

**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): May 10, 2018 (May 9, 2018)**

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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.)

**2500 Bee Cave Road, Bldg One, Suite 200, Rollingwood, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 — Submission of Matters to a Vote of Security Holders.**

On May 9, 2018, the sole holder of Class B Voting Common Stock of EZCORP, Inc. (the “Company”) approved by written consent the private offering by the Company of \$172.5 million aggregate principal amount of convertible senior notes due 2025 (the “Notes Offering”), which total includes an option to the initial purchaser of the notes to purchase up to an additional \$22.5 million aggregate principal amount of the notes, as well as the issuance of Class A Non-Voting Common Stock upon conversion of the Notes. On May 9, 2018, there were 2,970,171 shares of the Company’s Class B Voting Common Stock outstanding, all of which are held by MS Pawn Limited Partnership.

**Item 8.01 — Other Events.**

On May 10, 2018, the Company issued a press release announcing that it has priced the Notes Offering, which Notes Offering is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The notes are being offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The Company also granted the initial purchaser of the notes an option to purchase up to an additional \$22.5 million aggregate principal amount of the notes. The full text of the press release is attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 — Exhibits.**

**(d) Exhibits.**

99.1 [Press release, dated May 10, 2018, announcing the pricing of 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.

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

Thomas H. Welch, Jr.

Chief Legal Officer and Secretary

Date: May 10, 2018



## **EZCORP Announces Pricing of Private Offering of \$150 Million of Convertible Senior Notes Due 2025**

**Austin, Texas** (May 10, 2018) - EZCORP, Inc. (NASDAQ: EZPW) (the "Company"), a leading provider of pawn loans in the United States and Latin America, announced today the pricing of its \$150 million aggregate principal amount of convertible senior notes due 2025 (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 purchaser for up to an additional \$22.5 million aggregate principal amount of Convertible Notes. The Convertible Notes will pay interest semiannually at an annual rate of 2.375% and will be convertible into cash, shares of the Company's Class A Non-Voting Common Stock ("Class A common stock") or a combination thereof, at the Company's election, based on the applicable conversion rate at such time. The Convertible Notes have an initial conversion rate of 62.8931 shares of the Class A common stock per \$1,000 principal amount of the Convertible Notes (which is equal to an initial conversion price of approximately \$15.90 per share of the Company's Class A common stock), representing an initial conversion premium of approximately 20% above the closing price of \$13.25 per share of the Company's Class A common stock on May 9, 2018. The conversion rate is subject to adjustment in certain circumstances.

The Convertible Notes will mature on May 1, 2025, unless earlier converted, redeemed or repurchased in accordance with their terms prior to such date. Prior to the close of business on the business day immediately preceding November 1, 2024, the Convertible Notes will be convertible at the option of the holder only upon the occurrence of certain events and during certain periods, and thereafter, at any time prior to the close of business on the business day immediately preceding the maturity date.

The Company, at its option, may redeem for cash all or any portion of the Convertible Notes on or after May 1, 2022, if the last reported sale price of the Company's Class A common stock has been at least 130% of the conversion price then in effect for at least 20 trading days, including the trading day immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption. The redemption price will be equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Company estimates that it will receive net proceeds from the offering of approximately \$145.2 million (or approximately \$167.0 million if the initial purchaser exercises its option to purchase additional notes in full), after deducting fees and estimated expenses. The Company intends to use the net proceeds from this offering for general corporate purposes and potentially to fund acquisitions. The Company is in various levels of discussion regarding a number of acquisition opportunities in the U.S., Canada and Latin America, and has entered into non-binding letters of intent to acquire pawnshops in Latin America. At this time, there can be no assurance that the Company will actually complete any of those potential acquisitions.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Convertible Notes or any shares of the Company's Class A common stock issuable upon conversion of the Convertible Notes, nor will 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 and any shares of the Company's Class A common stock issuable upon conversion of 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**

This announcement contains certain forward-looking statements regarding the Company's strategy, initiatives and expected performance. These statements are based on the Company's current expectations 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 or results 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. 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 operating risks, liquidity risks, legislative or regulatory developments, market factors or current or future litigation. 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. 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**

Formed in 1989, EZCORP is a leading provider of pawn loans in the United States and Latin America. It also sells merchandise, primarily collateral forfeited from pawn lending operations and used merchandise purchased from customers. We are dedicated to satisfying the short-term cash needs of consumers who are both cash and credit constrained, focusing on an industry-leading customer experience. EZCORP is traded on the NASDAQ stock market under the symbol EZPW and is a member of the Russell 2000 Index, S&P SmallCap 600 Index, S&P 1000 Index and NASDAQ Composite Index.

### **Contact:**

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