



Explanatory Note

This Form 8-K/A amends and restates the Form 8-K originally filed on November 7, 2011 and previously amended on February 24, 2012. The only change from the amended filing is that references to Exhibit 10.1 have been appended to indicate that portions of the exhibit have been omitted pursuant to a confidential treatment request with the Securities and Exchange Commission.

Item 1.01. Entry into a Material Definitive Agreement.

On November 2, 2011, Jefferson Capital Systems, LLC and Jefferson Capital Card Services, LLC (“Borrowers”) entered into a loan and security agreements with The Private Bank and Trust Company. The Borrowers are indirect wholly owned subsidiaries of CompuCredit Holdings Corporation (“CompuCredit”) within our Investments in Previously Charged-Off Receivables segment.

This facility initially provides for \$35.0 million in available financing to facilitate the growth of this segment’s operations, can be drawn upon to the extent of outstanding eligible receivables within the segment’s operations, and accrues interest at an annual rate equal to LIBOR plus an applicable margin ranging from 3.25 to 4.75 based on certain financial metrics. The facility matures on November 2, 2014 and is subject to certain affirmative covenants, including a coverage ratio, a leverage ratio, a collections minimum and a tangible net worth minimum, the failure of which could result in required early repayment of all or a portion of the outstanding balance.

The facility is secured by the general financial and operating assets of the Borrowers.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 is incorporated by reference in this Item 2.03.

The foregoing description of the terms of the loan and security agreements is qualified in its entirety by reference to the documents, which are filed as Exhibits 10.1, 10.2 and 10.3 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
10.1*	Credit Agreement, dated November 2, 2011, by and among Jefferson Capital Systems, LLC, Jefferson Capital Card Services, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.1 to the Form 8-K/A filed on February 24, 2012).

10.2

Security Agreement, dated November 2, 2011 by and between Jefferson Capital Systems, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.2 to the Form 8-K/A filed on February 24, 2012).

10.3 Security Agreement, dated November 2, 2011 by and between Jefferson Capital Card Services, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.3 to the Form 8-K/A filed on February 24, 2012).

\* Portions of this exhibit have been omitted pursuant to a confidential treatment request with the Securities and Exchange Commission (the "SEC"). The omitted portions have been separately filed with the SEC.

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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.

COMPUCREDIT  
HOLDINGS  
CORPORATION

Dated: April 17, 2012 By: /s/J.Paul Whitehead,  
III  
Name: J.Paul Whitehead, III  
Title: Chief Financial  
Officer

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EXHIBIT INDEX

Form 8-K/A

April 17, 2012

Exhibit Description No.	Herewith	Filed By Reference
10.1* Credit Agreement, dated November 2, 2011, by and among Jefferson Capital Systems, LLC, Jefferson Capital Card Services, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.1 to the Form 8-K/A filed on February 24, 2012).		X
10.2 Security Agreement, dated November 2, 2011 by and between Jefferson Capital Systems, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.2 to the Form 8-K/A filed on February 24, 2012).		X
10.3 Security Agreement, dated November 2, 2011 by and between Jefferson Capital Card Services, LLC and The Private Bank and Trust Company (incorporated by reference to Exhibit 10.3 to the Form 8-K/A filed on February 24, 2012).		X

\* Portions of this exhibit have been omitted pursuant to a confidential treatment request with the SEC. The omitted portions have been separately filed with the SEC.