

ENCORE CAPITAL GROUP INC
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
CLARK JONATHAN C

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)
3111 CAMINO DEL RIO NORTH, SUITE 103

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, CFO & Treasurer

SAN DIEGO, CA 92108

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/09/2017		A		15,347 <u>(1)</u>	A	\$ 0 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.

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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. 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)
				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 Compensation Plan. The RSAs are subject to vesting and vest in annual 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.
- (2) Disposal relates to the withholding of securities for the payment of the tax liability incident to the vesting of stock awards. 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 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.