

ENCORE CAPITAL GROUP INC  
Form SC 13D/A  
April 23, 2007

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**ENCORE CAPITAL GROUP, INC.**

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(Name of Issuer)

**Common Stock, par value \$0.01 per share**

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(Title of Class of Securities)

**292554102**

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(CUSIP Number)

**Red Mountain Capital Partners LLC**

**Attn: Willem Mesdag**

**10100 Santa Monica Boulevard, Suite 925**

**Los Angeles, California 90067**

**Telephone (310) 432-0200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 20, 2007

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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).

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners LLC

73-1726370

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)  x
- (b)  ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

3,435,062 shares (See Item 5)

**8 SHARED VOTING POWER**

None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

3,435,062 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,435,062 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

15.1% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners II, L.P.

20-4117535

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)  x
- (b)  ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

WC (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 748,009 shares (See Item 5)

**8 SHARED VOTING POWER**

None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

748,009 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

748,009 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

3.3% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners III, L.P.

20-5329858

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)  x
- (b)  ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

WC (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 2,687,053 shares (See Item 5)

**8 SHARED VOTING POWER**

None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

2,687,053 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,687,053 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.8% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS****I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

RMCP GP LLC

20-4442412

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***(a) (b) **3 SEC USE ONLY****4 SOURCE OF FUNDS\***

AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

NUMBER OF SHARES 3,435,062 shares (See Item 5)

**8 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY EACH None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

REPORTING PERSON 3,435,062 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

WITH

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,435,062 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\***

x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

15.1% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions

**1 NAME OF REPORTING PERSONS****I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Management, Inc.

13-4057186

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***(a) (b) **3 SEC USE ONLY****4 SOURCE OF FUNDS\***

AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

NUMBER OF SHARES 3,435,062 shares (See Item 5)

**8 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY EACH None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

REPORTING PERSON 3,435,062 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

WITH

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,435,062 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\***

x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

15.1% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

CO Corporation

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Willem Mesdag

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

- (a)
- (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S. Citizen

**7 SOLE VOTING POWER**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	3,435,062 shares (See Item 5)
	<b>8 SHARED VOTING POWER</b>
	None (See Item 5)
	<b>9 SOLE DISPOSITIVE POWER</b>
	3,435,062 shares (See Item 5)
	<b>10 SHARED DISPOSITIVE POWER</b>
	None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,435,062 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\***

x

(See Item 2)

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

15.1% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

IN Individual

\* See Instructions

CUSIP No. 292554102

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This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on April 16, 2007 (this Schedule 13D), by (i) Red Mountain Capital Partners LLC, a Delaware limited liability company (RMCP LLC), (ii) Red Mountain Capital Partners II, L.P., a Delaware limited partnership (RMCP II), (iii) Red Mountain Capital Partners III, L.P., a Delaware limited partnership (RMCP III), (iv) RMCP GP LLC, a Delaware limited liability company (RMCP GP), (v) Red Mountain Capital Management, Inc., a Delaware corporation (RMCM), and (vi) Willem Mesdag, a natural person and citizen of the United States of America, with respect to the common stock, par value \$0.01 per share (the Common Stock), of Encore Capital Group, Inc., a Delaware corporation (Encore). RMCP LLC, RMCP II, RMCP III and RMCP GP are sometimes collectively referred to herein as Red Mountain. Red Mountain, RMCM and Mr. Mesdag are sometimes collectively referred to herein as the Reporting Persons. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 1) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

**ITEM 2. IDENTITY AND BACKGROUND.**

Item 2 of this Schedule 13D is hereby amended to include the following information:

Representatives of JCF FPK I LP (together with its affiliates, JCF FPK) and representatives of Red Mountain have held preliminary discussions regarding the possibility that, if JCF FPK were to acquire shares of Common Stock, JCF FPK and Red Mountain might collaborate with each other with respect to their respective ownership of shares of Common Stock, and that, among other things, such collaboration might include agreements regarding the voting, disposition or acquisition of Common Stock, as well as board representation. On April 20, 2007, JCF FPK I LP and RMCP LLC signed a letter (the April 20 Letter) in which JCF FPK I LP and RMCP LLC acknowledged the discussions referred to in the preceding sentence and confirmed their mutual intentions to continue those discussions with each other with a view to defining the scope and terms of any such collaboration and, if each of them determines in its sole discretion to do so, to enter into a written agreement with respect thereto. The April 20 Letter permits either JCF FPK I LP or RMCP LLC to terminate the discussions at any time without further liability (except in connection with certain provisions of the April 20 Letter). No assurance can be given whether the discussions contemplated in the April 20 Letter will be pursued or for how long, or whether such discussions will result in JCF FPK I LP, RMCP LLC or any of their respective affiliates entering into a binding agreement to collaborate or as to the scope and content of any such agreement.

JCF FPK has informed Red Mountain that JCF FPK I LP entered into a stock purchase agreement (the Stock Purchase Agreement) on April 20, 2007, pursuant to which JCF FPK will purchase 5,737,032 shares of Common Stock, which represent approximately 25.2% of the outstanding shares of Common Stock,<sup>(1)</sup> and that such purchase is expected to take place on May 10, 2007, subject to and upon the terms and conditions of the Stock Purchase Agreement.

As a result of this purchase and the April 20 Letter, the Reporting Persons and JCF FPK may be deemed to be a group within the meaning of Section 13(d)(3) of the Exchange Act, and deemed to be the beneficial owner of all of the shares of Common Stock owned by each of them. The Reporting Persons and JCF FPK are acting together with respect to Encore to the extent, but only to the extent, set forth in the April 20 Letter. Other than as set forth in the April 20 Letter, neither the Reporting Persons nor JCF FPK have any agreement or understanding with each other as to Encore, or any obligation to act in concert or otherwise on the same basis. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Common

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<sup>1</sup> All calculations of percentage ownership in this Schedule 13D are based on approximately 22,782,477 shares of Common Stock outstanding as of February 5, 2007, as reported in the Annual Report on Form 10-K for the Annual Period ended December 31, 2006, which was filed by Encore with the SEC on February 28, 2007.

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Stock held by JCF FPK for purposes of Section 13(d) of the Exchange Act, and the Reporting Persons expressly disclaim such beneficial ownership. This Schedule 13D constitutes a separate filing by the Reporting Persons in accordance with Rule 13d-1(k)(2) under the Exchange Act, and the Reporting Persons disclaim any responsibility for the accuracy of the information relating to JCF FPK or the beneficial ownership of shares of Common Stock by JCF FPK. Neither JCF FPK I LP nor any of its affiliates is a reporting person for purposes of this Schedule 13D, and JCF FPK is filing a separate statement on Schedule 13D with respect to JCF FPK I LP and its affiliates.

The foregoing summary of the provisions of the April 20 Letter is qualified by reference to the actual text of the April 20 Letter. A copy of the April 20 Letter is filed as Exhibit 3 hereto and is hereby incorporated by reference in its entirety in response to this Item 2.

**ITEM 4. PURPOSE OF TRANSACTION.**

Item 4 of this Schedule 13D is hereby amended to include the following information:

The information set forth in Item 2 above is hereby incorporated by reference in response to this Item 4.

Red Mountain currently intends to seek representation on the board of directors of Encore, and representatives of Red Mountain have discussed this intention with the management of Encore.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a), 5(b) and 5(c) of this Schedule 13D are hereby amended to include the following information:

The information set forth in Item 2 above is hereby incorporated by reference in response to this Item 5.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Item 6 of this Schedule 13D is hereby amended to include the following information:

The information set forth in Item 2 above is hereby incorporated by reference in response to this Item 6.

**ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.**

Item 7 of this Schedule 13D is hereby amended to include the following information:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3	Letter, dated April 20, 2007, from JCF FPK I LP to, and as accepted and agreed by, Red Mountain Capital Partners LLC (filed herewith).

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: April 23, 2007

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS III, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag

By: Willem Mesdag

Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag

**Exhibit No. Description of Exhibit**

- 1 Joint Filing Agreement, dated as of April 16, 2007, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons with the SEC on April 16, 2007).
- 2 Stock Purchase Agreement, dated as of April 5, 2007, by and among Second Curve Opportunity Fund, LP, Second Curve Opportunity Fund International, Ltd. and Red Mountain Capital Partners III, L.P. (incorporated by reference to Exhibit 2 to the Schedule 13D filed by the Reporting Persons with the SEC on April 16, 2007).
- 3 Letter, dated April 20, 2007, from JCF FPK I LP to, and as accepted and agreed by, Red Mountain Capital Partners LLC (filed herewith).