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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 17, 2014**

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**EZCORP, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-19424**  
(Commission  
File Number)

**74-2540145**  
(IRS Employer  
Identification No.)

**1901 Capital Parkway, Austin, Texas 78746**  
(Address of principal executive offices) (zip code)

**Registrant's telephone number, including area code: (512) 314-3400**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 — Other Events**

On June 17, 2014, EZCORP, Inc. (the “Company”) priced its private offering of \$200 million aggregate principal amount of cash convertible senior notes due 2019. The Company also granted the initial purchasers of the notes an option to purchase up to an additional \$30 million aggregate principal amount of the notes. The notes are being offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

On June 18, 2014, the Company issued a press release announcing the terms of the pricing. A copy of that press release is attached as Exhibit 99.1.

**Item 9.01 — Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release, dated June 18, 2014, announcing the pricing of cash convertible senior notes

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EZCORP, INC.

Date: June 18, 2014

By: /s/ Thomas H. Welch, Jr.

Thomas H. Welch, Jr.

Senior Vice President,

General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press release, dated June 18, 2014, announcing the pricing of cash convertible senior notes



**EZCORP ANNOUNCES PRICING OF PRIVATE OFFERING OF  
\$200 MILLION OF CASH CONVERTIBLE SENIOR NOTES**

**AUSTIN, Texas** (June 18, 2014) — EZCORP, Inc. (NASDAQ: EZPW) (the “Company”) announced today the pricing of its \$200 million aggregate principal amount of cash convertible senior notes due 2019 (the “Convertible Notes”). The Convertible Notes were offered in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The Company granted an option to the initial purchasers for up to an additional \$30 million aggregate principal amount of Convertible Notes. The Convertible Notes will pay interest semiannually at an annual rate of 2.125% and will be convertible solely into cash based on the applicable conversion rate at such time. The Convertible Notes have an initial conversion rate of 62.2471 shares of the Company’s Class A Non-Voting Common Stock (“Class A common stock”) per \$1,000 principal amount of the Convertible Notes (which is equal to an initial conversion price of approximately \$16.065 per share of the Company’s Class A common stock), representing an initial conversion premium of approximately 35% above the closing price of \$11.90 per share of the Company’s Class A common stock on June 17, 2014. The conversion rate is subject to adjustment in certain circumstances. The Convertible Notes will mature on June 15, 2019, unless earlier repurchased or converted in accordance with their terms prior to such date. Prior to December 15, 2018, the Convertible Notes will be convertible only upon the occurrence of certain events and during certain periods, and thereafter, at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date.

In connection with the pricing of the Convertible Notes, the Company entered into privately negotiated cash convertible note hedge transactions with certain of the initial purchasers or their affiliates (in this capacity, the “option counterparties”). The cash convertible note hedge transactions cover, subject to customary anti-dilution adjustments, the number of shares of Class A common stock underlying the Convertible Notes sold in the offering. The Company also entered into separate, privately negotiated warrant transactions with the option counterparties relating to the same number of shares of the Company’s Class A common stock, subject to customary anti-dilution adjustments, with an initial strike price of approximately \$20.825 per share, subject to certain adjustments, which is approximately 75% higher than the closing price of the Company’s common stock on June 17, 2014. If the initial purchasers exercise their option to purchase additional Convertible Notes, the Company intends to enter into additional warrant transactions with the option counterparties and use a portion of the net proceeds from the sale of such additional Convertible Notes, together with the proceeds from the sale of the additional warrants, to increase the size of the cash convertible note hedge transactions. The cash convertible note hedge transactions are expected generally to offset any cash payments the Company is required to make in excess of the principal amount of converted notes upon any conversion of the Convertible Notes. The Company expects that to the extent that the market price per share of the Company’s Class A common stock exceeds the strike price of the warrants, the warrant transactions could have a dilutive effect with respect to the Company’s Class A common stock.

In connection with establishing their initial hedge of the cash convertible note hedge and warrant transactions, the option counterparties and/or their affiliates expect to purchase shares of the Company’s Class A common stock and/or enter into various derivative transactions with respect to the Company’s Class A common stock concurrently with or shortly after the pricing of the Convertible Notes. This

activity could increase (or reduce the size of any decrease in) the market price of the Company's Class A common stock or the Convertible Notes at that time. In addition, the option counterparties and/or their affiliates may modify their hedge position by entering into or unwinding various derivatives with respect to the Company's Class A common stock and/or purchasing or selling the Company's Class A common stock in secondary market transactions following the pricing of the Convertible Notes and prior to the maturity of the Convertible Notes (and are likely to do so during any observation period related to a conversion of the Convertible Notes or following any repurchase of the Convertible Notes by the Company pursuant to the terms of the Convertible Notes or otherwise). This activity could also cause a decrease or avoid an increase in the market price of the Company's Class A common stock or the Convertible Notes.

The Company estimates that it will receive net proceeds from the offering of approximately \$193 million (or approximately \$222 million if the initial purchasers exercise their option to purchase additional notes in full). The Company intends to use the net proceeds as follows:

- \$11.9 million will be used to repurchase 1 million shares of outstanding Class A common stock in privately negotiated transactions, which may be effected through one or more of the initial purchasers of the Convertible Notes or their respective affiliates, concurrently with the consummation of the offering;
- approximately \$115 million will be used to repay outstanding borrowings under the Company's revolving credit facility;
- approximately \$18.5 million will be used to fund the cost of entering into the cash convertible note hedge transactions (after such cost is partially offset by the proceeds that it receives from entering into the warrant transactions and assuming no exercise of the initial purchasers' option to purchase additional Convertible Notes); and
- the remainder will be used for general corporate purposes.

If the initial purchasers exercise their option to purchase additional Convertible Notes, the Company intends to sell additional warrants and use a portion of the net proceeds from the sale of such additional Convertible Notes, together with the proceeds from the sale of the additional warrants, to increase the size of the cash convertible note hedge transactions. The remainder of additional net proceeds from the sale of such additional Convertible Notes will be used for general corporate purposes.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

The Convertible Notes have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The offering is being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

#### ***Cautionary Note Regarding Forward-Looking Statements***

Certain statements in this press release are forward-looking and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These statements are based upon the Company's current belief as to the outcome and timing of future events. All statements, other than

statements of historical facts, including all statements regarding the proposed offering of the Convertible Notes, that address activities that the Company plans, expects, believes, projects, estimates or anticipates will, should or may occur in the future, including future capital expenditures and future financial or operating results, are forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include the timing and extent of changes in operating risks, liquidity risks, legislative developments and other risk factors and known trends and uncertainties as described in the Company's Annual Report on Form 10-K for the year ended September 30, 2013 and Quarterly Report on Form 10-Q for the quarter ended March 30, 2014 as filed with the SEC. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, the Company's actual results and plans could differ materially from those expressed in the forward-looking statements. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

## **About EZCORP**

EZCORP, Inc. is a leader in delivering easy cash solutions to our customers across channels, products, services and markets. With approximately 7,500 team members and approximately 1,400 locations and branches, we give our customers multiple ways to access instant cash, including pawn loans and consumer loans in the United States, Mexico, Canada and the United Kingdom. We offer these products through four primary channels: in-store, online, at the worksite and through our mobile platform. At our pawn and buy/sell stores and online, we also sell merchandise, primarily collateral forfeited from pawn lending operations and used merchandise purchased from customers.

EZCORP owns controlling interests in Prestaciones Finmart, S.A.P.I. de C.V., SOFOM, E.N.R. (doing business under the names "Crediamigo" and "Adex"), a leading provider of payroll deduction loans in Mexico; and in Renueva Commercial, S.A.P.I. de C.V., an operator of buy/sell stores in Mexico under the name "TUYO." The company also has a significant investment in Cash Converters International Limited (CCV.ASX), which franchises and operates a worldwide network of over 700 stores that provide personal financial services and sell pre-owned merchandise.

For the latest information on EZCORP, please visit our website.

### **Contact:**

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