
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):
September 24, 2008

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
(I.R.S. Employer
Identification No.)

1901 CAPITAL PARKWAY
AUSTIN, TEXAS
(Address of principal executive offices)

78746
(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 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

On September 26, 2008, EZCORP, Inc. amended its certificate of incorporation to eliminate its entire series of preferred stock and all references thereto, none of which was issued or outstanding, and to increase its authorized shares of Class A Non-Voting Common Stock from 50 million to 54 million shares. The Certificate of Amendment to the Certificate of Incorporation is attached hereto as Exhibit 3.1.

ITEM 5.02. ELECTION OF DIRECTOR

On September 26, 2008, EZCORP, Inc. issued a press release announcing that on September 24, 2008, William Love was elected as a new Director to its Board of Directors effective October 1, 2008. The Board of Directors has determined that Mr. Love is an independent member of the Board of Directors as defined by the rules of the NASDAQ Stock Market. A copy of the press release is attached hereto as Exhibit 99.

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On September 26, 2008, EZCORP, Inc. amended its certificate of incorporation to eliminate its entire series of preferred stock and all references thereto, none of which was issued or outstanding, and to increase its authorized shares of Class A Non-Voting Common Stock to 54 million shares. Prior to the amendment, the Certificate of Incorporation authorized the issuance of up to five million shares of preferred stock and 50 million shares of Class A Non-voting Common Stock. The authorized number of Class B Voting Common Stock remains unchanged at three million shares. The Certificate of Amendment to the Certificate of Incorporation is attached hereto as Exhibit 3.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

3.1 Certificate of Amendment to Certificate of Incorporation.

99 Press release dated September 26, 2008, issued by EZCORP, Inc.

SIGNATURE

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.
(Registrant)

Date: September 26, 2008

By: /s/ Daniel N. Tonissen
(Signature)
Senior Vice President, Chief Financial Officer, and Director

EXHIBIT INDEX

- 3.1 Certificate of Amendment to Certificate of Incorporation.
- 99 Press release dated September 26, 2008, issued by EZCORP, Inc.

EXHIBIT 3.1

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

EZCORP, Inc. (the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

I. The Board of Directors of the corporation adopted a resolution by unanimous written consent authorizing the amendment of the Certificate of Incorporation of said Corporation to modify the number of authorized Class A Non-Voting Common Stock and delete the entire series of Preferred Stock.

II. The Certificate of Incorporation of the Corporation is hereby amended as follows:

A. By striking the first and second paragraphs of Article "FOURTH" and by substituting in lieu thereof the following:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Fifty-seven million (57,000,000) shares of capital stock, classified as (i) Fifty-four million (54,000,000) shares of Class A Non-Voting Common Stock, par value \$0.01 per share ("Class A Non-Voting Common Stock), and (ii) Three million (3,000,000) shares of Class B Voting Common Stock, par value \$0.01 per share ("Class B Voting Common Stock).

The designations and the powers, preferences, rights, qualifications, limitations, and restrictions of the Class A Non-Voting Common Stock and Class B Voting Common Stock are as follows:

B. By striking enumerated section 1, under the second paragraph of Article "FOURTH" and by substituting in lieu thereof the following:

1. Intentionally Omitted.

C. By striking section 2, paragraph (d) of Article "FOURTH" and by substituting in lieu thereof the following:

(d) The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock, or otherwise) as may be declared thereon by the board of directors at any time and from time to time out of any funds of the Corporation legally available therefore; provided, however, that any dividend upon the Common Stock that is payable in Common Stock shall be paid only in Class A Non-Voting Common Stock to the holders of class A Non-Voting Common Stock and only in Class B Voting common Stock to the holders of Class B Voting Common Stock.

D. By striking section 2, paragraph (e) of Article "FOURTH" and by substituting in lieu thereof the following:

(e) In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of that Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them, regardless of whether such shares are shares of Class A Non-Voting Common Stock or Class B Voting Common Stock. A liquidation, dissolution, or winding-up of the Corporation, as such terms are used in this Paragraph (e), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange, or conveyance of all or a part of the assets of the Corporation.

E. By striking section 3, paragraph (a) of Article "FOURTH" and by substituting in lieu thereof the following:

(a) Subject to the foregoing provisions of this Certificate of Incorporation, the Corporation may issue shares of its Class A Non-Voting Common Stock and Class B Voting Common Stock from time to time for such consideration (not less than the par value thereof) as may be fixed by the board of directors of the Corporation, which is expressly authorized to fix the same in its absolute and uncontrolled discretion subject to the foregoing conditions. Shares so issued for which the consideration shall have been paid or delivered to the Corporation shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

III. The amendment to the Certificate of Incorporation herein certified has been duly approved by the Corporation's Board of Directors and was duly adopted by unanimous written consent of the stockholders entitled to vote in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 26th day of September, 2008.

EZCORP, Inc.

By: /s/ Connie Kondik

Connie Kondik, Vice President

NEW DIRECTOR JOINS EZCORP BOARD

AUSTIN, Texas (September 26, 2008) ¾ EZCORP, Inc. (Nasdaq: EZPW) announced today the addition of a new member to the Company's Board of Directors. William "Bill" Love, CPA, has been elected to the Board of Directors of EZCORP Inc. effective October 1, 2008. Mr. Love is a Texas licensed Certified Public Accountant and Certified Valuation Analyst.

Mr. Love began his career with Peat Marwick, which later became KPMG, in 1972 and was elected to Partnership in 1979. After several promotions including Partner in Charge of Tax, he became Managing Partner of KPMG's Austin office. Currently, Mr. Love continues to practice public accounting with the Austin-based William C. Love accounting firm he formed in January 1993.

Joe Rotunda, EZCORP's President and Chief Executive Officer said, "The expansion of EZCORP's Board to five independent Directors ensures the Company will continue to benefit from a diversity of experience and opinions. Bill Love's expertise in public and tax accounting as well as his experience as a certified valuation analyst will be a significant asset to our organization, and we are delighted to have him join our Board of Directors."

Mr. Love is a graduate of the University of Texas at Austin with a BBA in Accounting with Honors and resides with his wife, Diane, in Austin, Texas.

EZCORP is primarily a lender or provider of credit services to individuals who do not have cash resources or access to credit to meet their short-term cash needs. In 294 U.S. EZPAWN and 30 Mexico Empeño Fácil locations open on June 30, 2008, the Company offers non-recourse loans collateralized by tangible personal property, commonly known as pawn loans. At these locations, the Company also sells merchandise, primarily collateral forfeited from its pawn lending operations, to consumers looking for good value. In 461 EZMONEY locations and 71 EZPAWN locations open on June 30, 2008, the Company offers short-term non-collateralized loans, often referred to as payday loans, or fee based credit services to customers seeking loans.

This announcement contains certain forward-looking statements regarding the Company's expected performance for future periods including, but not limited to, the completion and anticipated benefits of an acquisition and expected future earnings. Actual results for these periods may materially differ from these statements. Such forward-looking statements involve risks and uncertainties such as changing market conditions in the overall economy and the industry, consumer demand for the Company's services and merchandise, changes in the regulatory environment, and other factors periodically discussed in the Company's annual, quarterly and other reports filed with the Securities and Exchange Commission.