

EZCORP INC
Form 8-K
November 29, 2018

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): November 29, 2018 (November 23, 2018)

EZCORP, Inc.
(Exact name of registrant as specified in its charter)

Delaware 0-19424 74-2540145
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) 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

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

Effective November 28, 2018, the sole holder of the Company's Class B Voting Common Stock (the "Voting Stockholder") approved an amendment to the EZCORP, Inc. 2010 Long-Term Incentive Plan (the "Plan") to increase the number of shares of Class A Non-Voting Common Stock that the Company is authorized to issue under the Plan by 400,000 shares. Specifically, the amendment amends the first sentence of Section 3.1 of the Plan to read as follows: "The number of Authorized Shares shall be 5,485,649, which includes (a) 1,500,000 shares that were authorized upon adoption of the Plan on May 1, 2010, (b) 75,750 shares that, under the terms of the Plan, were carried over from the 2006 Plan, (c) 643,673 shares that were authorized and added to the Plan effective February 20, 2015, (d) 1,081,200 shares that were authorized and added to the Plan effective March 23, 2015, (e) 185,026 shares that were authorized and added to the Plan effective March 21, 2016, (f) 500,000 shares that were authorized and added to the Plan effective December 21, 2016, (g) 1,100,000 shares that were authorized and added to the Plan effective December 8, 2017 and (h) 400,000 shares that were authorized and added to the Plan effective November 28, 2018."

This amendment was approved by the Compensation Committee and the Board of Directors prior to submission to the Voting Stockholder.

A copy of the amended and restated Plan is filed as Exhibit 10.1 to this Report.

On November 28, 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 7.01 — Regulation FD Disclosure

On November 23, 2018, Stuart I. Grimshaw, Chief Executive Officer, entered into a prearranged trading plan to sell 125,000 shares of the Company's Class A Non-Voting Common Stock in one or more open market transactions between February 7, 2019 and March 1, 2019. This plan was designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934 and the Company's policies regarding stock transactions. Mr. Grimshaw has informed the company that these sales are part of his personal program for long-term asset diversification and tax and financial planning. Following completion of these sales, Mr. Grimshaw will still own more than 450,000 shares of Company stock and will continue to own over 580,000 shares of unvested restricted stock units.

Rule 10b5-1 permits persons who may be considered company insiders to establish written prearranged stock trading plans when they are not in possession of material, nonpublic information. The plans establish predetermined trading parameters that do not permit the person adopting the plan to exercise any subsequent influence over how, when or whether to effect trades. All sales under the plans will be disclosed publicly through appropriate filings with the U.S. Securities and Exchange Commission.

The information in this Item 7.01 shall not be deemed to be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless such subsequent filing specifically references Item 7.01 in this Current Report on Form 8-K.

Item 9.01 — Financial Statements and Exhibits

(d) Exhibits.

10.1 Amended and Restated EZCORP, Inc. 2010 Long-Term Incentive Plan, effective November 28, 2018

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.

Date: November 29, 2018 By: /s/ Thomas H. Welch, Jr.
Thomas H. Welch, Jr.
Chief Legal Officer and Secretary