

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><b>MESDAG WILLEM</b><br><br>(Last) (First) (Middle)<br><b>10100 SANTA MONICA BOULEVARD</b><br><b>SUITE 925</b><br><br>(Street)<br><b>LOS ANGELES CA 90067</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>ENCORE CAPITAL GROUP INC [ ECPG ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/22/2013</b>                   |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 04/22/2013                           |  | P                              |   | 350,000   | A          | \$28  | 1,332,036 <sup>(1)</sup>  | I  | See Remarks and footnote below.                       |
| Common Stock                    |                                      |  |                                |   |   |            |       | 25,528 <sup>(2)</sup>   | D  |   |

**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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
**MESDAG WILLEM**  
 (Last) (First) (Middle)  
**10100 SANTA MONICA BOULEVARD**  
**SUITE 925**  
 (Street)  
**LOS ANGELES CA 90067**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**  
 (Last) (First) (Middle)  
**10100 SANTA MONICA BOULEVARD**  
**SUITE 925**  
 (Street)  
**LOS ANGELES CA 90067**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN CAPITAL PARTNERS III,  
L.P.](#)

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD  
SUITE 925

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RMCP GP LLC](#)

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD  
SUITE 925

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN CAPITAL PARTNERS LLC](#)

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD  
SUITE 925

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN CAPITAL MANAGEMENT  
INC](#)

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD  
SUITE 925

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RED MOUNTAIN PARTNERS, L.P.](#)

(Last) (First) (Middle)

10100 SANTA MONICA BOULEVARD  
SUITE 925

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

**Explanation of Responses:**

1. Previously, 213,845 of these shares were reported as being held by Red Mountain Capital Partners II, L.P. ("RMCP II") while 768,191 of these shares were reported as being held by Red Mountain Partners III, L.P. ("RMCP III"). Red Mountain Partners, L.P. ("RMP") owns 100% of the economic interests in each of RMCP II and RMCP III. As part of an internal restructuring, RMCP II and RMCP III distributed these shares to RMP in a transaction that resulted in a change in the form of beneficial ownership of these shares but not a change in pecuniary interest. As a result, RMP now directly holds these shares, and each of RMCP II and RMCP III has ceased to beneficially own any common stock of Encore Capital Group, Inc. ("Encore").

2. These shares are in the form of RSUs. Each RSU represents the right to receive one share of Encore common stock. All of these RSUs are fully vested.

**Remarks:**

This Form 4 is jointly filed by (i) RMP, (ii) RMCP II, (iii) RMCP III, (iv) RMCP GP LLC ("RMCP GP"), (v) Red Mountain Capital Partners LLC ("RMCP LLC"), (vi) Red Mountain Capital Management, Inc. ("RMCM"), and (vii) Mr. Mesdag. RMCP GP is the general partner of each of RMP, RMCP II and RMCP III. RMCP LLC is the managing member of RMCP GP. RMCM is the managing member of RMCP LLC. Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM. Mr. Mesdag is also a director of Encore. Each of Mr. Mesdag, RMCM, RMCP LLC, and RMCP GP, by

virtue of their direct or indirect control of RMP may be deemed to beneficially own some or all of the securities reported as being held by RMP. Each of the reporting persons hereunder disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Willem Mesdag (on behalf  
of himself and the other  
reporting persons hereunder)      04/24/2013

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**