

As filed with the Securities and Exchange Commission on November 3, 2023

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EZCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware 74-2540145

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

2500 Bee Cave Road, Building One, Suite 200, Rollingwood, Texas 78746

(Address of Principal Executive Offices) (Zip Code)

EZCORP, INC. 2022 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

Ellen Bryant

Chief Legal Officer and Secretary

EZCORP, Inc.

2500 Bee Cave Road, Building One, Suite 200, Rollingwood, Texas 78746

(Name and address of agent for service)

(512) 314-3400

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-Accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Pursuant to General Instruction E of Form S-8 ("Registration of Additional Securities"), the Registrant hereby makes the following statement:

On March 4, 2022, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-263308) (the "Prior Registration Statement") relating to shares of the Registrant's common stock to be issued pursuant to the EZCORP, Inc. 2022 Long-Term Incentive Plan (the "Incentive Plan"), and the Prior Registration Statement is currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the Incentive Plan. The contents of the Prior Registration Statement are incorporated hereby by reference.

Item 8 — Exhibits.

The following exhibits are filed as a part of this Registration Statement:

Exhibit Number	Description
5.1*	Opinion of legal counsel
23.1*	Consent of BDO USA, P.C., independent registered public accounting firm
23.2*	Consent of legal counsel (included in Exhibit 5.1)
24.1*	Power of attorney (set forth on signature page)
107*	Filing Fee Table

* Filed herewith

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rollingwood, State of Texas, on November 3, 2023.

EZCORP, INC.

By: /s/ Lachlan P. Given
Lachlan P. Given,
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and appoints Thomas H. Welch, Jr. as his or her attorney-in-fact to sign on his or her behalf individually and in the capacity stated below all amendments and post-effective amendments to this registration statement as that attorney-in-fact may deem necessary or appropriate.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lachlan P. Given</u> Lachlan P. Given	Chief Executive Officer and Director (principal executive officer)	November 3, 2023
<u>/s/ Timothy K. Jugmans</u> Timothy K. Jugmans	Chief Financial Officer (principal financial officer)	November 3, 2023
<u>/s/ Robert J. Hicks</u> Robert J. Hicks	Chief Accounting Officer (principal accounting officer)	November 3, 2023
<u>/s/ Matthew W. Appel</u> Matthew W. Appel	Director	November 3, 2023
<u>/s/ Zena Srivatsa Arnold</u> Zena Srivatsa Arnold	Director	November 3, 2023
<u>/s/ Phillip E. Cohen</u> Phillip E. Cohen	Executive Chairman and Director	November 3, 2023
<u>/s/ Jason A. Kulas</u> Jason A. Kulas	Director	November 3, 2023
<u>/s/ Pablo Lagos Espinosa</u> Pablo Lagos Espinosa	Director	November 3, 2023
<u>/s/ Gary L. Tillett</u> Gary L. Tillett	Director	November 3, 2023

Calculation of Filing Fee Tables

Form S-8 Registration Statement (Form Type)

EZCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (2)
Equity	Class A Non-Voting Common Stock, par value, \$0.01 per share	Rule 457(c) and 457(h)	1,400,000	\$8.19	\$11,466,000	\$147.60 per \$1,000,000	\$1,693
Total Offering Amounts				—	\$11,466,000	—	\$1,693
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$1,693

- (1) Pursuant to Rule 416, this Registration Statement shall be deemed to cover such additional shares of Class A Non-Voting Common Stock as may become issuable pursuant to the antidilution provisions of the 2022 Long-Term Incentive Plan.
- (2) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h), on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices for the Class A Non-Voting Common Stock reported on The NASDAQ Stock Market on November 01, 2023.



Exhibit 5.1

November 3, 2023

EZCORP, Inc.
Building One, Suite 200
2500 Bee Cave Road
Rollingwood, Texas 78746

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Chief Legal Officer and Secretary for EZCORP, Inc., a Delaware corporation (the "Company"), and have represented the Company in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933 of the offer and sale of 1,400,000 shares of the Company's Class A Non-Voting Common Stock, par value \$.01 per share (the "Shares"), that may be issued from time to time pursuant to awards granted under the EZCORP, Inc. 2022 Long-Term Incentive Plan (the "Plan").

In reaching the opinion set forth herein, I have examined such agreements, certificates of public officials and officers of the Company, records, documents and matters of law as I deemed relevant.

Based on the foregoing and subject further to the assumptions, exceptions and qualifications hereinafter stated, I am of the opinion that the Shares, when issued in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan and the relevant award agreements, will be legally issued, fully paid and nonassessable.

In rendering the opinion set forth herein, I have assumed that the Company will receive the full amount and type of consideration (as specified in the Plan and each applicable award agreement) for each of the Shares or will have received that consideration upon the issuance of the Shares pursuant to the applicable award agreement; that such consideration will be in cash, personal property or services already performed; that such consideration will equal or exceed the par value per share of the Shares; that appropriate certificates or other evidence of ownership with respect to the Shares will be properly executed upon each such issuance; and that each grant of an award pursuant to the Plan will be duly authorized.

The opinion expressed above is limited to the laws of the State of Texas, the Delaware General Corporation Law and the federal laws of the United States of America. I am not admitted to the practice of law in the State of Delaware.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I come into the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Ellen Bryant

Ellen Bryant
Chief Legal Officer and Secretary

Consent of Independent Registered Public Accounting Firm

EZCORP, Inc.
Austin, Texas

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated November 16, 2022, relating to the consolidated financial statements and the effectiveness of EZCORP, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2022.

/s/ BDO USA, P.C.

BDO USA, P.C.
Dallas, Texas

November 3, 2023

BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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