

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549-1004

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: **April 19, 2004**

**FINANCIAL FEDERAL CORPORATION**

(Exact name of Registrant as specified in its charter)

**Nevada**  
(State of incorporation)

**1-12006**  
(Commission file number)

**88-0244792**  
(I.R.S. Employer Identification No.)

**733 Third Avenue, New York, New York 10017**  
(Address of principal executive offices)  
(Zip Code)

**(212) 599-8000**  
(Registrant's telephone number, including area code)

## **Item 5. OTHER EVENTS**

See attached Exhibit 99.

## **Item 7. FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits:

- 4.14 Purchase Agreement, dated April 5, 2004, between Registrant and Banc of America Securities LLC and J.P. Morgan Securities Inc. for Registrant's \$150 million 2.0% Convertible Senior Debentures due 2034
- 4.15 Indenture, dated as of April 12, 2004, between Registrant and Deutsche Bank Trust Company Americas for Registrant's \$175 million 2.0% Convertible Senior Debentures due 2034
- 4.16 Registration Rights Agreement, dated April 12, 2004, between Registrant and Banc of America Securities LLC and J.P. Morgan Securities Inc. for Registrant's \$150 million 2.0% Convertible Senior Debentures due 2034
- 4.17 Specimen 2.0% Convertible Senior Debenture due 2034
- 99 Press Release of Financial Federal Corporation dated April 19, 2004 announcing details of its \$175 million Senior Convertible Debentures Offering

## **EXHIBIT INDEX**

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## **SIGNATURE**

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.

FINANCIAL FEDERAL CORPORATION  
(Registrant)

By: /s/ Steven F. Groth  
Senior Vice President and  
Chief Financial Officer (Principal  
Financial Officer)

April 21, 2004  
(Date)