

ENCORE CAPITAL GROUP INC
Form SC 13G/A
March 21, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

ENCORE CAPITAL GROUP, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

292554102
(CUSIP Number)

March 19, 2019
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 292554102 Page 2 of 8

- Name of Reporting Persons:
1. JCF III Europe Holdings L.P.
 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization:
 5. Cayman Islands
 6. Sole Voting Power: 0
 7. Shared Voting Power: 2,827,644
 8. Sole Dispositive Power: 0
 9. Shared Dispositive Power: 2,827,644
 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,827,644
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9): 9.2%
 12. Type of Reporting Person (See Instructions): PN

13G

CUSIP No. 292554102 Page 3 of 8

1. Name of Reporting Persons:
 JCF Associates III L.P.
 Check the Appropriate Box if a
 Member of a Group

2. (a) (b)

3. SEC Use Only

4. Citizenship or Place of
 Organization:
 Cayman Islands
 Sole Voting Power:

5. 0
 Shared Voting Power:

6. 2,827,644
 Sole Dispositive Power:

7. 0
 Shared Dispositive Power:

8. 2,827,644
 Aggregate Amount Beneficially
 Owned by Each Reporting Person:

9. 2,827,644
 Check Box if the Aggregate
 Amount in Row (9) Excludes
 Certain Shares (See Instructions)

10.

11. Percent of Class Represented by
 Amount in Row (9):
 9.2%

12. Type of Reporting Person (See
 Instructions):
 PN

13G

CUSIP No. 292554102 Page 4 of 8

1. Name of Reporting Persons:
 JCF Associates III Ltd.
 Check the Appropriate Box if a
 Member of a Group

2. (a) (b)

3. SEC Use Only

4. Citizenship or Place of
 Organization:
 Cayman Islands
 Sole Voting Power:

5. 0
 Shared Voting Power:

NUMBER OF 6. 2,827,644
 SHARES
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 WITH

7. 0
 Sole Dispositive Power:

8. 2,827,644
 Shared Dispositive Power:

9. Aggregate Amount Beneficially
 Owned by Each Reporting Person:
 2,827,644

10. Check Box if the Aggregate
 Amount in Row (9) Excludes
 Certain Shares (See Instructions)

11. Percent of Class Represented by
 Amount in Row (9):
 9.2%

12. Type of Reporting Person (See
 Instructions):
 CO

13G

CUSIP No. 292554102 Page 5 of 8

1. Name of Reporting Persons:
 J. Christopher Flowers
 Check the Appropriate Box if a
 Member of a Group

2. (a) (b)

3. SEC Use Only

4. Citizenship or Place of
 Organization:
 United States of America
 Sole Voting Power:

5. 0
 Shared Voting Power:

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. 2,827,644
 Sole Dispositive Power:

7. 0
 Shared Dispositive Power:

8. 2,827,644
 Aggregate Amount Beneficially
 Owned by Each Reporting Person:

9. 2,827,644
 Check Box if the Aggregate
 Amount in Row (9) Excludes
 Certain Shares (See Instructions)

10.

11. Percent of Class Represented by
 Amount in Row (9):
 9.2%
 Type of Reporting Person (See
 Instructions):

12. IN

Item 1.(a). Name of Issuer

Encore Capital Group, Inc. (the "Issuer")

(b). Address of Issuer's Principal Executive Offices:

3111 Camino Del Rio North, Suite 103
San Diego, California 92108

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

This Schedule 13G is being jointly filed by JCF III Europe Holdings L.P., a Cayman Islands exempted limited partnership, JCF Associates III L.P., a Cayman Islands exempted limited partnership, JCF Associates III Ltd., a Cayman Islands exempted company, and J. Christopher Flowers, a natural person and citizen of the United States of America (collectively, the "Reporting Persons").

JCF Associates III L.P. is the general partner of JCF III Europe Holdings L.P. JCF Associates III Ltd. is the general partner of JCF Associates III L.P. J. Christopher Flowers is the sole director of JCF Associates III Ltd., and thus may be deemed to control JCF Associates III Ltd. and each entity directly or indirectly controlled by JCF Associates III Ltd., including JCF III Europe Holdings L.P.

The principal business address of each of the Reporting Persons is c/o J.C. Flowers & Co. LLC, 767 Fifth Avenue, 23rd Floor, New York, New York 10153.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP Number:

292554102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person's cover page. JCF III Europe Holdings L.P. directly holds 2,827,644 shares of Common Stock.

(b) Percent of class:

Each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person's cover page. Calculations of the percentage of shares of Common Stock beneficially owned assume 30,884,393 shares of Common Stock outstanding as of February 20, 2019, as reported in the Annual Report on Form 10-K filed by the Issuer with the Securities and Exchange Commission on February 27, 2019.

(c) Number of Shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 21, 2019

JCF III EUROPE HOLDINGS L.P.

By: JCF Associates III L.P., its general partner

By: JCF Associates III Ltd., its general partner

By: /s/ J. Christopher Flowers

Name: J. Christopher Flowers

Title: Director

JCF ASSOCIATES III L.P.

By: JCF Associates III Ltd., its general partner

By: /s/ J. Christopher Flowers

Name: J. Christopher Flowers

Title: Director

JCF ASSOCIATES III LTD.

By: /s/ J. Christopher Flowers

Name: J. Christopher Flowers

Title: Director

/s/ J. Christopher Flowers

J. Christopher Flowers

[Encore Capital Group, Inc. - Schedule 13G/A]