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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): May 20, 2009

**Euronet Worldwide, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-31648**  
(Commission  
File Number)

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

**4601 College Boulevard, Suite 300**  
**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 3.03 Material Modification to Rights of Security Holders.**

On May 20, 2009, the stockholders of Euronet Worldwide, Inc. ("Euronet") approved an amendment to Article EIGHTH of the Certificate of Incorporation to eliminate mandatory indemnification of non-executive employees and agents. The amendment became effective on May 21, 2009 upon the filing of a Certificate of Amendment with the Delaware Secretary of State.

The foregoing description of the amendment to the Certificate of Incorporation does not purport to be complete and is qualified in its entirety by reference to the amendment which is set forth in Exhibit 3.1 attached hereto and to the description of the amendment in Proposal 2 of Euronet's Definitive Proxy Statement filed with the Securities and Exchange Commission ("SEC") on April 14, 2009 ("Proxy Statement"), which are incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 20, 2009, Euronet's stockholders approved amendments to the Euronet Worldwide, Inc. 2006 Stock Incentive Plan (the "Plan"). The amendments include the following:

- an increase in the number of shares of common stock that are available for issuance under the Plan from 4 million to 8 million, in addition to the shares reallocated to the Plan from Euronet's 2002 Stock Incentive Plan (the "Prior Plan");
- authorization of the issuance under the Plan of the following additional shares of common stock: (1) shares available for the issuance of awards under the Prior Plan and (2) shares subject to awards outstanding under the Prior Plan to the extent such awards expire or are cancelled or terminated without shares of common stock being issued;
- extension of the date after which no new awards may be granted under the Plan from May 18, 2016 to May 20, 2019;
- approval of an expanded list of stockholder-approved performance goals that may be utilized under the Plan; and
- an increase in the maximum number of shares of common stock that may be subject to awards granted to any employee in any one-year period under the Plan from 400,000 shares to 500,000 shares.

The foregoing description of the amendments to the Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, as amended, which is attached as Appendix 1 to the Proxy Statement and to the description of the amendments to the Plan in Proposal 4 of Euronet's Proxy Statement, which are incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Please see the disclosure set forth under Item 3.03 regarding the amendment to Euronet's Certificate of Incorporation, which is incorporated by reference into this Item 5.03.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to Certificate of Incorporation
3.2	Certificate of Incorporation, as amended
10.1	Euronet Worldwide, Inc. 2006 Stock Incentive Plan, as amended (incorporated by reference from Appendix 1 to Euronet's Definitive Proxy Statement filed with the SEC on April 14, 2009).

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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 – General Counsel

Date: May 21, 2009

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EXHIBIT INDEX

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
EURONET WORLDWIDE, INC.**

Euronet Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that Article EIGHTH of Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

EIGHTH: The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director or an officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as it may be amended from time to time.

**SECOND:** That thereafter, pursuant to resolutions of its Board of Directors, an annual meeting of the stockholders of said Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed by its authorized officer this 21st day of May, 2009.

EURONET WORLDWIDE, INC.

By: /s/ Jeffery B. Newman  
Jeffery B. Newman  
Executive Vice President – General Counsel

**CERTIFICATE OF INCORPORATION  
OF  
EURONET SERVICES INC.**

FIRST: The name of the corporation (the "Corporation") is:

Euronet Services Inc.

SECOND: (a) The address of the registered office of the Corporation in Delaware is:

Corporation Trust Center  
1209 Orange Street  
City of Wilmington, County of New Castle  
Delaware 19801

(b) The name of the Corporation's registered agent at the address of its registered office is:

The Corporation Trust Company

THIRD: The purpose of the Corporation is to engage in, promote and carry on any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock");
2. Thirty Million (30,000,000) shares of common stock, with a par value of one cent (\$.01) per share ("Common Shares");

(b) The Board of Directors is hereby expressly authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of two-thirds (2/3) of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of

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any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

FIFTH: The powers of the Incorporator are to terminate upon the election of the first Board of Directors. The name and address of the Incorporator are as follows:

Jeffrey B. Newman  
c/o Arent Fox  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036-5339

SIXTH: The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the state of Delaware. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

The directors, other than those who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the conclusion of the first annual meeting of stockholders, the term of office of the second class to expire at the conclusion of the annual meeting of stockholders one year thereafter and the term of office of the third class to expire at the conclusion of the annual meeting of stockholders two years thereafter, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.

Notwithstanding any contained in this Certificate of Incorporation or the Bylaws of the Corporation to the contrary, the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding shares of stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article SIXTH.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation shall be stated in the Corporations's Bylaws, as they may be amended from time to time. The Board of Directors shall be authorized to adopt, amend or repeal the Bylaws.

EIGHTH: The Corporation shall indemnify each of the individuals who may be indemnified to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as it may be amended from time to time ("Section 145"), (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145, and (ii) in each and every situation where, under Section 145, the Corporation is not obligated, but is permitted or



empowered, to make such indemnification. The Corporation shall promptly make or cause to be made any determination which Section 145 requires.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is subsequently amended to further eliminate or limit the liability of the director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended General Corporation Law of the State of Delaware.

TENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation.

By executing this Certificate of Incorporation, I hereby declare and certify that this is my act and deed and the facts stated in this Certificate of Incorporation are true.

Dated: December 13, 1996

/s/ Jeffrey B. Newman

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Jeffrey B. Newman

**Certificate of Correction  
Being Filed to Correct  
Certain Errors in  
The Certificate of Incorporation  
of  
Euronet Services Inc.**

Euronet Services Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the Corporation), does hereby certify the following:

FIRST: The name of the Corporation is:

Euronet Services Inc.

SECOND: The Certificate of Incorporation (the Certificate) was filed by the Secretary of State of the State of Delaware on December 13, 1996 and the Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.

THIRD: The Certificate incorrectly stated Article FOURTH(a) as follows:

FOURTH (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock");
2. Thirty Million (30,000,000) shares of common stock, with a par value of one cent (\$.01) per share ("Common Shares");

The foregoing Article FOURTH(a) was erroneously stated since the par value of the stock is incorrect.

FOURTH: The inaccuracy of the Certificate is hereby corrected, by deleting the present Article FOURTH(a) and inserting a new Article FOURTH(a) as follows:

FOURTH (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$.02) per share (the "Preferred Stock");
2. Thirty Million (30,000,000) shares of common stock, with a par value of two cents (\$.02) per share ("Common Shares");

IN WITNESS WHEREOF, this Certificate of Correction is executed on this 4<sup>th</sup> day of March, 1997, by the Secretary of the Corporation in accordance with Section 103(a)(2) of the General Corporation Law of the State of Delaware.

/s/ Jeffrey B. Newman

Jeffrey B. Newman  
Secretary

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

First: That at a meeting of the Board of Directors of Euronet Services Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"First: The name of the corporation (the "Corporation") is: Euronet Worldwide, Inc."

Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

Third: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY:                              /s/ Jeffrey B. Newman            
  (Authorized Officer)

NAME:                JEFFREY NEWMAN  
  (Type or Print)

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

First: That at a meeting of the Board of Directors of Euronet Worldwide, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Seventy Million (70,000,000) shares, consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$0.02) per share ("Preferred Stock");
2. Sixty Million (60,000,000) shares of common stock, par value two cents (\$0.02) per share ("Common Stock")."

Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: /s/ Michael J. Brown  
(Authorized Officer)

NAME: MICHAEL J. BROWN  
(Type or Print)

Attested to BY: /s/ Jeffrey B. Newman  
(Corporate Secretary)

NAME: JEFFREY B. NEWMAN  
(Type or print)

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**STATE of DELAWARE**  
**CERTIFICATE of CORRECTION**  
**FILED TO CORRECT**  
**A CERTAIN ERROR IN THE CERTIFICATE OF**  
**AMENDMENT OF CERTIFICATE OF INCORPORATION OF**  
**EURONET WORLDWIDE, INC.**  
**FILED IN THE OFFICE OF THE SECRETARY OF STATE**  
**OF DELAWARE ON DECEMBER 11, 2001**

Euronet Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is Euronet Worldwide, Inc.
2. That a Certificate of Amendment of Certificate of Incorporation was filed by the Secretary of State of Delaware on December 11, 2001, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows: The Certificate states it is an amendment to Article "FOURTH"; however, it should state it is an amendment to Article "FOURTH (a)".
4. Article First of the Certificate of Amendment is corrected to read as follows:

First: That at a meeting of the Board of Directors of Euronet Worldwide, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof number "FOURTH (a)" so that, as amended, said Article shall be and read as follows:

"FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Seventy Million (70,000,000) shares, consisting of:

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1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$0.02) per share ("Preferred Stock");
2. Sixty Million (60,000,000) shares of common stock, par value two cents (\$0.02) per share ("Common Stock")."

5. The remainder of the Article shall be in full force and effect.

In Witness Whereof, said Euronet Worldwide, Inc. has caused this Certificate to be signed by Jeffrey B. Newman, an authorized officer, this 8th day of February, 2002.

BY: /s/ Jeffrey B. Newman  
(Authorized Officer)

Name: Jeffrey B. Newman  
Title: Executive Vice President

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