

ENCORE CAPITAL GROUP INC  
Form 8-K  
June 15, 2009

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

**FORM 8-K**  
**CURRENT REPORT**

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

Date of report (Date of earliest event reported): June 9, 2009

**ENCORE CAPITAL GROUP, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-26489**  
(Commission File  
Number)

**48-1090909**  
(IRS Employer  
Identification No.)

**8875 Aero Drive, Suite 200, San Diego, California**  
(Address of Principal Executive Offices)

**(877) 445-4581**

**92123**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 9, 2009, our stockholders approved an amendment and restatement of our 2005 Stock Incentive Plan at our annual meeting of stockholders which increased by 2,000,000 shares the maximum number of shares of our common stock that may be issued or subject to awards under the plan, and made certain other amendments to the plan. Such amendment and restatement was previously approved by our Board of Directors on March 9, 2009.

A copy of the plan, as amended and restated, is attached hereto as Exhibit 10.1 and incorporated herein by reference. This summary is qualified in its entirety by reference to the provisions of the plan.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	2005 Stock Incentive Plan, as amended and restated.

**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.

Date: June 15, 2009

**ENCORE CAPITAL GROUP, INC.**

/s/ Paul Grinberg  
Paul Grinberg

Executive Vice President,

Chief Financial Officer and Treasurer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
10.1	2005 Stock Incentive Plan, as amended and restated.