#### ENCORE CAPITAL GROUP INC

Form 4

March 13, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* CLARK JONATHAN C

(First)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

**ENCORE CAPITAL GROUP INC** [ECPG]

> 3. Date of Earliest Transaction (Month/Day/Year)

03/09/2017

Director 10% Owner X\_ Officer (give title

Other (specify

Executive VP, CFO & Treasurer

3111 CAMINO DEL RIO NORTH, SUITE 103

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

SAN DIEGO, CA 92108

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	on(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/09/2017		Code V A	Amount 15,347 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 69,128	D	
Common Stock	03/09/2017		F(2)	3,770	D	\$ 30.95	65,358	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 30.95	03/09/2017		A	41,617	(3)	03/09/2024	Common Stock	41,617

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK JONATHAN C 3111 CAMINO DEL RIO NORTH SUITE 103 SAN DIEGO, CA 92108

Executive VP, CFO & Treasurer

## **Signatures**

/s/ Greg Call, Attorney-in-Fact for Jonathan

Clark 03/13/2017

\*\*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).
- Grant to the reporting person on March 9, 2017 of restricted stock awards ("RSAs") under the Encore Capital Group, Inc. 2013 Incentive (1) Compensation Plan. The RSAs are subject to vesting and vest in annual installments over a three-year period, with one-third vesting on
- (2) Disposal relates to the withholding of securities for the payment of the tax liability incident to the vesting of stock awards.

March 9, 2018, one-third vesting on March 9, 2019, and the remaining one-third vesting on March 9, 2020.

- The option vests and becomes exercisable, if at all, in installments over a three-year period, with one-third vesting on March 9, 2018, one-third vesting on March 9, 2019 and the remaining one-third vesting on March 9, 2020, but only if and when the 20 trading day
- (3) one-third vesting on March 9, 2019 and the remaining one-third vesting on March 9, 2020, but only if and when the 20 trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to certain adjustments) exceeds \$38.6875 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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