

CompuCredit Holdings Corp  
Form SC TO-I/A  
February 12, 2010

---

---

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

---

AMENDMENT NO. 2 TO  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES  
EXCHANGE ACT OF 1934

---

CompuCredit Holdings Corporation  
(Name of Subject Company (Issuer))

CompuCredit Holdings Corporation  
(Name of Filing Person (Issuer))

---

3.625% Convertible Senior Notes due 2025  
5.875% Convertible Senior Notes due 2035  
(Title of Class of Securities)

20478N AA 8  
20478N AB 6  
20478N AC 4  
20478N AD 2  
(CUSIP Number of Class of Securities)

---

J. Paul Whitehead, III  
Chief Financial Officer  
CompuCredit Holdings Corporation  
Five Concourse Parkway  
Suite 400  
Atlanta, Georgia 30328  
(770) 828-2000  
(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of filing person)

---

With a copy to:

W. Brinkley Dickerson, Jr.  
Troutman Sanders LLP  
600 Peachtree Street, N.E., Suite 5200  
Atlanta, Georgia 30308  
(404) 885-3000

---

CALCULATION OF FILING FEE:

Transaction Value(*)	Amount of Filing Fee(**)
\$80,000,000	\$5,704

---

(\*)Calculated solely for purpose of determining the amount of the filing fee and based on the purchase of \$160.0 million in aggregate principal amount outstanding of 3.625% Convertible Senior Notes due 2025 (the "2025 Notes"), plus accrued and unpaid interest up to, but not including, the date of payment for the Notes accepted for payment, at the maximum tender offer price of \$500 per \$1,000 principal amount of the 2025 Notes.

(\*\*)The amount of the filing fee, \$71.30 for each \$1,000,000 of value of the 2025 Notes was calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended.

xCheck the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$5,704                      Filing party: CompuCredit Holdings Corporation  
Form or Registration No.: Schedule TO              Date filed: January 28, 2010

oCheck the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- third-party tender offer subject to Rule 14d-1               going-private transaction subject to Rule 13e-3  
 issuer tender offer subject to Rule 13e-4               amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross- Border Third-Party Tender Offer)

## INTRODUCTORY STATEMENT

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO filed by CompuCredit Holdings Corporation, a Georgia corporation (“CompuCredit” or the “Company”), with the Securities and Exchange Commission on January 28, 2010 (as amended or supplemented, the “Schedule TO”), as amended by Amendment No. 1 to Schedule TO filed by the Company on January 29, 2010, relating to offers by the Company to purchase for cash up to \$160.0 million aggregate principal amount of the Company’s 3.625% Convertible Senior Notes due 2025 (the “2025 Notes”) validly tendered and accepted, and the Company’s 5.875% Convertible Senior Notes due 2035 (the “2035 Notes” and, together with the 2025 Notes, the “Notes”) in an aggregate principal amount up to the amount of the Tender Cap remaining (if any) for the purchase of the 2035 Notes following the purchase of the 2025 Notes validly tendered and accepted. The Offers are made upon the terms and subject to the conditions contained in the Offer to Purchase, dated January 28, 2010 (as amended or supplemented, the “Offer to Purchase”), a copy of which is attached hereto as Exhibit (a)(1)(i), and the related Letter of Transmittal (as amended or supplemented, the “Letter of Transmittal”), a form of which is attached hereto as Exhibit (a)(1)(ii). All capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer to Purchase incorporated by reference herein.

This Amendment No. 2 to the Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) and Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended. The information set forth in the Offer to Purchase and the Letter of Transmittal is incorporated by reference herein in response to all items in this Schedule TO, as more particularly set forth below.

This Amendment No. 2 is being filed solely to amend the Offer to Purchase and the Letter of Transmittal as follows:

### Amendments to Offer to Purchase

The Company has clarified the meaning of the disclosure on page 17 by revising the subject language as follows:

“Subject to applicable law and notwithstanding any other provision of the Offers, CompuCredit shall not be required to accept for purchase, or to pay for, any tendered Notes if any of the following have occurred on or prior to the Expiration Date:”

The Company has revised condition (5) under the caption “Conditions to the Offers” on page 18 to read as follows:

“CompuCredit shall have learned that any change or changes have occurred or are threatened in the business, financial condition, properties, assets, income, operations or prospects of CompuCredit that, in the reasonable judgment of CompuCredit, has or could have a material adverse effect on CompuCredit or the benefits of the Offers to CompuCredit.”

The Company has deleted in its entirety the second paragraph under the section entitled “Certain United States Federal Tax Considerations” on page 25.

### Amendments to Letter of Transmittal

The Company has deleted in its entirety the first paragraph under the section entitled “Important Tax Information” on page 9.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Purchase under the caption “Summary Term Sheet” is incorporated herein by reference to this Item 1.

Item 2. Subject Company Information.

(a) Name and Address. The name of the issuer of the Notes is CompuCredit Holdings Corporation (as successor in interest to CompuCredit Corporation). The address of CompuCredit’s principal executive offices is Five Concourse Parkway, Suite 400, Atlanta, Georgia 30328. Its telephone number is 770-828-2000.

(b) Securities. The subject classes of securities are the 2025 Notes and the 2035 Notes of the Company. The information set forth under the captions “The Offers – Description of the Notes – The 2025 Notes” and “The Offers – Description of the Notes – The 2035 Notes” in the Offer to Purchase is incorporated herein by reference. As of January 27, 2010, there were \$230.5 million and \$156.0 million aggregate principal amount of the 2025 Notes and the 2035 Notes outstanding, respectively.

(c) Trading Market and Price. The Notes are not listed on any national securities exchange or authorized to be quoted in any inter-dealer quotation system of any national securities association. Certain institutions and securities dealers do provide quotations for and engage in transactions in the Notes. There is, however, no established trading market for the Notes, and we believe that trading in the Notes has been limited. The Notes originally issued in private placement transactions are eligible for trading in the Private Offerings, Resale and Trading through Automated Linkages Market, commonly referred to as the PORTAL Market; however, those Notes registered and resold under our registration statement pursuant to the Securities Act of 1933 Act, as amended, are not eligible for trading on the PORTAL Market. The information set forth in the Offer to Purchase under the caption “Market Price Information” is incorporated herein by reference in response to this Item 2(c).

---

Item 3. Identity and Background of Filing Person.

(a) Name and Address. The Company is the filing person. The business address and business telephone number of the Company are set forth under Item 2(a) above. The information set forth in the Offer to Purchase in the section entitled “Interests of Directors and Executive Officers; Transaction and Arrangements Concerning the Notes” is incorporated herein by reference to this Item 3.

Item 4. Terms of the Transaction.

(a) Material Terms. The information set forth in the Offer to Purchase under the captions “Summary Term Sheet,” “The Offers” and “Certain United States Federal Income Tax Considerations” is incorporated herein by reference to this Item 4(a).

(b) Purchases. The information set forth in the Offer to Purchase in the section entitled “Interests of Directors and Executive Officers; Transaction and Arrangements Concerning the Notes” is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

The information set forth under the captions “The Offers – Description of the Notes” in the Offer to Purchase are incorporated herein by reference. The Company has entered into the following agreements in connection with the Notes:

Indenture, dated as of November 23, 2005, between CompuCredit Holdings Corporation (as successor in interest to CompuCredit Corporation) and Wachovia Bank, National Association, as trustee, relating to the 2025 Notes;

Supplemental Indenture, dated as of June 30, 2009, by and among CompuCredit Corporation, CompuCredit Holdings Corporation, and U.S. Bank National Association (as successor in interest to Wachovia Bank, National Association), as trustee, relating to the 2025 Notes;

Indenture, dated as of May 27, 2005, between CompuCredit Holdings Corporation (as successor in interest to CompuCredit Corporation) and Wachovia Bank, National Association, as trustee, relating to the 2035 Notes; and

Supplemental Indenture, dated as of June 30, 2009, by and among CompuCredit Corporation, CompuCredit Holdings Corporation, and U.S. Bank National Association (as successor in interest to Wachovia Bank, National Association), as trustee, relating to the 2035 Notes.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a) Purposes. The information set forth in the Offer to Purchase under the captions “Answers to Questions You May Have – Information About the Offers – Why is CompuCredit offering to purchase your Notes?” and “The Offers – Purpose of the Offers” is incorporated herein by reference to this Item 6(a).

(b) Use of Securities Acquired. The information set forth in the Offer to Purchase under the caption “Answers to Questions You May Have – Information About the Offers – What will CompuCredit do with the Notes purchased?” is incorporated herein by reference to this Item 6(b).

(c) Plans. The information set forth under the caption “Distribution Policy” in the Offer to Purchase” is incorporated herein by reference to this Item 6(c).

Item 7. Source and Amount of Funds or Other Consideration.

(a) Source of Funds. The information set forth in the Offer to Purchase under the caption “The Offers – Sources and Amount of Funds,” is incorporated herein by reference to this Item 7(a).

(b) Conditions. The information set forth in the Offer to Purchase under the captions “The Offers – Sources and Amount of Funds” and “The Offers – Conditions to the Offers” is incorporated herein by reference to this Item 7(b).

(d) Borrowed Funds. The information set forth in the Offer to Purchase under the caption “The Offers – Sources and Amount of Funds,” is incorporated herein by reference to this Item 7(d).

Item 8. Interest in Securities of the Subject Company.

(a) Securities Ownership. The information set forth in the Offer to Purchase in the section entitled “Interests of Directors and Executive Officers; Transaction and Arrangements Concerning the Notes” is incorporated herein by reference to this Item 8(a).

(b) Securities Transactions. The information set forth in the Offer to Purchase in the section entitled “Interests of Directors and Executive Officers; Transaction and Arrangements Concerning the Notes” is incorporated herein by reference to this Item 8(b).

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

(a) Solicitations or Recommendations. The information set forth in the Offer to Purchase under the captions “Dealer Manager; Information Agent and Depository” is incorporated herein by reference to this Item 9.

Item 10. Financial Statements.

The Company does not believe it is required to include financial information due to the fact that this information is not material to holders of the Notes because, among other reasons, the consideration offered consists solely of cash, the Offers are not subject to any financing condition, and the Company is a public reporting company that files reports electronically through EDGAR.

Item 11. Additional Information.

The information set forth in the Offer to Purchase and the Letter of Transmittal to this Schedule TO is incorporated herein by reference.

Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, dated January 28, 2010.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	IRS Form W-9.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(2)	None.
(a)(3)	None.

- (a)(4) None.
- (a)(5) Press Release, dated January 28, 2010.\*
- (b) None.
- (d)(1) Indenture, dated as of November 23, 2005, between CompuCredit Holdings Corporation (as successor in interest to CompuCredit Corporation) and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to CompuCredit Corporation's Current Report on Form 8-K filed November 28, 2005).
- (d)(2) Supplemental Indenture, dated as of June 30, 2009, by and among CompuCredit Corporation, CompuCredit Holdings Corporation, and U.S. Bank National Association (as successor in interest to Wachovia Bank, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to CompuCredit Holdings Corporation's Current Report on Form 8-K filed July 7, 2009).

Exhibit No. Description

- (d)(3) Indenture, dated as of May 27, 2005, between CompuCredit Holdings Corporation (as successor in interest to CompuCredit Corporation) and Wachovia Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to CompuCredit Corporation's Current Report on Form 8-K filed May 31, 2005).
- (d)(4) Supplemental Indenture, dated as of June 30, 2009, by and among CompuCredit Corporation, CompuCredit Holdings Corporation, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as Trustee (incorporated by reference to Exhibit 4.2 to CompuCredit Holdings Corporation's Current Report on Form 8-K filed July 7, 2009).
- (g) None.
- (h) None.

---

\* Previously filed

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COMPUCREDIT HOLDINGS CORPORATION

By: /s/ J.Paul Whitehead, III  
Name: J.Paul Whitehead, III  
Title: Chief Financial Officer

Dated: February 12, 2010

---

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, dated January 28, 2010.
(a)(1)(ii)	Form of Letter of Transmittal.