

CompuCredit Holdings Corp  
Form SC 13G/A  
February 14, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO §240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO**

**FILED PURSUANT TO §240.13d-2**

**(Amendment No. 5)\***

## **CompuCredit Holdings Corporation**

**(Name of Issuer)**

**Common Stock, no par value per share**

**(Title of Class of Securities)**

**20478T107**

**(CUSIP Number)**

**December 31, 2011**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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).

CUSIP No. 20478T107

1. NAMES OF REPORTING PERSONS

Frank J. Hanna, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

Number of

Shares 0  
6. SHARED VOTING POWER

Beneficially

Owned by 6,442,396 (a)(b)(c)  
Each 7. SOLE DISPOSITIVE POWER

Reporting

Person 0  
8. SHARED DISPOSITIVE POWER

With

6,442,396 (a)(b)(c)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,442,396 (a)(b)(c)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (a) Includes 5,398,368 shares of CompuCredit Holdings Corporation (the Company) common stock held by FSH Capital, LLC (FSH). Frank J. Hanna, III owns the majority of the economic interests in FSH, and the Operating Agreement of FSH provides that Frank J. Hanna, III shall solely possess the power to vote and dispose of the Company's common stock held by FSH.
- (b) Includes 1,044,028 shares of the Company's common stock held by Bravo Trust One (BTO). Frank J. Hanna, III is the sole shareholder and serves as the President of Bravo One Company, Inc., which is the sole trustee of BTO. Frank J. Hanna, III and members of Frank J. Hanna III's immediate family are the beneficiaries of BTO.
- (c) Excludes 5,483,435 shares of the Company's common stock that have been pledged to an entity controlled by Frank J. Hanna, III (the Pledgee) to secure a loan to an entity controlled by David G. Hanna and members of David G. Hanna's immediate family. The pledge agreement, prior to default, does not grant to the Pledgee (i) the power to vote or to direct the vote of the pledged shares or (ii) the power to dispose or direct the disposition of the pledged shares.

CUSIP No. 20478T107

1. NAMES OF REPORTING PERSONS

FSH Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5. SOLE VOTING POWER

Number of

0

Shares 6. SHARED VOTING POWER

Beneficially

Owned by

5,398,368

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person

0

8. SHARED DISPOSITIVE POWER

With

5,398,368

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,398,368

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 20478T107

1. NAMES OF REPORTING PERSONS

Bravo Trust One

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5. SOLE VOTING POWER

Number of

0

Shares 6. SHARED VOTING POWER

Beneficially

Owned by

1,044,028

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person

0

8. SHARED DISPOSITIVE POWER

With

1,044,028

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,044,028

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



**Item 1. (a) Name of Issuer:**

CompuCredit Holdings Corporation

**(b) Address of Issuer's Principal Executive Offices:**

Five Concourse Parkway, Suite 400

Atlanta, Georgia 30328

**Item 2. (a) Name of Person Filing:**

Frank J. Hanna, III

FSH Capital, LLC

Bravo Trust One

**(b) Address of Principal Business Office or, if None, Residence:**

Frank J. Hanna, III

c/o CompuCredit Holdings Corporation

Five Concourse Parkway, Suite 400

Atlanta, Georgia 30328

FSH Capital, LLC

101 Convention Center Drive, Suite 850

Las Vegas, Nevada 89109

Bravo Trust One

101 Convention Center Drive, Suite 850

Las Vegas, Nevada 89109

**(c) Citizenship:**

Frank J. Hanna, III United States of America

FSH Capital, LLC Nevada

Bravo Trust One Nevada

**(d) Title of Class of Securities:**

Common stock, no par value per share

**(e) CUSIP Number:**

20478T107

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4. Ownership.**

(a) Amount beneficially owned as of December 31, 2011:

Frank J. Hanna, III is deemed to beneficially own 6,442,396 shares of CompuCredit Holdings Corporation (the Company ) common stock, but does not directly own any shares of the Company s common stock.

Frank J. Hanna, III is deemed the beneficial owner of 5,398,368 shares of the Company s common stock held by FSH Capital, LLC ( FSH ). Frank J. Hanna, III owns the majority of the economic interests in FSH, and the Operating Agreement of FSH provides that Frank J. Hanna, III shall solely possess the power to vote and dispose of the Company s common stock held by FSH.

Frank J. Hanna, III is deemed the beneficial owner of 1,044,028 shares of the Company s common stock held by Bravo Trust One ( BTO ). Frank J. Hanna, III is the sole shareholder and serves as the President of Bravo One Company, Inc., which is the sole trustee of BTO. Frank J. Hanna, III and members of Frank J. Hanna, III s immediate family are the beneficiaries of BTO.

(b) Percent of Class:

Frank J. Hanna, III 27.3%

FSH Capital, LLC 22.9%

Bravo Trust One 4.4%

Based on 23,559,402 shares of the Company s common stock outstanding as of December 31, 2011 (according to information provided by the Company).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Frank J. Hanna, III 0

FSH Capital, LLC 0

Bravo Trust One 0

(ii) Shared power to vote or to direct the vote:

Frank J. Hanna, III 6,442,396

FSH Capital, LLC 5,398,368

Bravo Trust One 1,044,028

(iii) Sole power to dispose or to direct the disposition of:

Frank J. Hanna, III 0

FSH Capital, LLC 0

Bravo Trust One 0

(iv) Shared power to dispose or to direct the disposition of:

Frank J. Hanna, III 6,442,396

FSH Capital, LLC 5,398,368

Bravo Trust One 1,044,028

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications.**

Not Applicable

**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: February 14, 2012

/s/ Frank J. Hanna, III  
Frank J. Hanna, III

FSH Capital, LLC

By: /s/ Sally R. Hanna  
Name: Sally R. Hanna  
Title: Manager

Bravo Trust One

By: Bravo One Company, Inc., as sole trustee

By: /s/ Joshua C. Miller  
Name: Joshua C. Miller  
Title: Assistant Secretary\*

\* Pursuant to the power of attorney filed as Exhibit 99.1 to this statement and incorporated herein by reference.

**Exhibit Index**

Exhibit A      Joint Filing Agreement Pursuant to Rule 13d-1(k)  
Exhibit 99.1    Power of Attorney

Joint Filing Agreement

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the Act), by and among the parties listed below, each referred to herein as a Joint Filer. The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the rules thereunder may be filed on each of their behalf on Schedule 13D or Schedule 13G, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: February 14, 2012

/s/ Frank J. Hanna, III  
Frank J. Hanna, III

FSH Capital, LLC

By: /s/ Sally R. Hanna  
Name: Sally R. Hanna  
Title: Manager

Bravo Trust One

By: Bravo One Company, Inc., as sole trustee

By: /s/ Joshua C. Miller  
Name: Joshua C. Miller  
Title: Assistant Secretary\*

\* Pursuant to the power of attorney filed as Exhibit 99.1 to this statement and incorporated herein by reference.