

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EZCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

74-2540145

(I.R.S. Employer identification no.)

1901 Capital Parkway, Austin, Texas

(Address of principal executive offices)

78746

(Zip code)

EZCORP, INC. 2010 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

Thomas H. Welch, Jr.

Senior Vice President, General Counsel and Secretary

EZCORP, Inc.

1901 Capital Parkway

Austin, Texas 78746

(Name and address of agent for service)

(512) 314-3400

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Class A Non-Voting Common Stock, par value, \$0.01 per share	643,673 (2)	\$9.92	\$6,385,236	\$742

(1) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h), on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices for the Class A Non-Voting Common Stock reported on The NASDAQ Stock Market on March 4, 2015.

(2) Pursuant to Rule 416, this Registration Statement shall be deemed to cover such additional shares of Class A Non-Voting Common Stock as may become issuable pursuant to the antidilution provisions of the EZCORP, Inc. 2010 Long-Term Incentive Plan.

Pursuant to General Instruction E of Form S-8 (“Registration of Additional Securities”), the Registrant hereby makes the following statement:

On October 10, 2013, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-191677) (the “Prior Registration Statement”) relating to shares of the Registrant’s common stock to be issued pursuant to the EZCORP, Inc. 2010 Long-Term Incentive Plan (the “Incentive Plan”), and the Prior Registration Statement is currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the Incentive Plan. The contents of the Prior Registration Statement are incorporated hereby by reference.

The following exhibits are filed as a part of this Registration Statement:

Exhibit Number	Description
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of BDO USA, LLP
23.3	Consent of Vinson & Elkins, L.L.P. (included in Exhibit 5.1)
24.1	Power of attorney (set forth on signature page)
99.1	Amended and Restated EZCORP, Inc. 2010 Long-Term Incentive Plan, effective February 26, 2015 (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed March 3, 2015, Commission File No. 0-19424)

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on March 9, 2015.

EZCORP, Inc.

By: /s/ Stuart I. Grimshaw

Stuart I. Grimshaw,
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and appoints Thomas H. Welch, Jr. as his or her attorney-in-fact to sign on his or her behalf individually and in the capacity stated below all amendments and post-effective amendments to this registration statement as that attorney-in-fact may deem necessary or appropriate.

Signature	Title	Date
/s/ Stuart I. Grimshaw Stuart I. Grimshaw	Chief Executive Officer and Director (principal executive officer)	March 9, 2015
/s/ Mark E. Kuchenrither Mark E. Kuchenrither	President and Chief Operating Officer and Chief Financial Officer (principal financial officer)	March 9, 2015
/s/ Stephen M. Brown Stephen M. Brown	Vice President — Finance and Chief Accounting Officer (principal accounting officer)	March 9, 2015
/s/ Lachlan P. Given Lachlan P. Given	Executive Chairman of the Board	March 9, 2015
/s/ Matthew W. Appel Matthew W. Appel	Director	March 9, 2015
/s/ Santiago Creel Miranda Santiago Creel Miranda	Director	March 9, 2015
/s/ Peter Cumins Peter Cumins	Director	March 9, 2015
/s/ Pablo Lagos Espinosa Pablo Lagos Espinosa	Director	March 9, 2015
/s/ Thomas C. Roberts Thomas C. Roberts	Director	March 9, 2015
/s/ Joseph L. Rotunda Joseph L. Rotunda	Director	March 9, 2015

EXHIBIT INDEX

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* Filed herewith.

Vinson & Elkins

March 9, 2015

EZCORP, Inc.
1901 Capital Parkway
Austin, TX 78746

Ladies and Gentlemen:

We have acted as counsel for EZCORP, Inc., a Delaware corporation (the "**Company**"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "**Act**"), of the offer and sale of an aggregate of up to 643,673 shares of the Company's shares of Class A Non-Voting Common Stock, par value \$0.01 per share, of the Company (the "**Common Stock**"), pursuant to the Company's registration statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission on March 9, 2015, which such shares of Common Stock may be issued from time to time in accordance with the terms of the EZCORP, Inc. 2010 Long-Term Incentive Plan, as amended from time to time (the "**Plan**").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) a written consent adopted by the sole voting stockholder of the Company, (iv) the Plan, and (v) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon representations of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete and (vii) that the Common Stock will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Common Stock has been duly authorized and, when shares of Common Stock are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which shares of Common Stock relate, the shares of Common Stock will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the Delaware General Corporation Law. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh San Francisco Tokyo Washington

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated November 26, 2014, relating to the financial statements of EZCORP, Inc., and the effectiveness of EZCORP, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of EZCORP, Inc. for the year ended September 30, 2014.

/s/ DELOITTE & TOUCHE LLP

Austin, Texas
March 9, 2015

Consent of Independent Registered Public Accounting Firm

EZCORP, Inc.
Austin, Texas

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated November 20, 2012, except for Notes 2, 4, 6, 7, 12, 14, 19 and 23, which are as of November 26, 2014, relating to the consolidated financial statements of EZCORP.

/s/ BDO USA, LLP

Dallas, Texas
March 9, 2015