

Welch Thomas H JR
 Form 4
 November 15, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Welch Thomas H JR

2. Issuer Name and Ticker or Trading Symbol
 EZCORP INC [EZPW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2500 BEE CAVE RD, BLDG. 1,
 SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Legal Officer

ROLLINGWOOD, TX 78746

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | |
| Class A Non-Voting Common Stock | 11/13/2018 | | M ⁽¹⁾ | | 13,100 | A | \$ 9.12 76,484 | D |
| Class A Non-Voting Common Stock | 11/13/2018 | | M ⁽¹⁾ | | 53,161 | A | \$ 9.12 129,645 | D |
| Class A Non-Voting Common Stock | 11/13/2018 | | F ⁽²⁾ | | 4,893 | D | \$ 9.12 124,752 | D |

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Class A
Non-Voting
Common
Stock 11/13/2018 F⁽²⁾ 19,856 D \$
9.12 104,896 ⁽³⁾ D

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 9.12 | 11/13/2018 | | M ⁽¹⁾ | 13,100 | <u>(4)</u> <u>(4)</u> | Class A Non-Voting Common Stock | 13,100 |
| Restricted Stock Units | \$ 9.12 | 11/13/2018 | | M ⁽¹⁾ | 53,161 | <u>(4)</u> <u>(4)</u> | Class A Non-Voting Common Stock | 53,161 |
| Restricted Stock Units | \$ 9.12 | 11/13/2018 | | J ⁽⁵⁾ | 13,290 | <u>(4)</u> <u>(4)</u> | Class A Non-Voting Common Stock | 13,290 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Welch Thomas H JR 2500 BEE CAVE RD, BLDG. 1, SUITE 200 ROLLINGWOOD, TX 78746 | | | Chief Legal Officer | |

Signatures

/s/ Carrie Putnam, attorney
in fact

11/15/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents shares withheld to cover tax liability associated with the vesting of restricted stock units.
- (3) The Total Non-Derivative Securities Beneficially Owned includes 16,000 unvested Restricted Stock Awards.
- (4) The units vested on November 13, 2018 after specified performance goals were achieved.
- (5) These units were forfeited on November 13, 2018 due to failure to achieve performance goals.

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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