

MESDAG WILLEM  
Form 4  
September 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
  
10100 SANTA MONICA  
BOULEVARD, SUITE 925  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2017

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

LOS ANGELES, CA 90067

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 Ownership (Instr. 4)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 09/01/2017                           |  | A                              | 995 <sup>(1)</sup> A \$ 41.2                                      | 45,371  | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,332,036   | I  | RMP - See Footnote and Remarks <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   | 54,600  | I  | RMCP - See Footnote and                       |

Remarks  
(3)

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<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067                       | X             |           |         |                                |
| RED MOUNTAIN CAPITAL MANAGEMENT INC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067 |               |           |         | Please refer to Remarks below. |
| RED MOUNTAIN CAPITAL PARTNERS LLC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067   |               |           |         | Please refer to Remarks below. |
| RMCP GP LLC<br>10100 SANTA MONICA BOULEVARD<br>SUITE 925<br>LOS ANGELES, CA 90067                         |               |           |         | Please refer to Remarks below. |

RED MOUNTAIN PARTNERS, L.P.  
10100 SANTA MONICA BOULEVARD  
SUITE 925  
LOS ANGELES, CA 90067

Please refer to Remarks below.

## Signatures

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

09/05/2017

\_\_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).  

(1) Grant to Willem Mesdag, for service on the Issuer's board of directors, of deferred stock units under the terms of a non-employee director deferred compensation plan established under the 2017 Incentive Award Plan. Deferred stock units will be converted into shares of Issuer common stock on a one-for-one basis upon distribution. The distribution of shares of common stock will occur within 10 business days following the date Mr. Mesdag is no longer a member of the Issuer's Board of Directors.

(2) These shares are held directly by Red Mountain Partners, L.P. ("RMP").

(3) These shares are held directly by Red Mountain Capital Partners, LLC ("RMCP").

### 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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