

ENCORE CAPITAL GROUP INC
 Form 4
 June 12, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2015

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

10100 SANTA MONICA BOULEVARD, SUITE 925

(Street)

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

LOS ANGELES, CA 90067

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/11/2015 | | A ⁽¹⁾ | | 2,404 | A | \$ 0 | 31,511 | D | |
| Common Stock | 06/11/2015 | | J ⁽²⁾ | | 29,600 | A | <u>(2)</u> | 29,600 ⁽³⁾ | I | See Footnote and Remarks ⁽³⁾ |
| Common Stock | | | | | | | | 1,332,036 ⁽⁴⁾ | I | See Footnote and Remarks |

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

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SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | | |
| RED MOUNTAIN CAPITAL MANAGEMENT INC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067 | | | | See Remarks |
| RED MOUNTAIN CAPITAL PARTNERS LLC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067 | | | | See Remarks |
| RMCP GP LLC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067 | | | | See Remarks |
| RED MOUNTAIN PARTNERS, L.P. 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067 | | | | See Remarks |

Signatures

/s/ Willem Mesdag (on behalf of himself and the Other Reporting Persons)

06/12/2015

__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).

Restricted stock units ("RSUs") granted to Willem Mesdag on June 11, 2015 under the Encore Capital Group, Inc. 2013 Incentive Compensation Plan in connection with Mr. Mesdag's service on the Issuer's board of directors. Each RSU represents the right to receive one share of Issuer common stock upon settlement, which shall occur within 10 days following the date Mr. Mesdag is no longer a member of the Issuer's board of directors. The RSUs are fully vested. As a Partner of Red Mountain Capital Partners LLC ("RMCP"), Mr. Mesdag holds these RSUs as a nominee of RMCP and an investment fund managed by RMCP and is party to an assignment agreement pursuant to which he will be required to transfer the shares of Issuer common stock underlying such RSUs to RMCP upon settlement thereof.
- (1) longer a member of the Issuer's board of directors. The RSUs are fully vested. As a Partner of Red Mountain Capital Partners LLC ("RMCP"), Mr. Mesdag holds these RSUs as a nominee of RMCP and an investment fund managed by RMCP and is party to an assignment agreement pursuant to which he will be required to transfer the shares of Issuer common stock underlying such RSUs to RMCP upon settlement thereof.
 - (2) These shares were issued in settlement of outstanding deferred issuance RSUs previously awarded to J. Christopher Teets in his capacity as a director of the Issuer. These shares were transferred to RMCP on June 11, 2015 by Mr. Teets, a Partner of RMCP, following his resignation as a director of the Issuer on June 4, 2015. As a Partner of RMCP, Mr. Teets held these shares as a nominee of RMCP and an investment fund managed by RMCP and is party to an assignment agreement pursuant to which he was required to transfer such shares to RMCP upon settlement thereof.
 - (3) These shares are held directly by RMCP.
 - (4) 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) RMCP, (iv) Red Mountain Capital Management

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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