

ENCORE CAPITAL GROUP INC  
Form SC 13D/A  
May 18, 2007  
Schedule 13D/A

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**(RULE 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**(Amendment No. 2)\***

**ENCORE CAPITAL GROUP, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**292554102**

(CUSIP Number)

JCF FPK I LP

JCF Associates II-A LP

JCF Associates II-A LLC

J. Christopher Flowers

717 Fifth Avenue, 26<sup>th</sup> Floor

New York, NY 10022

Attention: Sally Rocker

Telephone: (212) 404-6800

Copy to:

Michael Wolfson

Simpson Thacher & Bartlett LLP

One Ropemaker Street

London EC2Y 9HU

+44 207 275 6500

---

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 11, 2007

---

< /P>

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

This Amendment No. 2 ( Amendment No. 2 ) amends and supplements the statement on Schedule 13D, as amended by Amendment No. 1 thereto (together, the Schedule 13D ) filed by JCF FPK I LP, a Delaware limited partnership ( JCF FPK ), JCF Associates II-A LP, a Delaware limited partnership ( JCF Associates ), JCF Associates II-A LLC, a Delaware limited liability company ( JCF LLC and, together with JCF FPK and JCF Associates, the JCF FPK Entities ), and J. Christopher Flowers, a natural person and citizen of the United States of America (Mr. Flowers, together with the JCF FPK Entities, the Reporting Persons ), pursuant to a Joint Filing Agreement filed with the original Schedule 13D on April 23, 2007, with respect to the common stock, par value \$0.01 per share ( Common Stock ), of Encore Capital Group, Inc., a Delaware corporation ( Encore&#148;). Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D.

**Item 4.****Purpose of Transaction**

Item 4 is hereby amended to add the following supplemental information:

On May 11, 2007, Tim Hanford and John Oros were elected to Encore s board of directors.

---

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 18, 2007

JCF FPK I LP

By:

JCF Associates II-A LP, its general partner

By:

JCF Associates II-A LLC, its general partner

By:

/s/ Sally Rocker

Name: Sally Rocker

Title: Managing Director

JCF ASSOCIATES II-A LP

By:

JCF Associates II-A LLC, its general partner

By:

/s/ Sally Rocker

Name: Sally Rocker

Title: Managing Director

JCF ASSOCIATES II-A LLC

By:

/s/ Sally Rocker

Name: Sally Rocker

Title: Managing Director

J. CHRISTOPHER FLOWERS

/s/ J. Christopher Flowers