

**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.)

**2500 Bee Cave Road, Rollingwood, 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.**

**2500 Bee Cave Road, Building One, Suite 200**

**Rollingwood, 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	1,081,200 (2)	\$3.13	\$3,384,156	\$341

(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 January 20, 2016.

(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:

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of legal counsel
23.1	Consent of BDO USA, LLP
23.2	Consent of Deloitte & Touche LLP
23.3	Consent of legal counsel (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 March 23, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 23, 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 January 22, 2016.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stuart I. Grimshaw</u> Stuart I. Grimshaw	Chief Executive Officer and Director (principal executive officer)	January 22, 2016
<u>/s/ Mark S. Ashby</u> Mark S. Ashby	Chief Financial Officer (principal financial officer)	January 22, 2016
<u>/s/ Lachlan P. Given</u> Lachlan P. Given	Executive Chairman of the Board	January 22, 2016
<u>/s/ Matthew W. Appel</u> Matthew W. Appel	Director	January 22, 2016
<u>/s/ Santiago Creel Miranda</u> Santiago Creel Miranda	Director	January 22, 2016
<u>/s/ Peter Cumins</u> Peter Cumins	Director	January 22, 2016
<u>/s/ Pablo Lagos Espinosa</u> Pablo Lagos Espinosa	Director	January 22, 2016
<u>/s/ Thomas C. Roberts</u> Thomas C. Roberts	Director	January 22, 2016
<u>/s/ Joseph L. Rotunda</u> Joseph L. Rotunda	President, North American Pawn and Director	January 22, 2016
<u>/s/ David McGuire</u> David McGuire	Deputy Chief Financial Officer and Chief Accounting Officer (principal accounting officer)	January 22, 2016

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Opinion of legal counsel
23.1*	Consent of BDO USA, LLP
23.2*	Consent of Deloitte & Touche LLP
23.2*	Consent of legal counsel (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 March 23, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 23, 2015, Commission File No. 0-19424)

\* Filed herewith.



January 22, 2016

EZCORP, Inc.  
Building One, Suite 200  
2500 Bee Cave Road  
Rollingwood, Texas 78746

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Senior Vice President, General Counsel and Secretary for EZCORP, Inc., a Delaware corporation (the "Company"), and have represented the Company in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933 of the offer and sale of an additional 1,081,200 shares of the Company's Class A Non-Voting Common Stock, par value \$.01 per share (the "Shares"), that may be issued from time to time pursuant to awards granted under the EZCORP 2010 Long-Term Incentive Plan (the "Plan").

In reaching the opinion set forth herein, I have examined such agreements, certificates of public officials and officers of the Company, records, documents and matters of law as I deemed relevant.

Based on the foregoing and subject further to the assumptions, exceptions and qualifications hereinafter stated, I am of the opinion that the Shares, when issued in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan and the relevant award agreements, will be legally issued, fully paid and nonassessable.

In rendering the opinion set forth herein, I have assumed that the Company will receive the full amount and type of consideration (as specified in the Plan and each applicable award agreement) for each of the Shares or will have received that consideration upon the issuance of the Shares pursuant to the applicable award agreement, that such consideration will be in cash, personal property or services already performed, that such consideration will equal or exceed the par value per share of the Shares, that appropriate certificates or other evidence of ownership with respect to the Shares will be properly executed upon each such issuance and that each grant of an award pursuant to the Plan will be duly authorized.

The opinion expressed above is limited to the laws of the State of Texas, the Delaware General Corporation Law and the federal laws of the United States of America. I am not admitted to the practice of law in the State of Delaware.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I come into the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Thomas H. Welch, Jr.,

---

Senior Vice President,

General Counsel and Secretary

**Consent of Independent Registered Public Accounting Firm**

EZCORP, Inc.  
Austin, Texas

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated December 23, 2015, relating to the consolidated financial statements, and the effectiveness of EZCORP, Inc.'s internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2015. Our report on the effectiveness of internal control over financial reporting expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of September 30, 2015.

/s/ BDO USA, LLP

Dallas, Texas  
January 22, 2016



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of EZCORP, Inc. and subsidiaries dated November 26, 2014, November 9, 2015 as to the effects of the restatement discussed in Note 25; December 23, 2015 as to Notes 2 and 19 (which report expresses an unqualified opinion and includes an explanatory paragraph related to the restatement of the 2014 and 2013 consolidated financial statements) appearing in the Annual Report on Form 10-K of EZCORP, Inc. for the year ended September 30, 2015.

*/s/ DELOITTE & TOUCHE LLP*

Austin, TX  
January 22, 2016