

ENCORE CAPITAL GROUP INC  
Form 8-K  
May 03, 2007

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 1, 2007**

---

**ENCORE CAPITAL GROUP, INC.**

(Exact Name of Registrant as Specified in Charter)

---

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**000-26489**  
(Commission File Number)

**48-1090909**  
(IRS Employer

Identification No.)

**8875 Aero Drive, Suite 200, San Diego, California**  
(Address of Principal Executive Offices)

**(877) 445-4581**

**92123**  
(Zip Code)

(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

## Edgar Filing: ENCORE CAPITAL GROUP INC - Form 8-K

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 1, 2007, our Board of Directors approved an amendment to the Company's Bylaws, as previously amended through March 1, 2005. Pursuant to the amended Bylaws, effective as of May 1, 2007, the Board has set the maximum number of directors that may serve on the Board to twelve.

The above summary of the Bylaws is qualified in its entirety by reference to the copy of the Bylaws, as amended, attached hereto as Exhibit 3.1 and incorporated by reference herein.

**Item 8.01 Other Events**

On May 1, 2007, our Board of Directors appointed Carl C. Gregory III as Chairman of the Board effective May 1, 2007. Mr. Gregory replaces Richard A. Mandell, who previously served as Chairman. Mr. Mandell will remain a director on our Board.

We issued a press release on May 3, 2007 announcing Mr. Gregory's appointment, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information reported in this Item 8.01, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | Bylaws of Encore Capital Group, Inc., as amended through May 1, 2007. |
| 99.1          | Press release dated May 3, 2007                                       |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 3, 2007

ENCORE CAPITAL GROUP, INC.

/s/ Paul Grinberg  
Paul Grinberg  
Executive Vice President and Chief Financial

Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.1                       | Bylaws of Encore Capital Group, Inc., as amended through May 1, 2007. |
| 99.1                      | Press release dated May 3, 2007                                       |