

ENCORE CAPITAL GROUP INC

Form 4

June 14, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(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)

**10100 SANTA MONICA
BOULEVARD, SUITE 925**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2013

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

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

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)
Common Stock	06/12/2013		A	(A) or (D) 1,340 (1)	\$ 0 26,868 (2)	D	
Common Stock					1,332,036 (3)	I	See Remarks and footnote below.

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

X

RMCP GP LLC
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL PARTNERS LLC
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL MANAGEMENT INC
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN PARTNERS, L.P.
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

Signatures

/s/ Willem Mesdag (on behalf of himself and the other reporting persons hereunder)

06/14/2013

__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) On June 12, 2013, Encore Capital Group, Inc. ("Encore") issued 1,340 restricted stock units ("RSUs") to Willem Mesdag, under the Encore 2013 Incentive Compensation Plan, in connection with his service as a member of Encore's board of directors.
- (2) These shares are in the form of RSUs. Each RSU represents the right to receive one share of Encore common stock. All of these RSUs are fully vested.
- (3) 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.

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