SEC Form 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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truction 1(h)	

FORM 4

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

1. Name and Address of Reporting Person* <u>Masih Ashish</u>			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)					
				X	Director	10% Owner			
(Last) 350 CAMINO SUITE 100	MINO DE LA REINA 00 EGO CA 92108		3. Date of Earliest Transaction (Month/Day/Year) 03/09/2022	x	Officer (give title below) President an	Other (specify below) d CEO			
(Street) SAN DIEGO			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person			
(City)	(State)	(Zip)	rivative Securities Acquired, Disposed of, or Benef	 icially	Owned				

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities A Disposed Of (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	03/09/2022		A		21,873 ⁽¹⁾	A	\$ <mark>0</mark>	231,110	D		
Common Stock	03/09/2022		A		42,574 ⁽²⁾	A	\$ <mark>0</mark>	273,684	D		
Common Stock	03/09/2022		М		4,166	A	\$22.17	277,850	D		
Common Stock	03/09/2022		F		14,299 ⁽³⁾	D	\$66.29	263,551	D		
Common Stock	03/09/2022		F		21,106 ⁽³⁾	D	\$66.29	242,445	D		
Common Stock	03/09/2022		F		2,768 ⁽⁴⁾	D	\$66.29	239,677	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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	osed)) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/)	ate	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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$22.17	03/09/2022		М			4,166	(5)	04/06/2022	Common Stock	4,166	\$22.17	0	D	

Explanation of Responses:

1. Grant to the reporting person on March 9, 2022 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, 2023, one-third vesting on March 9, 2024, and the remaining one-third vesting on March 9, 2025.

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.

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Amount represents shares withheld for payment of the exercise price and tax liability incident to the exercise of options.
 Grant to the reporting person on April 6, 2012 of a non-qualified stock option under the 2005 Plan. All shares under the option have become vested and exerciseable.

Remarks:



** Signature of Reporting Person Date

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

 \ast 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.

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