

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FirstCash, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

75-2237318

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

1600 West 7th Street

Ft. Worth, Texas 76102

(Address, Including Zip Code, of Principal Executive Offices)

FirstCash, Inc. 2011 Long-Term Incentive Plan

(Full Title of the Plan)

Rick L. Wessel

Chief Executive Officer

FirstCash, Inc.

1600 West 7th Street

Ft. Worth, Texas 76102

(817) 355-1100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for
Service)

With a copy to:

John B. Shannon, Esq.

Alston & Bird LLP

1201 West Peachtree Street

Atlanta, Georgia 30309

(404) 881-7000

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

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	2,051,867 (1)	\$47.175 (2)	\$96,796,826 (2)	\$11,219

- (1) Amount to be registered consists of an aggregate of 2,051,867 shares of FirstCash, Inc. (the “Company”) common stock to be issued pursuant to the grant or exercise of awards under the FirstCash, Inc. 2011 Long-Term Incentive Plan (the “Plan”), including additional shares of Company common stock that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan.
- (2) Determined in accordance with Rule 457(h) under the Securities Act of 1933, as amended, the registration fee calculation is based on the average of the high and low prices of the Company’s common stock as reported on the New York Stock Exchange on October 31, 2016.

Explanatory Note

This registration statement on Form S-8 (“Registration Statement”) is being filed to register an aggregate of 2,051,867 shares of the Company’s common stock (the “Shares”) that may be issued pursuant to the grant or exercise of awards under the Plan. The Shares were originally available for issuance by Cash America International, Inc., a Texas corporation (“Cash America”) pursuant to the grant or exercise of awards under the shareholder-approved Cash America International, Inc. 2014 Long-Term Incentive Plan (the “Cash America Plan”). The Company previously entered into an Agreement and Plan of Merger with Cash America and Frontier Merger Sub, LLC, a Texas limited liability company and a wholly owned subsidiary of the Company (“Merger Sub”), pursuant to which Cash America was merged with and into Merger Sub, with Merger Sub being the surviving entity and remaining a wholly-owned subsidiary of the Company (the “Merger”). In connection with the Merger, the Company assumed the Cash America Plan, and pursuant to NYSE Listed Company Manual Rule 303A.08, the Company is registering the Shares for issuance pursuant to awards granted under the Plan to individuals who were not employed by the Company or any of its subsidiaries immediately prior to the Merger. The number of Shares has been appropriately adjusted to reflect the Merger, and the Shares will only be issued pursuant to awards granted during the time period that awards could be granted under the Cash America Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

(a) The documents containing the information specified in Part I of this Registration Statement will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to R. Douglas Orr, the Company’s Chief Financial Officer, at the address and telephone number on the cover of this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated by reference into this Registration Statement:

- (1) The Company’s Annual Report on Form 10-K for the year ended December 31, 2015;
- (2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2015;
- (3) The description of our Common Stock contained in our registration statement on S-1/A, File No. 33-86052, filed on November 19, 1996, including any amendment or report filed for the purpose of updating such description; and
- (4) All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) provides, in summary, that directors and officers of Delaware corporations are entitled, under certain circumstances, to be indemnified against all expenses and liabilities (including attorneys’ fees) incurred by them as a result of suits brought against them in their capacity as directors or officers if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the Company’s best interests and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful; provided that no indemnification may be made against expenses in respect of any claim, issue, or matter as to which they shall have been adjudged to be liable to us, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. Any such indemnification may be made by us only as authorized in each specific case upon a determination by the stockholders, disinterested directors, or independent legal counsel that indemnification is proper because the indemnitee has met the applicable standard of conduct.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that 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 except for liability for any breach of the director’s duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful payments of dividends or unlawful stock repurchases, redemptions, or other distributions, or for any transaction from which the director derived an improper personal benefit.

The Company’s certificate of incorporation and bylaws provide that the Company shall indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Company or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

The Company currently maintains liability insurance for its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index, which is incorporated here by reference.

Item 9. Undertakings.

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(signatures on following page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ft. Worth, State of Texas, on November 4, 2016.

FirstCash, Inc.

By: /s/ RICK L. WESSEL

Rick L. Wessel

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rick L. Wessel and R. Douglas Orr, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of the, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature**Title****Date**/s/ RICK L. WESSEL

Rick L. Wessel

Chief Executive Officer (Principal Executive Officer) and Director

November 4, 2016

/s/ R. DOUGLAS ORR

R. Douglas Orr

Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

November 4, 2016

/s/ DANIEL R. FEEHAN

Daniel R. Feehan

Director and Chairman of the Board

November 4, 2016

/s/ DANIEL E. BERCE

Daniel E. Berce

Director

November 4, 2016

/s/ MIKEL D. FAULKNER

Mikel D. Faulkner

Director

November 4, 2016

/s/ JAMES H. GRAVES

James H. Graves

Director

November 4, 2016

/s/ JORGE MONTAÑO

Jorge Montaña

Director

November 4, 2016

/s/ RANDEL G. OWEN

Randel G. Owen

Director

November 4, 2016

**EXHIBIT INDEX
TO
REGISTRATION STATEMENT ON FORM S-8**

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Appendix B to the Company's definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 29, 2004, File Number 000-19133)
4.2	Certificate of Amendment of Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 2, 2016, File Number 001-10960)
4.3	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 2, 2016, File Number 001-10960)
5.1	Opinion of Alston & Bird LLP
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1)
23.2	Consent of Hein & Associates LLP
24.1	Power of Attorney (included on signature page)
99.1	FirstCash, Inc. 2011 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 28, 2011, File Number 000-19133)
99.2	Amendment to the FirstCash, Inc. 2011 Long-Term Incentive Plan

ALSTON & BIRD LLP

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1201 West Peachtree Street
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Fax: 404-253-8847
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John B. Shannon

Direct Dial: 404-881-7466

Email: john.shannon@alston.com

November 4, 2016

FirstCash, Inc.
1600 West 7th Street
Ft. Worth, Texas 76102

Re: Registration Statement on Form S-8 –
FirstCash, Inc. 2011 Long-Term Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to FirstCash, Inc., a Delaware corporation (the “Corporation”), in connection with the above-referenced Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by the Corporation with the Securities and Exchange Commission (the “Commission”) to register under the Securities Act of 1933, as amended (the “Securities Act”), 2,051,867 shares of the Corporation’s common stock, \$0.01 par value per share (the “Shares”), which may be issued pursuant to the FirstCash, Inc. 2011 Long-Term Incentive Plan (the “Plan”). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission’s Regulation S-K.

In connection with our opinion below, we have examined the Amended Certificate of Incorporation of the Corporation, as amended, the Amended and Restated Bylaws of the Corporation, records of proceedings of the Board of Directors of the Corporation deemed by us to be relevant to this opinion letter, the Plan and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Corporation and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinion set forth below is limited to the Delaware General Corporation Law.

This opinion letter is provided for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

Based on the foregoing, it is our opinion that the Shares are duly authorized for issuance, and, when issued by the Corporation in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

ALSTON & BIRD LLP

By: /s/ JOHN B. SHANNON
John B. Shannon, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of First Cash Financial Services, Inc. of our reports dated February 17, 2016, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of First Cash Financial Services, Inc., which appear in the Annual Report on Form 10-K of First Cash Financial Services, Inc. for the year ended December 31, 2015.

/s/ Hein & Associates, LLP
Dallas, Texas
November 4, 2016

**AMENDMENT TO THE
FIRSTCASH, INC.
2011 LONG-TERM INCENTIVE PLAN**

This Amendment to the FirstCash, Inc. 2011 Long-Term Incentive Plan (the “Plan”), was approved by the Board of Directors of FirstCash, Inc. (the “Company”), to be effective as of the completion of the transactions contemplated by that certain Agreement and Plan of Merger, dated April 28, 2016, by and among the Company, Cash America International, Inc., a Texas corporation (“Cash America”) and Frontier Merger Sub, LLC, a Texas limited liability company and a wholly owned subsidiary of the Company (“Merger Sub”), pursuant to which Cash America was merged with and into Merger Sub, with Merger Sub being the surviving entity and remaining a wholly-owned subsidiary of the Company (the “Merger”).

WITNESSETH:

WHEREAS, in connection with the Merger, the Company assumed the Cash America 2014 Long-Term Incentive Plan (the “Cash America Plan”);

WHEREAS, as permitted by NYSE Listed Company Manual Rule 303A.08, the Company intends to use the shares available under the Cash America Plan, as adjusted to reflect the Merger, for grants of awards to individuals who were not employed by the Company or any of its subsidiaries immediately prior to the Merger

1. The Plan is hereby amended by deleting the definition of “Company” in Section 1 and Section 2 and replacing it with the following:

“Company” shall mean FirstCash, Inc., a Delaware corporation.”

2. The Plan is hereby amended by deleting Section 5(a) in its entirety and replacing it with the following:

“*Shares Available*. Subject to adjustment as provided in Section 5(b) and Section 13, the aggregate number of Shares reserved and available for issuance pursuant to Awards granted under the Plan shall be (i) 1,260,000, which shall consist of 900,000 Shares not previously authorized for issuance under any plan, plus 360,000 Shares remaining available for issuance under the Company’s 2004 Long-Term Incentive Plan (the “Prior Plan”) but not subject to outstanding awards as of the Effective Date, plus (ii) an additional 2,051,867 Shares that may only be granted to Eligible Participants who were not employed by the Company or a Subsidiary immediately prior to the Company’s merger with Cash America, Inc. on September 1, 2016. From and after the Effective Date, no further awards shall be granted under the Prior Plan and the Prior Plan shall remain in effect only so long as awards granted thereunder shall remain outstanding. Shares that may be issued under the Plan may be authorized but unissued Shares or Shares re-acquired and held in treasury.”

3. Except as expressly amended hereby, the terms of the Plan shall be and remain unchanged and the Plan as amended hereby shall remain in full force and effect.