



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 30, 2014

Via E-mail

Randy Underwood
Chief Financial Officer
DFC Global Corp.
1436 Lancaster Avenue, Suite 3000
Berwyn, Pennsylvania 19312

**Re: DFC Global Corp.
Preliminary Proxy Statement on Schedule 14A
Filed April 18, 2014
File No. 000-50866**

Dear Mr. Underwood:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kathryn McHale

Kathryn McHale
Senior Staff Attorney