



Explanatory Note

This Form 8-K/A amends and restates the Form 8-K originally filed on November 7, 2011. The only change from the original filing is that Exhibits 10.1, 10.2 and 10.3 are being filed as exhibits.

Item 1.01. Entry into a Material Definitive Agreement.

On November 2, 2011, Jefferson Capital Systems, LLC and Jefferson Capital Card Services, LLC (“Borrowers”) entered into a loan and security agreements with The Private Bank and Trust Company. The Borrowers are indirect wholly owned subsidiaries of CompuCredit Holdings Corporation (“CompuCredit”) within our Investments in Previously Charged-Off Receivables segment.

This facility initially provides for \$35.0 million in available financing to facilitate the growth of this segment’s operations, can be drawn upon to the extent of outstanding eligible receivables within the segment’s operations, and accrues interest at an annual rate equal to LIBOR plus an applicable margin ranging from 3.25 to 4.75 based on certain financial metrics. The facility matures on November 2, 2014 and is subject to certain affirmative covenants, including a coverage ratio, a leverage ratio, a collections minimum and a tangible net worth minimum, the failure of which could result in required early repayment of all or a portion of the outstanding balance.

The facility is secured by the general financial and operating assets of the Borrowers.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 is incorporated by reference in this Item 2.03.

The foregoing description of the terms of the loan and security agreements is qualified in its entirety by reference to the documents, which are attached hereto as Exhibits 10.1, 10.2 and 10.3 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description of Exhibit  |
|----------------|---|
| 10.1           | Credit Agreement, dated November 2, 2011, by and among Jefferson Capital Systems, LLC, Jefferson Capital Card Services, LLC and The Private Bank and Trust Company. |
| 10.2           | Security Agreement, dated November 2, 2011 by and between Jefferson Capital Systems, LLC and The Private Bank and Trust Company.                                    |
| 10.3           |   |

Security Agreement, dated November 2, 2011 by  
and between Jefferson Capital Card Services, LLC and  
The Private Bank and Trust Company.

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EXHIBIT INDEX

Form 8-K/A

February 24, 2012

| Exhibit No. | Description   | Herewith | Filed<br>By Reference |
|-------------|---|----------|-----------------------|
| 10.1        | Credit Agreement, dated November 2, 2011, by and among Jefferson Capital Systems, LLC, Jefferson Capital Card Services, LLC and The Private Bank and Trust Company. | X        |                       |
| 10.2        | Security Agreement, dated November 2, 2011 by and between Jefferson Capital Systems, LLC and The Private Bank and Trust Company.                                    | X        |                       |
| 10.3        | Security Agreement, dated November 2, 2011 by and between Jefferson Capital Card Services, LLC and The Private Bank and Trust Company.                              | X        |                       |