

Edgar Filing: EURONET WORLDWIDE INC - Form 424B3

EURONET WORLDWIDE INC
Form 424B3
September 30, 2004

Prospectus Supplement No. 1 dated
September 30, 2004
(To Prospectus dated August 18, 2004)

Filed pursuant to Rule 424(b)(3)
SEC File No.333-117948

PROSPECTUS SUPPLEMENT
[Euronet Worldwide Logo]
Euronet Worldwide, Inc.
477,466 shares of Common Stock

This prospectus supplement relates to the offer and sale of shares of our common stock by selling stockholders. This prospectus supplement may only be delivered or used in connection with our prospectus dated August 18, 2004.

Our common stock is listed on the Nasdaq National Market under the symbol "EEFT."

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is September 30, 2004.

The information set forth below supplements or supercedes in part the information contained under the caption "Selling Stockholder" in our prospectus.

Charles Stimson transferred certain shares of Euronet stock and the right to receive certain additional shares of Euronet stock covered by the prospectus in a private transaction to Brady Beshear.

Mr. Beshear did not have a material relationship with us during the three years prior to our acquisition of shares of CPI on July 6, 2004 and has not had a material relationship with us since that date.

The table below shows the number of shares owned by the selling stockholders based upon information they have provided to us as of September 27, 2004. These numbers do not reflect the impact of any adjustments or limitations described in the prospectus and this prospectus supplement. We cannot estimate the number of shares the selling stockholders will hold after completion of this offering because they may sell all or a portion of the shares and there are currently no agreements, arrangements or understandings with respect to the number of shares to be sold by them. We have assumed for purposes of this table that none of the shares offered will be held by the selling stockholders after the completion of this offering.

Number of Additional Shares of Common Stock That			
Number of Shares of	May Be Issued or	Number of Shares of	Number of Shares of Common Stock

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Name of Selling Stockholder	Common Stock Owned Prior to this Offering	Transferred to the Selling Stockholder	Common Stock Offered Under this Prospectus	Owned Upon Completion of the Offering
Charles Stimson	123,254 (1)	253,494 (2)	376,748	-0-
Brady Beshear	32,868 (1)	67,850 (3)	100,718	-0-
TOTAL	156,122 (1)	321,344	477,466	-0-

(1) The 156,122 shares consist of 125,794 shares issued to Mr. Stimson as the First Stock Payment (as defined in the prospectus) and 30,328 additional shares issued to Mr. Stimson as the Stock Payment True-Up Shares (as defined in the prospectus) payable with respect to the First Stock Payment. Mr. Stimson transferred 32,868 of these shares to Mr. Beshear.

(2) The shares set forth include (a) 98,844 shares of our common stock representing Mr. Stimson's share of the Escrow Shares, (b) 44,915 shares of our common stock representing Mr. Stimson's share of the Stock Payment True-Up Shares, based upon current estimates, (c) 33,317 shares of our common stock representing Mr. Stimson's share of the Net Asset Payment Shares, based upon current estimates, and (d) 76,418 shares of our common stock representing Mr. Stimson's share of the Earn Out Shares, based upon current estimates.

(3) Based upon information provided to us by the selling stockholders, these shares represent shares which Mr. Stimson is required to transfer to Mr. Beshear if and when such shares are issued to Mr. Stimson by us, pursuant to an agreement between Mr. Stimson and Mr. Beshear. The shares set forth include (a) 26,950 shares of our common stock representing Mr. Beshear's share of the Escrow Shares, (b) 13,467 shares of our common stock representing Mr. Beshear's share of the Stock Payment True-Up Shares, based upon current estimates, (c) 8,329 shares of our common stock representing Mr. Beshear's share of the Net Asset Payment Shares, based upon current estimates, and (d) 19,104 shares of our common stock representing Mr. Beshear's share of the Earn Out Shares, based upon current estimates.

You should rely only on the information contained in or incorporated by reference into the prospectus and this prospectus supplement. We have not authorized anyone to provide you with different information, and you should not rely on any such information. We are not making an offer of these securities in any jurisdiction where an offer or sale of these securities is not permitted. You should not assume that the information in the prospectus and this prospectus supplement, and the documents incorporated by reference herein, is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since such dates.

[Euronet Worldwide Logo]

477,466 Shares

Euronet Worldwide, Inc.

Common Stock

PROSPECTUS SUPPLEMENT

September 30, 2004