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EZCORP INC  
Form S-3ASR  
October 04, 2013

As filed with the Securities and Exchange Commission on October 4, 2013

Registration No. 333-186123

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
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 78746  
(512) 314-3400

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Name, address, including zip code, and telephone  
number, including area code, 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  
(512) 314-3400

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

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.



If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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)

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#### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-186123) (the “Registration Statement”) filed by EZCORP, Inc., a Delaware corporation (“Registrant”), with the Securities and Exchange Commission on January 15, 2013, which registered 1,400,198 shares of Registrant’s Class A Non-Voting Common Stock, par value \$0.01 per share (“Class A Common Stock”), 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.

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**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-3 and has duly caused this Post-Effective Amendment No. 1 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. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933.