

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

**POST-EFFECTIVE AMENDMENT NO. 2
TO
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 Number)

**1901 Capital Parkway
Austin, Texas**
(Address of principal executive offices)

78746
(Zip code)

EZCORP, INC. 2006 INCENTIVE PLAN
(Full title of the plan)

Name and address
of agent for service:

Copy of communications to:

Thomas H. Welch, Jr.
Senior Vice President, General Counsel and Secretary
EZCORP, Inc.
1901 Capital Parkway
Austin, Texas 78746

Christine A. Hathaway
Vinson & Elkins L.L.P.
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
214-220-7700

Telephone number, including area code, of agent for service:
(512) 314-3400

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 the definitions 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)

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-140492) (the "Registration Statement") filed by EZCORP, Inc., a Delaware corporation ("Registrant"), with the Securities and Exchange Commission on February 7, 2007, which registered 2,250,000 shares of Registrant's Class A Non-Voting Common Stock, par value \$0.01 per share ("Class A Common Stock"), under the EZCORP, Inc. 2006 Incentive Plan is being filed to deregister any securities registered pursuant to the Registration Statement and not otherwise sold thereunder.

On October 2, 2013, pursuant to the Agreement and Plan of Merger, dated as of October 1, 2013 (the "Merger Agreement"), between Registrant and EZMergeco, Inc., a Delaware corporation and a newly formed direct wholly owned subsidiary of Registrant ("MergeCo"), in an internal reorganization transaction structured as a merger, Registrant merged with and into MergeCo, with MergeCo continuing as the surviving corporation (the "Reorganization"). At the effective time of the Reorganization, MergeCo changed its name to "EZCORP, Inc." (referred to herein as "EZCORP") and succeeded to all of the assets and liabilities of Registrant. EZCORP has conducted and will continue to conduct the same business and operations as Registrant immediately prior to the Reorganization.

As a result of the Reorganization, Registrant has terminated any and all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, Registrant hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by Registrant in Part II of the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, removes from registration any and all Class A Common Stock registered but unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, 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 Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on this 4th day of October, 2013.

EZCORP, INC.

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

Name: Thomas H. Welch, Jr.

Title: Agent for Service

Note: No other person is required to sign this Post-Effective Amendment No. 2 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933.