

ENCORE CAPITAL GROUP INC
Form 8-K
July 16, 2018

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): July 16, 2018

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.) |
|--|--|--|

| | |
|--|---------------------|
| 3111 Camino Del Rio North, Suite 103, San Diego, California (Address of Principal Executive Offices) (877) 445-4581 (Registrant's telephone number, including area code) | 92108 (Zip 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):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On July 16, 2018, Encore Capital Group, Inc. (the “Company”) issued a press release announcing its preliminary unaudited financial results for the quarter ended June 30, 2018. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in Item 2.02 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1, is being furnished to the Securities and Exchange Commission pursuant to Item 2.02, and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 8.01. Other Events.

In connection with the filing of a registration statement on Form S-3 by the Company and Encore Capital Europe Finance Limited (“Encore Finance”), a 100% owned subsidiary of the Company, registering the offer and sale, from time to time, of, among other securities, debt securities of Encore Finance to be fully and unconditionally guaranteed by the Company, the Company is updating the consolidated financial statements of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2017 solely to add supplemental information relating to Encore Finance in accordance with Rule 3-10 of Regulation S-X under the Securities Exchange Act of 1934, as amended. Such updated consolidated financial statements are filed as Exhibit 99.2 to this Current Report on Form 8-K and are incorporated by reference into this Item 8.01.

The updated consolidated financial statements should be read in conjunction with the other disclosures in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on February 21, 2018, including the sections titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.”

This Current Report on Form 8-K, including its exhibits, should be reviewed in conjunction with the Form 10-K, the Q1 Form 10-Q and the Company's other filings with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 23.1 | Consent of BDO USA, LLP, independent registered public accounting firm |
| 99.1 | Press release dated July 16, 2018 |
| 99.2 | Consolidated statements of financial condition of Encore Capital Group, Inc. as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

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.

ENCORE CAPITAL GROUP, INC.

Date: July 16, 2018 /s/ Jonathan C. Clark

Jonathan C. Clark

Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

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