future and may highlight trends in Cash America's business that may not otherwise be apparent when relying on financial measures calculated in accordance with GAAP. Management also believes that non-GAAP measures are frequently used by investors to analyze operating performance, evaluate Cash America's ability to incur and service debt and its capacity for making capital investments, and to help assess Cash America's estimated enterprise value.

Management believes the non-GAAP measures included herein, including the adjustments shown, provide more meaningful information regarding the ongoing operating performance, provide more useful period-to-period comparisons of operating results, both internally and in relation to operating results of competitors, enhance analysts and investors' understanding of the core operating results of the business and provide a more accurate indication of Cash America's ability to generate cash flows from operations. Therefore, management believes it important to clearly identify these measures for investors.

Management has determined that the adjustments to the adjusted EBITDA included in the tables below are useful to investors in order to allow them to compare Cash America's financial results for the periods presented without the effect of the below items, which management believes are less frequent in nature:

the gain on disposition of equity securities;

the loss on early extinguishment of debt;

severance and other employee-related costs for administrative and operations staff reductions in connection with Cash America's reorganization to better align the corporate and operating cost structure with its remaining storefront operations after the Enova spin transaction (the "Reorganization");

the loss on significant divestitures of non-strategic operations;

the charges related to the closure of 36 locations in Texas in 2013 that offered consumer loans as their primary source of revenue (the "Texas Consumer Loan Store Closures");

the adjustments for a penalty paid to the Consumer Financial Protection Bureau (the "CFPB") in connection with the issuance of a consent order by the CFPB in November 2013 (the "Regulatory Penalty");

charges related to a significant litigation settlement in 2013 (the "2013 Litigation Settlement");

an adjustment made in 2013 (the "Ohio Adjustment for the Ohio Reimbursement Program") to decrease Cash America's remaining liability following an assessment of the claims made under a voluntary program initiated in 2012 to reimburse Ohio customers in connection with certain legal collections proceedings

initiated by Cash America in Ohio;

a recognized income tax benefit related to a tax deduction included on Cash America's 2013 federal income tax return for its tax basis in the stock of its subsidiary that previously owned its Mexico-based pawn operations, Creazione Estilo, S.A. de C.V. (Creazione), a Mexican *sociedad anónima de capital variable* (the Creazione Deduction); and

the reorganization of Cash America's Mexico-based pawn operations in 2012 to include only 47 full-service pawn locations and discontinuation of the operations of 148 of its Mexico-based pawn locations (the Mexico Reorganization).

Management provides non-GAAP financial information for informational purposes and to enhance understanding of Cash America's GAAP consolidated financial statements. Readers should consider the information in addition to, but not instead of or superior to, its financial statements prepared in accordance with GAAP. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes.

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The following table provides a reconciliation between net income (loss) from continuing operations, which is the nearest GAAP measure presented in Cash America's financial statements, to adjusted EBITDA from continuing operations (dollars in thousands):

	Three Months Ended March 31,			Year Ended December 31,			
	2016	2015	2015	2014	2013	2012	2011
Net income (loss) from continuing operations	\$ 10,633	\$ 7,845	\$ 27,566	\$ (10,387)	\$ 59,182	\$ 40,901	\$ 87,514
Net loss (income) attributable to the noncontrolling interest in continuing operations					308	(5,806)	(797)
Provision (benefit) for income taxes (1)	5,322	4,912	15,478	2,041	(15,505)	39,114	