

ENCORE CAPITAL GROUP INC  
Form SC 13D  
April 30, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. )\*

**ENCORE CAPITAL GROUP, INC.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

292554102

(CUSIP Number)

Red Mountain Capital Partners LLC

Attn: Willem Mesdag

10100 Santa Monica Boulevard, Suite 925

Los Angeles, California 90067

Telephone (310) 432-0200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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April 22, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Red Mountain Capital Partners LLC 73-1726370

2 Check the appropriate box if a member of a group

(a)  x

(b)  ..

3 SEC use only

4 Source of funds

AF (See Item 3)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,332,036 shares (See Item 5)

8 Shared voting power

owned by

each reporting

person None (See Item 5)

9 Sole dispositive power

with

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1,332,036 shares (See Item 5)  
10 Shared dispositive power

None (See Item 5)  
11 Aggregate amount beneficially owned by each reporting person

1,332,036 shares (See Item 5)  
12 Check box if the aggregate amount in Row (11) excludes certain shares

x (See Item 2)  
13 Percent of class represented by amount in Row (11)

5.7% (See Item 5)  
14. Type of reporting person

OO Limited Liability Company

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Red Mountain Partners, L.P. 20-4117349

2 Check the appropriate box if a member of a group

(a)  x

(b)  ..

3 SEC use only

4 Source of funds

WC (See Item 3)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,332,036 shares (See Item 5)

8 Shared voting power

owned by

each reporting

person None (See Item 5)

9 Sole dispositive power

with

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1,332,036 shares (See Item 5)  
10 Shared dispositive power

None (See Item 5)  
11 Aggregate amount beneficially owned by each reporting person

1,332,036 shares (See Item 5)  
12 Check box if the aggregate amount in Row (11) excludes certain shares

x (See Item 2)  
13 Percent of class represented by amount in Row (11)

5.7% (See Item 5)  
14. Type of reporting person

PN Limited Partnership

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RMCP GP LLC 20-4442412

2 Check the appropriate box if a member of a group

(a)  x

(b)  ..

3 SEC use only

4 Source of funds

AF (See Item 3)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of  7 Sole voting power

shares

beneficially  1,332,036 shares (See Item 5)

8 Shared voting power

owned by

each reporting

person  None (See Item 5)

9 Sole dispositive power

with

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1,332,036 shares (See Item 5)  
10 Shared dispositive power

None (See Item 5)  
11 Aggregate amount beneficially owned by each reporting person

1,332,036 shares (See Item 5)  
12 Check box if the aggregate amount in Row (11) excludes certain shares

x (See Item 2)  
13 Percent of class represented by amount in Row (11)

5.7% (See Item 5)  
14. Type of reporting person

OO Limited Liability Company



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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Red Mountain Capital Management, Inc. 13-4057186

2 Check the appropriate box if a member of a group

(a)

(b)

3 SEC use only

4 Source of funds

AF (See Item 3)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,332,036 shares (See Item 5)

8 Shared voting power

owned by

each reporting

person None (See Item 5)

9 Sole dispositive power

with

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1,332,036 shares (See Item 5)  
10 Shared dispositive power

None (See Item 5)  
11 Aggregate amount beneficially owned by each reporting person

1,332,036 shares (See Item 5)  
12 Check box if the aggregate amount in Row (11) excludes certain shares

x (See Item 2)  
13 Percent of class represented by amount in Row (11)

5.7% (See Item 5)  
14. Type of reporting person

CO Corporation

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Willem Mesdag

2 Check the appropriate box if a member of a group

(a)

(b)

3 SEC use only

4 Source of funds

AF (See Item 3)

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

U.S. Citizen

Number of  7 Sole voting power

shares

beneficially  1,357,564 shares (See Item 5)

8 Shared voting power

owned by

each reporting

person  None (See Item 5)

9 Sole dispositive power

with

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1,357,564 shares (See Item 5)  
10 Shared dispositive power

None (See Item 5)  
11 Aggregate amount beneficially owned by each reporting person

1,357,564 shares (See Item 5)  
12 Check box if the aggregate amount in Row (11) excludes certain shares

x (See Item 2)  
13 Percent of class represented by amount in Row (11)

5.9% (See Item 5)  
14. Type of reporting person

IN Individual

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**ITEM 1. SECURITY AND ISSUER.**

This statement on Schedule 13D (this Schedule 13D) relates to the common stock, par value \$0.01 per share (Common Stock), of Encore Capital Group, Inc., a Delaware corporation (Encore).

The address of the principal executive offices of Encore is 3111 Camino Del Rio North, Suite 1300, San Diego, California 92108.

**ITEM 2. IDENTITY AND BACKGROUND.**

- (a), (c), (f) This Schedule 13D is being jointly filed by (i) Red Mountain Capital Partners LLC, a Delaware limited liability company (RMCP LLC), (ii) Red Mountain Partners, L.P., a Delaware limited partnership (RMP), (iii) RMCP GP LLC, a Delaware limited liability company (RMCP GP), (iv) Red Mountain Capital Management, Inc., a Delaware corporation (RMCM), and (v) Willem Mesdag, a natural person and citizen of the United States of America. RMCP LLC, RMP and RMCP GP are sometimes collectively referred to herein as Red Mountain. Red Mountain, RMCM and Mr. Mesdag are sometimes collectively referred to herein as the Reporting Persons.

The principal business of RMP is investment. RMP was not formed for the specific purpose of investing in the securities of Encore.

RMCP GP is the general partner of RMP and thus may be deemed to control RMP. The principal business of RMCP GP is investment.

RMCP LLC is the managing member of RMCP GP and thus may be deemed to control RMCP GP and each entity directly or indirectly controlled by RMCP GP. The principal business of RMCP LLC is investment.

RMCM is the managing member of RMCP LLC and thus may be deemed to control RMCP LLC and each entity directly or indirectly controlled by RMCP LLC. The principal business of RMCM is investment.

Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM and thus may be deemed to control RMCM and each entity directly or indirectly controlled by RMCM (including Red Mountain). The principal occupation of Mr. Mesdag is Managing Partner of Red Mountain.

J. Christopher Teets (and his principal occupation) is Partner of Red Mountain. Mr. Teets does not control any Reporting Person. Information regarding Mr. Teets is being included in this Schedule 13D only for purposes of complying with General Instruction C to Schedule 13D. Mr. Teets is a U.S. citizen.

- (b) The principal executive offices of RMCM and Red Mountain are located at, and the principal business address of Mr. Mesdag and Mr. Teets is, 10100 Santa Monica Boulevard, Suite 925, Los Angeles, California 90067.
- (d)-(e) During the last five years, none of the Reporting Persons or Mr. Teets has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

The source of funds used by RMP to acquire the Common Stock it holds is working capital of RMP or affiliated entities through which RMP previously indirectly owned Common Stock.

The information set forth in Item 5(c) below is hereby incorporated by reference in response to this Item 3. In addition, the information set forth in Item 3 from time to time in that certain Schedule 13D originally filed by certain of the Reporting Persons on April 16, 2007, as amended by Amendments No. 1 through 6 thereto, is hereby incorporated by reference in response to this Item 3.

**ITEM 4. PURPOSE OF TRANSACTION.**

Red Mountain acquired the Common Stock reported in this Schedule 13D for investment purposes because it believed that the Common Stock was undervalued and represented an attractive investment opportunity.

Red Mountain has met with the management of Encore and expects to maintain a dialogue with management regarding, among other things, Encore's operations, strategic direction, capital structure and corporate governance and Red Mountain's expectation that management will pursue appropriate measures to enhance shareholder value. In addition, Red Mountain may communicate with other persons regarding Encore, including, without limitation, the board of directors of Encore, other shareholders of Encore and potential strategic or financing partners.

Red Mountain will routinely monitor and assess, among other things, (i) the financial condition, operations, prospects, capital structure and management of Encore, (ii) the value and price of the Common Stock, (iii) relevant business developments, competitive and strategic matters and prevailing industry and market conditions, (iv) alternative investment opportunities available to Red Mountain, (v) its liquidity requirements, and (vi) other investment considerations. On the basis of such assessments, Red Mountain may, at any time and from time to time, take such actions with respect to its investment in Encore as it deems appropriate, including, without limitation, (i) proposing measures which it believes would enhance shareholder value, (ii) purchasing additional Common Stock or other securities of Encore, (iii) selling some or all of any securities of Encore held by Red Mountain, or (iv) otherwise changing its intention with respect to any of the matters referenced in this Item 4.

Both Mr. Mesdag and Mr. Teets currently serve as directors on the Encore board of directors.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

- (a)-(b)** RMP beneficially owns, in the aggregate, 1,332,036 shares of Common Stock, which represent approximately 5.7% of the outstanding Common Stock.<sup>(1)</sup> RMP has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 1,332,036 shares of Common Stock.

Mr. Mesdag also holds 25,528 fully vested deferred issuance restricted stock units ( RSUs ) which were issued to Mr. Mesdag as director compensation for board service. Mr. Teets holds 26,021 RSUs which were issued to Mr. Teets as director compensation for board service.

Because each of RMCP GP, RMCP LLC, RMCM and Mr. Mesdag may be deemed to control RMP, each of RMCP GP, RMCP LLC, RMCM and Mr. Mesdag may be deemed to beneficially own, and to have the power to vote or direct the vote of, or dispose or direct the disposition of, all of the Common Stock beneficially owned by RMP. Each of RMP, RMCP GP, RMCP LLC and RMCM disclaim beneficial ownership of any securities held directly by Mr. Mesdag.

<sup>(1)</sup> All calculations of percentage ownership in this Schedule 13D are based on 23,187,962 shares of Common Stock outstanding as of February 1, 2013, as reported in the Form 10-K which was filed by Encore with the Securities and Exchange Commission on February 13, 2013.

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Other than shares of Common Stock beneficially owned by RMP and the RSUs held by Mr. Mesdag and Mr. Teets, none of the Reporting Persons or Mr. Teets may be deemed to beneficially own any shares of Common Stock.

Each of RMCP LLC, RMP and RMCP GP affirms membership in a group with each other but disclaims membership in a group with RMCM or Mr. Mesdag. Each of RMCM and Mr. Mesdag disclaims membership in a group with any person.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is the beneficial owner of any of the shares of Common Stock that such Reporting Person may be deemed to beneficially own. Without limiting the foregoing sentence, each of RMCM and Mr. Mesdag disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D (other than, in the case of Mr. Mesdag, any RSU held by Mr. Mesdag). In addition, the filing of this Schedule 13D shall not be construed as an admission that any partner, member, director, officer or affiliate of any Reporting Person is the beneficial owner of any of the shares of Common Stock that such partner, member, director, officer or affiliate may be deemed to beneficially own. Without limiting the foregoing sentence, Mr. Teets disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D.

- (c) On April 22, 2013, RMP purchased 350,000 shares of Common Stock in a privately negotiated transaction at a purchase price of \$28.00 per share.

Except as otherwise disclosed in this Item 5(c), none of the persons named in Item 2 above has effected any transactions in Common Stock during the past sixty days.

- (d)-(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Other than as described in this Schedule 13D (including any amendments thereto from time to time), there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 above and between such persons and any person with respect to any securities of Encore.

**ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.**

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 1           | Joint Filing Agreement, dated as of April 30, 2013, by and among the Reporting Persons (filed herewith). |

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**SIGNATURE**

After reasonable 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.

Dated: April 30, 2013

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN PARTNERS, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag



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**EXHIBIT INDEX**

| Exhibit<br>No. | Description of Exhibit   |
|----------------|--|
| 1              | Joint Filing Agreement, dated as of April 30, 2013, by and among the Reporting Persons (filed herewith). |

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Schedule 13D (including any and all amendments thereto) with respect to the common stock, par value \$0.01 per share, of Encore Capital Group, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

In evidence thereof the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of April 30, 2013.

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN PARTNERS, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag