SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

Estimated average burden hours per response: 0.5

1. Name and Addre	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>ENCORE CAPITAL GROUP INC</u> [ECPG	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Masih Ashish</u>				X	Director	10% Owner		
(Last) (First) (M		(Middle)		X	Officer (give title below)	Other (specify below)		
350 CAMINO DE LA REINA SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2023		d CEO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable		
SAN DIEGO	СА	92108		X	Form filed by One Re	porting Person		
(City)	(State)	(Zip)	-		Form filed by More th Person	an One Reporting		

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. Transact Code (In 8)		action 4. Securities Acq Disposed Of (D) ((Instr. 5)		cquired (A) or)) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	03/09/2023		Α		28,965 ⁽¹⁾	Α	\$ <mark>0</mark>	268,642	D		
Common Stock	03/09/2023		A		24,718 ⁽²⁾	Α	\$0	293,360	D		
Common Stock	03/09/2023		F		13,509 ⁽³⁾	D	\$50.06	279,851	D		
Common Stock	03/09/2023		F		12,254 ⁽³⁾	D	\$50.06	267,597	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)		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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Grant to the reporting person on March 9, 2023 of restricted stock units ("RSUs") under the Encore Capital Group, Inc. 2017 Incentive Award Plan. The RSUs are subject to vesting and vest in annual installments over a three-year period, with one-third vesting on March 9, 2024, one-third vesting on March 9, 2025, and the remaining one-third vesting on March 9, 2026.

2. Represents shares issued in connection with the vesting of performance stock units based upon the achievement of performance targets.

3. Disposal relates to the withholding of securities for the payment of the tax liability incident to the vesting of stock units.

Remarks:

/s/ Michael Chin, Attorney-in-03/13/2023

Fact for Ashish Masih

** 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.