
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 28, 2005**

Euronet Worldwide, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-22167
(Commission
File Number)

74-2806888
(I.R.S. Employer
Identification No.)

4601 College Boulevard
Leawood, Kansas 66211
(Address of principal executive office)(Zip Code)

(913) 327-4200
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On September 28, 2005, Euronet Worldwide, Inc. (the "Company") issued a press release announcing that it intended to offer, subject to market and other conditions, approximately \$125 million principal amount of convertible debentures due 2025 in a transaction made only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933. A copy of the press release announcing the offering is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the debentures or any other securities.

In connection with the offering, the Company anticipates disclosing the following updated information to prospective investors. You should not expect that the following statements will be updated or supplemented as a result of changing circumstances or otherwise, and we disclaim any obligation to update such statements to reflect events or circumstances after the date hereof.

The Company is in active discussions concerning a few potential acquisitions of complementary businesses generating approximately \$100 million in annual revenues and approximately \$15 million in annual earnings before interest, taxes, depreciation and amortization based on the most recent fiscal quarter. The Company expects the aggregate purchase price would be approximately 15% of the Company's total assets. The likelihood of completing these acquisitions, the terms thereof and confirmation of the financial information set forth above will depend on, among other things, the completion of the Company's due diligence investigation of these companies. The consideration the Company would pay for these acquisitions could include cash, common stock, promissory notes, assumptions of liabilities or some combination thereof. Because the Company regularly evaluates and pursues acquisition opportunities that are consistent with its growth strategy, additional acquisition opportunities may arise. There can be no assurance that any of these acquisition opportunities will be consummated or that the Company will achieve any or all of the anticipated benefits of such acquisitions.

In a second press release, dated September 28, 2005, the Company also confirmed, consistent with its July 26, 2005 press release, that it expects earnings per share to be approximately \$0.24 for the third quarter of 2005, which is \$0.01 more than the second quarter of 2005. These earnings per share figures do not take into consideration the effects of foreign exchange gains or losses, discontinued operations, losses on the early retirement of debt, and other non-operating or unusual items, as the Company cannot reasonably project the amount of these items. A copy of the press release announcing the Company's confirmation of its earnings guidance is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference. A copy of the July 26, 2005 press release was attached as Exhibit 99.1 to the Company's Current Report on Form 8-K furnished, not filed, by the Company to the Securities and Exchange Commission on July 27, 2005.

Item 9.01 Financial Statements and Exhibits

Number	Description
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99.1	Press Release, dated September 28, 2005
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99.2	Press Release, dated September 28, 2005
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

EURONET WORLDWIDE, INC.

By: /s/ Jeffrey B. Newman

Jeffrey B. Newman
Executive Vice President

Date: September 28, 2005



News Release

For Immediate Release

Date: September 28, 2005

Corporate Headquarters
4601 College Boulevard, Suite 300
Leawood, Kansas, 66211 USA
1-913-327-4200

Media Contact:
Investor Relations:

Shruthi Dyapaiah
IR Dept

1-913-327-4225
1-913-327-4200

sdypaiah@euronetworldwide.com
investor@euronetworldwide.com

Euronet Worldwide Announces Offering of \$125 Million of Convertible Debentures

LEAWOOD, KANSAS—September 28, 2005—Euronet Worldwide, Inc. (NASDAQ: EEFY), a leading electronic payments provider, today announced that it plans to offer to qualified institutional buyers, pursuant to Rule 144A under the Securities Act of 1933, \$125 million aggregate principal amount of Convertible Debentures due 2025. Euronet also plans to grant to the initial purchaser an option to purchase up to an additional \$15 million aggregate principal amount of the debentures.

The debentures will be unsecured obligations of Euronet, subordinated in right of payment to Euronet's secured credit facilities and any secured renewal, refinancing or replacement thereof, and will be convertible, under certain circumstances, into common stock of Euronet. The debentures may not be redeemed by Euronet prior to October 2012. Holders of the debentures may require Euronet to repurchase some or all of the debentures in October 2012, 2015, and 2020 and upon certain specified corporate transactions.

Euronet intends to use the net proceeds of the offering for general corporate purposes, which may include share repurchases, acquisitions of non-US entities or other strategic investments. The closing of the sale of any debentures is subject to Euronet's satisfaction with the final terms, including conversion premium and coupon rate.

This press release does not constitute an offer to sell or the solicitation of any offer to buy any securities. The offering will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933. The securities to be offered have not been registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the federal securities laws that involve risks and uncertainties. Such forward-looking statements include the expectations, plans or prospects for Euronet, including whether or not Euronet will offer the debentures or consummate the offering, the anticipated terms of the debentures and the offering and the anticipated use of proceeds of the offering. The statements made by Euronet are based upon management's current expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include market conditions and other factors beyond Euronet's control and the risk factors and other cautionary statements discussed in Euronet's filings with the U.S. Securities and Exchange Commission including but not limited to Euronet's Form 10-K for the period ended December 31, 2004 and its Forms 10-Q for the periods ended March 31, 2005 and June 30, 2005. Copies of these filings may be obtained by contacting the company or the SEC. Euronet does not intend to update these statements and undertakes no duty to any person to effect any such update under any circumstances.



News Release

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sdyapaiah@euronetworldwide.com
investor@euronetworldwide.com

Euronet Worldwide Confirms Quarterly Earnings Guidance

LEAWOOD, KANSAS—September 28, 2005—Euronet Worldwide, Inc. (NASDAQ: EEFY), a leading electronic payments provider, confirmed today that, consistent with its July 26, 2005 press release, it expects earnings per share to be approximately \$0.24 for the third quarter of 2005, which is \$0.01 more than the second quarter of 2005. This earnings per share figure does not take into consideration the effects of foreign exchange gains or losses, discontinued operations, losses on the early retirement of debt, and other non-operating or unusual items, as Euronet cannot reasonably project the amount of these items. A copy of the July 26, 2005 press release was attached as Exhibit 99.1 to Euronet's Current Report on Form 8-K furnished, not filed, by Euronet to the Securities and Exchange Commission on July 27, 2005.

About Euronet Worldwide

Euronet Worldwide is an industry leader in processing secure electronic financial transactions. The company offers outsourcing and consulting services, integrated EFT software, network gateways, electronic prepaid top-up services to financial institutions, mobile operators and retailers, as well as electronic consumer money transfer and bill payment services. Euronet operates and services the largest pan-European group of ATMs and operates the largest Indian shared ATM network. Euronet is also one of the largest providers of prepaid processing, or top-up services, for prepaid mobile airtime. The company is a licensed electronic money transmitter and bill payment company via Euronet Payments and Remittance, Inc. The company has processing centers located in the U.S., Europe and Asia, and processes electronic top-up transactions at more than 208,000 point-of-sale terminals across more than 101,000 retailers in Europe, Asia Pacific, Africa, and the U.S. With corporate headquarters in Leawood, Kansas, USA, and 23 offices worldwide, Euronet serves clients in more than 70 countries. Visit the company's web site at www.euronetworldwide.com.

Forward-Looking Statements

Any statements contained in this news release that concern the company's or management's intentions, expectations, or predictions of future performance, are forward-looking statements. Euronet's actual results may vary materially from those anticipated in such forward-looking statements as a result of a number of factors, including: technological developments affecting the market for the company's products and services; foreign exchange fluctuations; and changes in laws and regulations affecting the company's business. These risks and other risks are described in the company's periodic filings with the Securities and Exchange Commission, including but not limited to Euronet's Form 10-K for the period ended December 31, 2004 and its Forms 10-Q for the periods ended March 31, 2005 and June 30, 2005. Copies of these filings may be obtained by contacting the company or the SEC. Euronet does not intend to update these statements and undertakes no duty to any person to effect any such update under any circumstances.