

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_)\*

EZCORP, INC.  
(Name of Issuer)

Common Stock, \$.01 Par Value  
(Title of Class of Securities)

302301106  
(CUSIP Number)

Austin W. Marxe, 153 East 53rd Street, New York, NY 10022

(212) 207-6500  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 1, 2000  
(Date of Event Which Requires Filing Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of S240.13d-(e), 240.13d-1(f) or 240.13d-(g), check the following box \_\_\_.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See S240.13d-7(b) 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 the disclosures provided in a prior cover page.

The information required in the remainder of the 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).

CUSIP No. 302301106

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1. NAME OF REPORTING PERSONS  
SS or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Special Situations Fund III, L.P. F13-3737427  
MGP Advisers Limited Partnership \* F13-3263120
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS  
00
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES  
BENEFICIALLY (8) SHARED VOTING POWER None  
OWNED BY

EACH (9) SOLE DISPOSITIVE POWER See Marx/Greenhouse  
REPORTING  
PERSON WITH (10) SHARED DISPOSITIVE POWER None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

2,097,100

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.4

14. TYPE OF REPORTING PERSON

IV/IA

\*AWM Investment Company, Inc., a Delaware corporation, is the  
General Partner of this entity.

1. NAME OF REPORTING PERSONS:  
SS or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Special Situations Cayman Fund, L.P. (the "Cayman Fund") -  
98-0132442  
AWM Investment Company, Inc. ("AWM") 11-3086452
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  
(b) X
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
  
00
  5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
AWM - Delaware  
The Cayman Fund - Cayman Islands
- NUMBER OF (7) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES  
BENEFICIALLY (8) SHARED VOTING POWER None  
OWNED BY  
EACH (9) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
REPORTING  
PERSON WITH (10) SHARED DISPOSITIVE POWER None
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
  
664,000
  12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
6.1%
  14. TYPE OF REPORTING PERSON  
  
IV/IA

1. NAME OF REPORTING PERSONS:  
SS or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Austin W. Marx  
David M. Greenhouse
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS  
00
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

|   |                               |           |
|---|-------------------------------|-----------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | (7) SOLE VOTING POWER         | 2,761,100 |
|   | (8) SHARED VOTING POWER       | None      |
|   | (9) SOLE DISPOSITIVE POWER    | 2,761,100 |
|   | (10) SHARED DISPOSITIVE POWER | None      |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
  
2,761,100
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
25.5%
14. TYPE OF REPORTING PERSON  
  
IN

## SCHEDULE 13D

## Item 1. Security and Issuer.

This Schedule relates to the common stock (the "Securities") of EZCorp, Inc. (the "Issuer"). The Issuer's principal executive office 1901 Capital Parkway, Austin, TX 78746

## Item 2. Identity and Background.

This Schedule is filed on behalf of (i) Special Situations Fund III, L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership (the "Cayman Fund"); (iii) MGP Advisers Limited Partnership, a Delaware limited partnership ("MGP"); (iv) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (v) Austin W. Marx and (vi) David Greenhouse. Each of the foregoing is hereinafter referred to, individually, as a "Reporting Person" and, collectively, as the "Reporting Persons."

The principal office and business address of the Reporting Persons, other than the Cayman Fund, is 153 East 53rd Street, 55th floor, New York, NY 10022. The principal office and business address of the Cayman Fund is c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Bank Building, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies.

The principal business of SSF III and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in equity and equity related securities. The principal business of MGP is to act as the general partner of and the investment adviser to SSF III. The principal business of AWM is to act as the general partner of MGP and as the general partner of and the investment adviser to the Cayman Fund. MGP and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marx and David Greenhouse, both of whom are United States citizens, is to serve as officers, directors and members or principal shareholders of the Advisers.

Neither any Fund, any Adviser, Austin W. Marx nor David Greenhouse, during the last 5 years, has been convicted in any criminal proceeding or was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violations with respect to such laws.

## Item 3. Source and Amount of Funds or Other Consideration.

Each Fund utilized available cash assets to purchase the Securities.

## Item 4. Purpose of the Transaction.

No change.

## Item 5. Interest in Securities of the Issuer.

See pps. 2-5 of this Schedule, setting forth the aggregate number and percentage of the Securities beneficially owned by each Reporting Person, the number of shares as to which there is sole or shared power to vote, or to direct the vote, and sole or shared power to dispose or to direct the disposition.

During the month of December 2000, the following Funds acquired Securities in open market transactions as follows:

## Common Shares Average Price

|     |             |           |     |
|-----|-------------|-----------|-----|
| (1) | Cayman Fund | 505,800   | .77 |
| (2) | SSF III     | 1,636,600 | .77 |

During the past 60 days from the date hereof, the following Funds acquired Securities in open market transactions as follows:

|                 | Common Shares | Average Price |
|-----------------|---------------|---------------|
| (1) Cayman Fund | 42,200        | 1.14          |
| (2) SSF III     | 160,900       | .85           |

No other transactions have occurred in the last 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 2 of this Schedule. Based on such Item, Messrs. Marxe and Greenhouse maintain sole voting power and sole dispositive power with respect to the Securities.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this Statement is true, complete and correct.

Dated: December 7, 2000

SPECIAL SITUATIONS FUND III, L.P.  
By MGP Advisers Limited Partnership,  
General Partner

By: /s/ Austin W. Marxe  
Austin W. Marxe  
Managing Director

SPECIAL SITUATIONS CAYMAN FUND, L.P.  
By AWM Investment Company, Inc.,  
General Partner

By: /s/ Austin W. Marxe  
Austin W. Marxe  
President

By: /s/ Austin W. Marxe  
Austin W. Marxe, individually

By: /s/ David M. Greenhouse  
David M. Greenhouse, individually

JOINT FILING AGREEMENT

The Reporting Persons acknowledge and agree by certifying this Schedule 13D that the foregoing statement on Schedule 13D is filed on behalf of each of the Reporting Persons and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the Reporting Persons without the necessity of filing additional joint acquisition statements.