
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 28, 2014

EZCORP, Inc.

(Exact name of registrant as specified in its charter)

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

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 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On July 28, 2014, The Board of Directors appointed the following persons to serve as directors until the next annual meeting of the Company's stockholders or, if earlier, until their respective resignation or removal:

- *Joseph L. Rotunda* — Mr. Rotunda, age 67, served as the Company's President and Chief Executive Officer, and a member of the Board of Directors, from August 2000 to November 2010. Upon his retirement in November 2010, Mr. Rotunda served as a consultant to the Company from November 2010 to November 2013 and has since served as a consultant and adviser to various businesses.

In connection with Mr. Rotunda's retirement as President and Chief Executive Officer in November 2010, the Company entered into a five-year consulting agreement with Mr. Rotunda, which provided for an annual consulting fee of \$500,000 plus a potential bonus of up to \$500,000 per year. That agreement was terminated in November 2013. During the term of the agreement, the Company paid Mr. Rotunda the annual consulting fees, but no bonuses. In connection with the termination of the agreement, the Company paid Mr. Rotunda an additional \$2.1 million to settle all amounts owing under the agreement. Pursuant to the terms of the retirement arrangements and the consulting agreement, the Company will continue to provide healthcare benefits to Mr. Rotunda through October 31, 2015.

- *Thomas C. Roberts* — Mr. Roberts, age 72, previously served on the Company's Board of Directors from January 2005 to January 2014. He served as Chairman of the Audit Committee from January 2004 to November 2008, and as Lead Independent Director from November 2008 to September 2013. Since 1990, Mr. Roberts has been a private investor and is currently Chairman of the Board of Directors of Pensco, Inc., a financial services company, having previously served as a senior executive (including Chief Financial Officer) of Schlumberger, Ltd. (1970 to 1985) and director of Control Data Computer Systems and Services (1985 to 1989). Mr. Roberts will serve on the Audit Committee and will chair the committee on an interim basis.

In connection with Mr. Roberts' retirement from the Board of Directors in January 2014, the Company agreed to continue to pay Mr. Roberts' annual retainer fee through the end of fiscal 2014 (totaling \$97,500) and to accelerate the vesting of 13,250 shares of the Class A Non-Voting Common Stock that remained unvested at the time of the retirement.

- *Peter Cumins* — Mr. Cumins, age 63, is the Managing Director of Cash Converters International Limited, a public company headquartered in Perth, Western Australia, and traded on the Australian Stock Exchange (ASX: CCV). The Company owns approximately 33% of the outstanding capital stock of Cash Converters, owns and operates 35 stores in the United States and Canada under the "Cash Converters" brand under a license with Cash Converters, and has entered into a joint venture with Cash Converters to develop a network of franchised buy/sell stores in Mexico under the "Cash Converters" brand.

A copy of the Company's press release announcing these appointments is attached to this Report as Exhibit 99.2 and incorporated herein by reference.

As directors, Mr. Rotunda, Mr. Roberts, and Mr. Cumins will participate in the standard compensation plan for non-employee directors, which is described in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2013 (under "Part III - Item 11, Executive Compensation - Director Compensation"). Pursuant to that plan, non-employee directors receive an annual retainer fee (\$80,000 for fiscal 2014, with additional amounts of \$20,000 and \$15,000 being paid to the chair of the Audit Committee and the chair of the Compensation Committee, respectively) and an annual grant of restricted stock (10,000 shares for fiscal 2014). The annual cash retainer fee is paid quarterly, and the annual restricted stock awards are generally made on or about October 1 of each year.

On or about August 1, 2014, Mr. Rotunda and Mr. Cumins will each receive \$13,500 (representing the pro rata portion of the fiscal 2014 annual retainer fee) and Mr. Roberts will receive \$16,500 (representing the pro rata portion of the annual retainer fee plus an additional pro rata amount for serving as Chairman of the Audit Committee). Neither Mr. Rotunda, Mr. Roberts nor Mr. Cumins will receive a grant of restricted stock upon appointment, but each will be eligible for a full-year award at the next annual grant in October 2014.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated July 28, 2014.

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: July 30, 2014

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

Thomas H. Welch, Jr.

Senior Vice President,

General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description of Exhibit

99.1 Press Release, dated July 28, 2014, announcing the appointment of new members to the Board of Directors.



EZCORP ADDS FOUR NEW DIRECTORS

AUSTIN, Texas (July 28, 2014) - EZCORP, Inc. (NASDAQ: EZPW), a leading provider of instant cash solutions for consumers, today announced that its Board of Directors has expanded its size to seven and has elected Mark E. Kuchenrither, Joseph L. Rotunda, Thomas C. Roberts, and Peter Cumins to serve as directors.

Mark E. Kuchenrither - Mr. Kuchenrither, age 52, is serving as Interim President and Chief Executive Officer, as well as Chief Financial Officer, of EZCORP. Mr. Kuchenrither joined the Company as Senior Vice President, Strategic Development in March 2010. He was promoted to President, Change Capital in October 2011 and to Executive Vice President in May 2012. He was named Chief Financial Officer in October 2012. From 2007 to March 2010, Mr. Kuchenrither served as Vice President of Operations of Sun Capital Partners, a private equity firm, where he was responsible for the oversight of ten portfolio companies with an emphasis on profit improvement. Mr. Kuchenrither began his career in various accounting and controllership functions.

Joseph L. Rotunda - Mr. Rotunda, age 67, served as EZCORP's Chief Executive Officer and a member of the EZCORP Board of Directors for 10 years from August 2000 to November 2010. Under his leadership, the Company grew from a few hundred store fronts operating in 11 states to over 1,000 owned and operated locations in the U.S., Mexico and Canada. EZCORP's market capitalization during that time grew from approximately \$17 million in 2000 to over \$1 billion at the time of his retirement. During Mr. Rotunda's tenure, EZCORP's growth and performance were recognized with the company's inclusion on Forbes list of "200 Best Small Companies" in 2006, Business Weekly's "100 Hot Growth Companies" in 2007, the Association for Corporate Growth's "2010 Outstanding Corporate Growth Award" for Central Texas, and FORTUNE Magazine's 2010 list of "100 Fastest Growing Companies."

Since his retirement from EZCORP, Mr. Rotunda served as a consultant to the Company from November 2010 to November 2013 and has since served as a consultant and adviser to various businesses. He is currently a director of eCommission Financial Services, Inc., a privately held company focusing on commission advance products to real estate sales professionals. Mr. Rotunda served for ten years as a director of Easyhome Ltd. (TSX: EH), Canada's largest, and North America's third largest, merchandise leasing company, offering consumer leasing agreements through both corporate and franchise stores, as well as a variety of financial services through its Easyfinancial services business.

Thomas C. Roberts - Mr. Roberts, age 72, previously served on the EZCORP Board of Directors from January 2005 to January 2014. He served as Chairman of the Audit Committee from January 2004 to November 2008, and as Lead Independent Director from November 2008 to September 2013. Since 1990, Mr. Roberts has been a private investor and is currently Chairman of the Board of Directors of Pensco, Inc., a financial services company, having previously served as a senior executive (including Chief Financial Officer) of Schlumberger, Ltd. (1970 to 1985) and President and director of Control Data Computer Systems and Services (1985 to 1989). Mr. Roberts has agreed to serve on the Audit Committee and to Chair the committee on an interim basis.

Peter Cumins - Mr. Cumins, age 63, is the Managing Director of Cash Converters International Limited, a public company headquartered in Perth, Western Australia, and traded on the Australian Stock Exchange (ASX: CCV), with a market capitalization of almost \$500 million. Cash Converters owns and franchises retail and financial services stores in 21 countries. EZCORP owns approximately 33% of the outstanding capital stock of Cash Converters, owns and operates 35 stores in the United States and Canada under the "Cash Converters" brand, and has entered into a joint venture with Cash Converters to develop a network of franchised buy/sell stores in Mexico under the "Cash Converters" brand.

Mr. Cumins joined Cash Converters in August 1990 as Finance and Administration Manager, became General Manager in March 1992 and became Managing Director in April 1995. Mr. Cumins has overseen the major growth in the number of company-owned and franchised locations in Australia, as well as the international development of the Cash Converters franchise system.

Chairman Commentary

Lachlan P. Given, EZCORP's non-executive Chairman of the Board stated: "We are absolutely delighted with these additions to our Board of Directors. Both Joe and Peter bring deep pawnbroking and financial services expertise, and both have very successfully led their companies during periods of rapid growth and industry change. Tom's prior EZCORP experience, combined with his extensive experience in managing large, complex, global organizations, make him uniquely suited to return to the Board at this time. And of course, Mark will bring the necessary senior executive perspective to Board deliberations.

"Combined, these new directors bring almost 50 years of targeted, industry-related experience and expertise. I look forward to working with them, as well as with our existing directors, Pablo Lagos and Santiago Creel, as we refocus the Company's strategy and initiatives on our core businesses in order to deliver superior shareholder value."

About EZCORP

EZCORP is a leader in delivering easy cash solutions to our consumers 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, and fee-based credit services to customers seeking loans. 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 consumer 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.

Forward-Looking Statements

This announcement contains certain forward-looking statements regarding the company's strategy and initiatives. These statements are based on the company's current expectations. Actual results for future periods may differ materially from those expressed or implied by these forward-looking statements due to a number of uncertainties and other factors, including fluctuations in gold prices or the desire of our customers to pawn or sell their gold items, changes in the regulatory environment, changing market conditions in the overall economy and the industry, and consumer demand for the company's services and merchandise. For a discussion of these and other factors affecting the company's business and prospects, see the company's annual, quarterly and other reports filed with the Securities and Exchange Commission.

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