PRA GROUP INC Form 4 March 07, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Roberts Steven C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

PRA GROUP INC [PRAA]

(Month/Day/Year)

03/04/2016

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below)

Chief Global Strategy Bus Dev

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

NORFOLK, VA 23502

140 CORPORATE BLVD

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

Security

(Instr. 3)

25,999

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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]	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securitie
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
(3.00% Convertible Notes (1)	<u>(2)</u>	03/04/2016		P	\$ 300,000 (3)	<u>(4)</u>	08/01/2020	Common Stock	(2) (3)
(3.00% Convertible Notes (1)	<u>(2)</u>	03/04/2016		P	\$ 50,000 (5)	<u>(4)</u>	08/01/2020	Common Stock	(2) (5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roberts Steven C 140 CORPORATE BLVD NORFOLK, VA 23502

Chief Global Strategy Bus Dev

Signatures

/s/ Steve Roberts 03/07/2016

**Signature of Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Company's 3.00% Convertible Senior Notes due 2020 (the "Notes") were issued pursuant to an Indenture, dated August 13, 2013 (the "Indenture") between the Company and Wells Fargo Bank, National Association, as trustee. The Notes accrue interest at a rate of 3.00% per annum and mature on August 1, 2020. Upon conversion, the Notes may be settled, at the Company's option, in cash, shares of the Company's common stock, or any combination thereof.
- The conversion rate for the Notes is initially 15.2172 shares per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$65.72 per share of the Company's common stock, and is subject to adjustment in certain circumstances pursuant to the Indenture.
- Face value of Notes purchased is \$300,000.00. Notes purchased at a discount in the amount of \$237,950.00. Assuming the initial conversion rate of 15.2172 shares per \$1,000 principal amount of the Notes, the purchased Notes would be convertible up to approximately 4,565 shares of the Company's common stock upon conversion.
- (4) Prior to February 1, 2020, the Notes will be convertible only upon the occurrence of specified events. On or after February 1, 2020, the Notes may be converted at any time.
- Face value of Notes purchased is \$50,000.00. Notes purchased at a discount in the amount of \$39,658.33. Assuming the initial conversion rate of 15.2172 shares per \$1,000 principal amount of the Notes, the purchased Notes would be convertible up to approximately 760 shares of the Company's common stock upon conversion.

Reporting Owners 2

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