

Edgar Filing: WHYTE ROBERT MICHAEL - Form SC 13D/A

WHYTE ROBERT MICHAEL  
Form SC 13D/A  
September 29, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3) \*

Encore Capital Group, Inc.

-----  
(Name of Issuer)

Common Stock (\$.01 par value)

-----  
(Title of Class of Securities)

292554102

-----  
(CUSIP Number)

John M. Allen, Esq.  
Debevoise & Plimpton  
919 Third Avenue

New York, NY 10022

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

September 25, 2003

-----  
(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 Section 240.13d-1(e), (f) or (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 Section 240.13d-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 purposes 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 PERSON Robert Michael Whyte  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \_\_\_\_\_  
(b) \_\_\_\_\_

(3) SEC USE ONLY

(4) SOURCE OF FUNDS PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS [ ]  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION Australian

|                                                                            |                               |           |
|----------------------------------------------------------------------------|-------------------------------|-----------|
| Number of Shares<br>Beneficially Owned<br>by Each Reporting<br>Person With | (7) SOLE VOTING POWER         | 1,163,815 |
|                                                                            | (8) SHARED VOTING POWER       | None      |
|                                                                            | (9) SOLE DISPOSITIVE POWER    | 1,163,815 |
|                                                                            | (10) SHARED DISPOSITIVE POWER | None      |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 1,163,815

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5%

(14) TYPE OF REPORTING PERSON IN

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SCHEDULE 13D

Amendment No. 3 to Schedule 13D

This Amendment No. 3 to Schedule 13D is filed by Robert Michael Whyte ("Mr. Whyte") to further supplement and amend the Schedule 13D originally filed by Mr. Whyte on March 4, 2002, as supplemented and amended by Amendment No. 1, dated April 18, 2002 and Amendment No. 2, dated August 29, 2003 (the "Schedule 13D"). Items 4, 5, 6, and 7 are hereby supplemented and amended. Unless otherwise indicated, all capitalized terms shall have the same meaning as

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provided in the Schedule 13D.

### Item 4. Purpose of Transaction.

Item 4 is supplemented as follows:

On September 25, 2003, the Company and the Reporting Persons entered into an Underwriting Agreement pursuant to which the Company sold 3,000,000 shares of Common Stock and Mr. Whyte sold 120,285 shares of Common Stock to the Underwriters for \$10.34 a share. Mr. Whyte also granted the Underwriters an over-allotment option to acquire up to an additional 62,918 shares of Common Stock for the same price per share, exercisable at any time within 30 days of the Closing, scheduled for October 1, 2003. In addition, as previously agreed, the 100,000 shares of Series A Preferred Stock of Mr. Whyte are to be converted into 1,000,000 shares of Common Stock at the Closing.

### Item 5. Interest in Securities of the Issuer.

Item 5 is amended and supplemented as follows:

(a) Following the sale to the Underwriters and the conversion of the Series A Preferred Stock described in Item 4 (but prior to giving effect to sales, if any, pursuant to the Underwriters over-allotment option), Mr. Whyte is the beneficial owner of 1,163,815 shares of Common Stock, or approximately 5.5% of the Company's outstanding shares of Common Stock (computed on the basis of 21,168,429 shares of Common Stock outstanding, as reported in the Company's Form S-1 registration statement dated September 26, 2003).

(b) Mr. Whyte has sole voting and dispositive power with respect to the 1,163,815 shares of Common Stock.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is supplemented as follows:

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See Item 4 for a description of the Underwriting Agreement, dated as of September 25, 2003.

### Item 7. Materials to Be Filed as Exhibits.

Item 7 is supplemented by adding the following:

Exhibit 9 Underwriting Agreement, dated as of September 25, 2003.

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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 with respect to the

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undersigned is true, complete and correct.

Date: September 26, 2003

Robert Michael Whyte

By /s/ Robert Michael Whyte

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