

ENCORE CAPITAL GROUP INC  
Form 4  
June 16, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MESDAG WILLEM

2. Issuer Name and Ticker or Trading Symbol  
ENCORE CAPITAL GROUP INC  
[ECPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/12/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

10100 SANTA MONICA BOULEVARD, SUITE 925

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                      |   |                                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|---|---------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |                      |   |                                 |
| Common Stock                    | 06/12/2014                           |  | A                              |   | 2,239<br><u>(1)</u>   | A  | \$ 0                              | 29,107               | D |                                 |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 1,332,036 <u>(2)</u> | I | See Remarks and footnote below. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                |
|---|---------------|-----------|---------|--------------------------------|
|   | Director      | 10% Owner | Officer | Other                          |
| MESDAG WILLEM<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067                       | X             |           |         |                                |
| RMCP GP LLC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067                         |               |           |         | Please refer to Remarks below. |
| RED MOUNTAIN CAPITAL PARTNERS LLC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067   |               |           |         | Please refer to Remarks below. |
| RED MOUNTAIN CAPITAL MANAGEMENT INC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067 |               |           |         | Please refer to Remarks below. |
| RED MOUNTAIN PARTNERS, L.P.<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067         |               |           |         | Please refer to Remarks below. |

## Signatures

/s/ Brandt Schmidt, Attorney-in-Fact for Willem Mesdag (on behalf of himself and the other reporting persons hereunder)

06/16/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant to the reporting person on June 12, 2014 of restricted stock units ("RSUs") under the Encore Capital Group, Inc. 2013 Incentive Compensation Plan in connection with the reporting person's service on the Board of Directors of Encore Capital Group, Inc. ("Encore"). Each RSU represents the right to receive one share of Encore common stock upon settlement, which shall occur within 10 days following the date the reporting person is no longer a member of the Board of Directors. The RSUs are fully vested.
- (2) These shares are held directly by Red Mountain Partners, L.P. ("RMP").

### Remarks:

This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP LLC ("RMCP GP"), (iii) Red Mountain Capital Partners LLC ("RMCP

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.