

CASH AMERICA INTERNATIONAL INC

Form 10-K/A

February 15, 2007

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 1)**

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

**For the fiscal year ended December 31, 2005**

**OR**

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

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

**Commission File Number 1-9733**

**CASH AMERICA INTERNATIONAL, INC.**

*(Exact name of registrant as specified in its charter)*

**Texas**

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

**1600 West 7<sup>th</sup> Street**

**Fort Worth, Texas**

*(Address of principal executive offices)*

**75-2018239**

*(I.R.S. Employer Identification No.)*

**76102 2599**

*(Zip Code)*

Registrant's telephone number, including area code:

(817) 335-1100

**Securities Registered Pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Name of Each Exchange on Which Registered**

Common Stock, \$.10 par value per share

New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act:**

Common Stock Purchase Rights

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Security Act.

Yes  No

Indicate by check if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Yes  No

The aggregate market value of 27,405,000 shares of the registrant's Common Stock held by non-affiliates on June 30, 2005 was approximately \$551,387,000.

At February 13, 2006 there were 29,360,895 shares of the registrant's Common Stock, \$.10 par value, issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive Proxy Statement pertaining to the 2006 Annual Meeting of Shareholders are incorporated herein by reference into PART III of this Form 10-K.

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**CASH AMERICA INTERNATIONAL, INC.**  
**YEAR ENDED DECEMBER 31, 2005**  
**INDEX TO FORM 10-K/A**

|   |   |
|---|---|
| <u>Item 9A. Controls and Procedures</u>                                 | 1 |
| <u>Item 15. Exhibits and Financial Statement Schedules</u>              | 1 |
| <b><u>SIGNATURES</u></b>  | 2 |
| <u>Certification of Chief Executive Officer</u>                         |   |
| <u>Certification of Chief Financial Officer</u>                         |   |
| <u>Certification of Chief Executive Officer Pursuant to Section 906</u> |   |
| <u>Certification of Chief Financial Officer Pursuant to Section 906</u> |   |

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**Table of Contents**

**Introductory Note**

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 (the 2005 10-K ), which was originally filed on March 2, 2006, to revise certain disclosures concerning our internal controls and procedures in Item 9A, based on an SEC request. This request was one element of a review by the Division of Corporation Finance of the SEC of our Annual Report on Form 10-K for the year ended December 31, 2005. We have received and responded to the various SEC staff comments.

This Form 10-K/A does not affect the Company's Consolidated Financial Statements or related Notes, or other information as presented in our 2005 10-K. This Form 10-K/A does not reflect events that have occurred after our 2005 10-K was originally filed or update the information set forth in the 2005 10-K originally filed for matters that occurred subsequent to such original filing date.

**ITEM 9A. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2005 ( Evaluation Date ). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms; and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to our management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

The Report of Management on Internal Control Over Financial Reporting is included in Item 8 of this annual report on Form 10-K. There was no change in the Company's internal control over financial reporting during the quarter ended December 31, 2005, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company's management, including its Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures or internal controls will prevent all possible error and fraud. The Company's disclosure controls and procedures are, however, designed to provide reasonable assurance of achieving their objectives, and the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's financial controls and procedures are effective at that reasonable assurance level.

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Amendment No. 1 to Annual Report on Form 10-K/A:

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 31.1           | Certification of Chief Executive Officer.  |
| 31.2           | Certification of Chief Financial Officer.  |
| 32.1           | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2           | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 14, 2007.

CASH AMERICA  
INTERNATIONAL, INC.

By: /s/ DANIEL R. FEEHAN

Daniel R. Feehan  
*Chief Executive Officer and President*

Pursuant to the requirements of the Securities and Exchange Act of 1934, the report has been signed by the following persons on February 14, 2007 on behalf of the registrant and in the capacities indicated.

| Signature  | Title  | Date              |
|--|--|-------------------|
| /s/ Jack R. Daugherty<br><br>Jack R. Daugherty           | Chairman of the Board<br>Of Directors  | February 14, 2007 |
| /s/ Daniel R. Feehan<br>Daniel R. Feehan                 | Chief Executive Officer,<br>President and Director<br>(Principal Executive Officer)                        | February 14, 2007 |
| /s/ Thomas A. Bessant, Jr.<br><br>Thomas A. Bessant, Jr. | Executive Vice President and<br>Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | February 14, 2007 |
| /s/ A. R. Dike<br><br>A. R. Dike                         | Director   | February 14, 2007 |
| /s/ James H. Graves<br><br>James H. Graves               | Director   | February 14, 2007 |
| /s/ B.D. Hunter<br><br>B. D. Hunter                      | Director   | February 14, 2007 |
| /s/ Timothy J. McKibben<br><br>Timothy J. McKibben       | Director   | February 14, 2007 |
| /s/ Alfred M. Micllef<br><br>Alfred M. Micallef          | Director   | February 14, 2007 |
| /s/ Daniel E. Berce                                      |  |                   |

Director

February 14, 2007

Daniel E. Berce

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**Table of Contents**

**EXHIBIT INDEX**

The following documents are filed as a part of this report. Those exhibits previously filed and incorporated herein by reference are identified by reference to the list of prior filings after the list of exhibits. Exhibits not required for this report have been omitted.

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