

ENCORE CAPITAL GROUP INC  
Form 8-K  
March 01, 2011

**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): March 1, 2011**

**ENCORE CAPITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

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

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

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**8875 Aero Drive, Suite 200, San Diego, California**  
(Address of principal executive offices)

**92123**  
(Zip code)

**Registrant's telephone number, including area code: (877) 445-4581**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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:

- 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 8.01. Other Events.**

(a) On March 1, 2011, Encore Capital Group, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with JFC FPK I LP ( JFC ), Red Mountain Capital Partners II, L.P. ( RMCP II ), Red Mountain Capital Partners III, L.P. ( RMCP III, and together with JFC and RMCP II, the Selling Stockholders ) and JMP Securities LLC (the Underwriter ) relating to the offering (the Offering ) of 2,454,734 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), by the Selling Stockholders. A copy of the Underwriting Agreement is included as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Common Stock, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

Additionally, the opinion and consent of Hogan Lovells US LLP as to the validity of the Common Stock of the Company offered pursuant to the Prospectus Supplement dated March 1, 2011, attached hereto as Exhibits 5.1 and 23.1, respectively, is incorporated by reference into the Registration Statement on Form S-3 (File No. 333-167074) as an exhibit thereto.

(b) On March 1, 2011, the Company issued a press release announcing that the previously announced Offering priced at a price to the public of \$26.00 per share. The Offering is expected to close on or about March 4, 2011, subject to customary closing conditions. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement dated March 1, 2011, by and among the Company, the Selling Stockholders and the Underwriter. |
| 5.1         | Opinion of Hogan Lovells US LLP regarding the legality of the securities offered.                                   |
| 23.1        | Consent of Hogan Lovells US LLP (included in Exhibit 5.1).  |
| 99.1        | Press release dated March 1, 2011.  |

**SIGNATURES**

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.

**ENCORE CAPITAL GROUP, INC.**

By: /s/ Paul Grinberg  
Paul Grinberg  
Executive Vice President, Chief Financial Officer  
and Treasurer

Date: March 1, 2011

**EXHIBIT INDEX**

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