Section 1: 10-Q (FORM 10-Q)

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

For the quarterly period ended June 30, 2019

of

ATLANTICUS HOLDINGS CORPORATION

a Georgia Corporation
IRS Employer Identification No. 58-2336689
SEC File Number 0-53717

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Atlanta, Georgia 30328
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Atlanticus' common stock, no par value per share, is registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Act") and is listed on the NASDAQ Global Select Market under the symbol "ATLC".

Atlanticus (1) has filed all reports required to be filed by Section 13 of the Act during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Atlanticus has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months.

Atlanticus is a smaller reporting company and is not a shell company or an emerging growth company.

As of August 8, 2019, 16,097,022 shares of common stock, no par value, of Atlanticus were outstanding, including 1,459,233 loaned shares to be returned.

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PART I--FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Atlanticus Holdings Corporation and Subsidiaries
Consolidated Balance Sheets (Unaudited)
(Dollars in thousands)

	June 30, 2019	December 31, 2018
Assets		
Unrestricted cash and cash equivalents (including $22.2 million and $16.8 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	$ 63,197	$ 60,968
Restricted cash and cash equivalents (including $55.9 million and $61.0 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	81,897	80,786
Loans, interest and fees receivable:		
Loans, interest and fees receivable, at fair value (including $4.3 million and $5.7 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	4,904	6,306
Loans, interest and fees receivable, gross (including $551.6 million and $403.4 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	691,816	541,344
Allowances for uncollectible loans, interest and fees receivable (including $91.4 million and $57.4 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	(100,197)	(79,211)
Deferred revenue (including $28.1 million and $13.2 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	(65,662)	(43,897)
Net loans, interest and fees receivable	530,861	424,542
Property at cost, net of depreciation	3,147	3,625
Investments in equity-method investees	2,053	2,476
Deposits	104	124
Operating lease right-of-use assets	16,275	—
Prepaid expenses and other assets	12,824	10,087
Total assets	$ 710,358	$ 582,608
Liabilities		
Accounts payable and accrued expenses	$ 86,309	$ 105,765
Operating lease liabilities	26,171	—
Notes payable, at face value (including $469.1 million and $366.7 million associated with variable interest entities at June 30, 2019 and December 31, 2018, respectively)	497,126	390,927
Notes payable to related parties	40,000	40,000
Notes payable associated with structured financings, at fair value (associated with variable interest entities)	4,324	5,651
Convertible senior notes	62,487	62,142
Income tax liability	2,504	252
Total liabilities	718,921	604,737
Commitments and contingencies (Note 10)		
Equity		
Common stock, no par value, 150,000,000 shares authorized: 16,123,285 shares issued and outstanding (including 1,459,233 loaned shares to be returned) at June 30, 2019; and 15,563,574 shares issued and outstanding (including 1,459,233 loaned shares to be returned) at December 31, 2018	—	—
Paid-in capital	215,111	213,435
Accumulated other comprehensive income	4,056	3,558
Retained deficit	(227,272)	(238,784)
Total shareholders' deficit	(8,105)	(21,791)
Noncontrolling interests	(458)	(338)
Total deficit	(8,563)	(22,129)
Total liabilities and deficit	$ 710,358	$ 582,608

See accompanying notes.

Atlanticus Holdings Corporation and Subsidiaries
Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
Interest income:				
Consumer loans, including past due fees	$ 55,091	$ 37,743	$ 105,481	$ 73,424
Other	109	41	178	86
Total interest income	55,200	37,784	105,659	73,510
Interest expense	(12,014)	(8,807)	(23,160)	(16,960)
Net interest income before fees and related income on earning assets and provision for losses on loans, interest and fees receivable	43,186	28,977	82,499	56,550
Fees and related income on earning assets	15,137	7,094	26,401	13,308
Net (losses upon) recovery of impairment of loans, interest and fees receivable recorded at fair value	(271)	1,352	(525)	(439)
Provision for losses on loans, interest and fees receivable recorded at net realizable value	(48,414)	(16,476)	(83,012)	(32,467)
Net interest income, fees and related income on earning assets	9,638	20,947	25,363	36,952
Other operating income:				
Servicing income	375	632	1,061	1,264
Other income	28,570	771	45,414	1,287
Equity in income of equity-method investees	225	531	452	540
Total other operating income	29,170	1,934	46,927	3,091
Other operating expense:				
Salaries and benefits	6,435	5,602	13,026	11,900
Card and loan servicing	11,527	8,928	21,971	18,092
Marketing and solicitation	9,110	2,093	15,497	4,439
Depreciation	283	235	572	464
Other	4,021	5,446	7,899	9,146
Total other operating expense	31,376	22,304	58,965	44,041
Income (loss) before income taxes	7,432	577	13,325	(3,998)
Income tax (expense) benefit	(2,250)	4,998	(2,488)	4,854
Net income	5,182	5,575	10,837	856
Net loss attributable to noncontrolling interests	62	55	120	104
Net income attributable to controlling interests	$ 5,244	$ 5,630	$ 10,957	$ 960
Net income attributable to controlling interests per common share—basic	$ 0.36	$ 0.41	$ 0.76	$ 0.07
Net income attributable to controlling interests per common share—diluted	$ 0.35	$ 0.41	$ 0.74	$ 0.07

See accompanying notes.

Atlanticus Holdings Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income (Unaudited)
(Dollars in thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
Net income	$ 5,182	$ 5,575	$ 10,837	$ 856
Other comprehensive income:				
Foreign currency translation adjustment	2,011	4,871	498	2,526
Reclassifications of foreign currency translation adjustment to Other operating expense on the consolidated statements of operations	—	—	—	—
Income tax expense related to other comprehensive loss	—	—	—	—
Comprehensive income attributable to noncontrolling interests	7,193	10,446	11,335	3,382
Comprehensive loss attributable to noncontrolling interests	62	55	120	104
Comprehensive income attributable to controlling interests	$ 7,255	$ 10,501	$ 11,455	$ 3,486

See accompanying notes.

Atlanticus Holdings Corporation and Subsidiaries
Consolidated Statement of Shareholders' Deficit (Unaudited)
(Dollars in thousands)

	Common Stock							
	Shares Issued	Amount	Paid-In Capital	Accumulated Other Comprehensive Income	Retained Deficit	Noncontrolling Interests	Total Deficit
Balance at December 31, 2018	15,563,574	$ —	$ 213,435	$ 3,558	$ (238,784)	$ (338)	$ (22,129)
Cumulative effects from adoption of new lease standard (Note 2)	—	—	—	—	555	—	555
Stock option exercises and proceeds related thereto	419,500	—	1,065	—	—	—	1,065
Deferred stock-based compensation costs	—	—	412	—	—	—	412
Redemption and retirement of shares	(5,944)	—	(21)	—	—	—	(21)
Comprehensive income	—	—	—	(1,513)	5,713	(58)	4,142
Balance at March 31, 2019	15,977,130	$ —	$ 214,891	$ 2,045	$ (232,516)	$ (396)	$ (15,976)
Stock option exercises and proceeds related thereto	6,000	—	18	—	—	—	18
Compensatory stock issuances, net of forfeitures	205,000	—	—	—	—	—	—
Deferred stock-based compensation costs	—	—	440	—	—	—	440
Redemption and retirement of shares	(64,845)	—	(238)	—	—	—	(238)
Comprehensive income	—	—	—	2,011	5,244	(62)	7,193
Balance at June 30, 2019	16,123,285	$ —	$ 215,111	$ 4,056	$ (227,272)	$ (458)	$ (8,563)

	Common Stock						
	Shares Issued	Amount	Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Deficit	Noncontrolling Interests	Total Deficit
Balance at December 31, 2017	15,291,884	$ —	$ 212,785	$ (2,178)	$ (246,640)	$ (94)	$ (36,127)
Compensatory stock issuances, net of forfeitures	69,000	—	—	—	—	—	—
Deferred stock-based compensation costs	—	—	254	—	—	—	254
Redemption and retirement of shares	(7,006)	—	(14)	—	—	—	(14)
Comprehensive income	—	—	—	(2,345)	(4,670)	(49)	(7,064)
Balance at March 31, 2018	15,353,878	$ —	$ 213,025	$ (4,523)	$ (251,310)	$ (143)	$ (42,951)
Deferred stock-based compensation costs	—	—	203	—	—	—	203
Redemption and retirement of shares	(12,453)	—	(27)	—	—	—	(27)
Comprehensive income	—	—	—	4,871	5,630	(55)	10,446
Balance at June 30, 2018	15,341,425	$ —	$ 213,201	$ 348	$ (245,680)	$ (198)	$ (32,329)

See accompanying notes.

Atlanticus Holdings Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)
(Dollars in thousands)

	For the Six Months Ended June 30,	
	2019	**2018**
Operating activities		
Net income	$ 10,837	$ 856
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion, net	3,775	464
Losses upon impairment of loans, interest and fees receivable recorded at fair value	525	439
Provision for losses on loans, interest and fees receivable	83,012	32,467
Interest expense from accretion of discount on notes	470	437
Income from accretion of discount associated with receivables purchases	(48,316)	(36,681)
Unrealized gain on loans, interest and fees receivable and underlying notes payable held at fair value	(1,697)	(2,938)
Amortization of deferred loan costs	1,417	709
Income from equity-method investments	(452)	(540)
Deferred stock-based compensation costs	440	457
Lease liability payments	(4,999)	(4,966)
Changes in assets and liabilities:		
Decrease (increase) in uncollected fees on earning assets	1,171	(2,965)
Increase (decrease) in income tax liability	2,252	(4,678)
Decrease (increase) in deposits	20	(32)
(Decrease) increase in accounts payable and accrued expenses	(6,462)	597
Other	(2,264)	27,027
Net cash provided by operating activities	39,729	10,653
Investing activities		
Proceeds from equity-method investees	875	1,337
Investments in earning assets	(433,277)	(279,391)
Proceeds from earning assets	290,936	233,681
Purchases and development of property, net of disposals	(94)	(143)
Net cash used in investing activities	(141,560)	(44,516)
Financing activities		
Proceeds from exercise of stock options	1,083	—
Purchase and retirement of outstanding stock	(259)	(41)
Proceeds from borrowings	349,701	243,316
Repayment of borrowings	(245,043)	(201,939)
Net cash provided by financing activities	105,482	41,336
Effect of exchange rate changes on cash	(311)	342
Net increase in cash and cash equivalents	3,340	7,815
Cash and cash equivalents and restricted cash at beginning of period	141,754	70,658
Cash and cash equivalents and restricted cash at end of period	$ 145,094	$ 78,473
Supplemental cash flow information		
Cash paid for interest	$ 20,890	$ 15,706
Net cash income tax payments (refunds)	$ 236	$ (176)

See accompanying notes.

Atlanticus Holdings Corporation and Subsidiaries
Notes to Consolidated Financial Statements
June 30, 2019 and 2018

1. Description of Our Business

Our accompanying consolidated financial statements include the accounts of Atlanticus Holdings Corporation (the "Company") and those entities we control. We are primarily focused on providing financial technology and related services. Through our subsidiaries, we provide technology and other support services to lenders who offer an array of financial products and services to consumers who may have been declined under traditional financing options.

In most cases, we invest in the receivables originated by lenders who utilize our technology platform and other related services. From time to time, we also purchase receivables portfolios from third parties. References to "receivables" include receivables purchased from our lending partners and from third parties. As discussed further below, we reflect our business lines within two reportable segments: Credit and Other Investments; and Auto Finance. See also Note 3, "Segment Reporting," for further details.

Within our Credit and Other Investments segment, we facilitate consumer finance programs offered by our bank partners to originate consumer loans through multiple channels, including retail point-of-sale, direct mail solicitation, digital marketing and through partner relationships. In the retail credit (the "point-of-sale" operations) channel, we partner with retailers and service providers in various industries across the United States ("U.S.") to enable them to provide credit to their customers for the purchase of goods and services. These services of our lending partners are often extended to consumers who may have been declined under traditional financing options. We specialize in supporting this "second look" credit service in various industries across the U.S. Additionally, we support lenders who market general purpose credit cards directly to consumers (collectively, the "direct-to-consumer" operations) through additional channels enabling them to reach consumers through a diverse origination platform that includes retail point-of-sale, direct mail solicitation, digital marketing and partnerships with third parties. Using our infrastructure and technology platform, we also provide loan servicing, including risk management and customer service outsourcing, for third parties.

Beyond these activities within our Credit and Other Investments segment, we continue to service portfolios of legacy credit card receivables. One of our portfolios of legacy credit card receivables is encumbered by non-recourse structured financing, and for this portfolio our principal remaining economic interest is the servicing compensation we receive as an offset against our servicing costs given that the likely future collections on the portfolio are insufficient to allow for full repayment of the financing.

Additionally, we report within our Credit and Other Investments segment: 1) the income earned from an investment in an equity-method investee that holds credit card receivables for which we are the servicer; and 2) gains or losses associated with investments previously made in consumer finance technology platforms. These include investments in companies engaged in mobile technologies, marketplace lending and other financial technologies. These investments are carried at the lower of cost or market valuation. None of these companies are publicly-traded and there are no material pending liquidity events.

Within our Auto Finance segment, our CAR subsidiary operations principally purchase and/or service loans secured by automobiles from or for, and also provide floor plan financing for, a pre-qualified network of independent automotive dealers and automotive finance companies in the buy-here, pay-here, used car business. We purchase auto loans at a discount and with dealer retentions or holdbacks that provide risk protection. Also within our Auto Finance segment, we are providing certain installment lending products in addition to our traditional loans secured by automobiles.

2. Significant Accounting Policies and Consolidated Financial Statement Components

The following is a summary of significant accounting policies we follow in preparing our consolidated financial statements, as well as a description of significant components of our consolidated financial statements.

Basis of Presentation and Use of Estimates

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in the U.S. ("GAAP"). The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our consolidated financial statements, as well as the reported amounts of revenues and expenses during each reporting period. We base these estimates on information available to us as of the date of the financial statements. Actual results could differ materially from these estimates. Certain estimates, such as credit losses, payment rates, costs of funds, discount rates and the yields earned on credit card receivables, significantly affect the reported amount of credit card receivables that we report at fair value and our notes payable associated with structured financings, at fair value; these estimates likewise affect the changes in these amounts reflected within our fees and related income on earning assets line item on our consolidated statements of operations. Additionally, estimates of future credit losses have a significant effect on loans, interest and fees receivable, net, as shown on our consolidated balance sheets, as well as on the provision for losses on loans, interest and fees receivable within our consolidated statements of operations.

We have eliminated all significant intercompany balances and transactions for financial reporting purposes.

Loans, Interest and Fees Receivable

Our loans, interest and fees receivable include loans, interest and fees receivable, at fair value and loans, interest and fees receivable, gross. Some of these receivables are held by entities which qualify as variable interest entities ("VIE"), that are consolidated onto our consolidated balance sheet.

As of June 30, 2019 and December 31, 2018, the weighted average remaining accretion period for the $65.7 million and $43.9 million of deferred revenue reflected in the consolidated balance sheets was 11 months. Included within deferred revenue, are discounts on purchased loans of $36.6 million and $30.0 million as of June 30, 2019 and December 31, 2018, respectively.

A roll-forward (in millions) of our allowance for uncollectible loans, interest and fees receivable by class of receivable is as follows:

For the three months ended June 30, 2019	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
Allowance for uncollectible loans, interest and fees receivable:				
Balance at beginning of period	$ (43.1)	$ (1.6)	$ (40.6)	$ (85.3)
Provision for loan losses	(28.9)	(1.1)	(18.4)	(48.4)
Charge offs	17.1	1.5	17.1	35.7
Recoveries	(0.4)	(0.4)	(1.4)	(2.2)
Balance at end of period	$ (55.3)	$ (1.6)	$ (43.3)	$ (100.2)

For the six months ended June 30, 2019	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
Allowance for uncollectible loans, interest and fees receivable:				
Balance at beginning of period	$ (35.4)	$ (1.3)	$ (42.5)	$ (79.2)
Provision for loan losses	(48.6)	(2.0)	(32.4)	(83.0)
Charge offs	29.4	2.4	34.2	66.0
Recoveries	(0.7)	(0.7)	(2.6)	(4.0)
Balance at end of period	$ (55.3)	$ (1.6)	$ (43.3)	$ (100.2)

As of June 30, 2019	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
Allowance for uncollectible loans, interest and fees receivable:				
Balance at end of period individually evaluated for impairment	$ —	$ (0.3)	$ (0.1)	$ (0.4)
Balance at end of period collectively evaluated for impairment	$ (55.3)	$ (1.3)	$ (43.2)	$ (99.8)
Loans, interest and fees receivable:				
Loans, interest and fees receivable, gross	$ 290.5	$ 89.5	$ 311.8	$ 691.8
Loans, interest and fees receivable individually evaluated for impairment	$ —	$ 0.6	$ 0.1	$ 0.7

Loans, interest and fees receivable collectively evaluated for impairment	$ 290.5	$ 88.9	$ 311.7	$ 691.1

For the three months ended June 30, 2018	**Credit Cards**	**Auto Finance**	**Other Unsecured Lending Products**	**Total**
Allowance for uncollectible loans, interest and fees receivable:				
Balance at beginning of period	$ (20.8)	$ (1.9)	$ (35.6)	$ (58.3)
Provision for loan losses	(6.1)	0.3	(10.7)	(16.5)
Charge offs	7.0	0.3	14.1	21.4
Recoveries	—	(0.2)	(1.2)	(1.4)
Balance at end of period	$ (19.9)	$ (1.5)	$ (33.4)	$ (54.8)

For the six months ended June 30, 2018	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
Allowance for uncollectible loans, interest and fees receivable:				
Balance at beginning of period	$ (18.2)	$ (2.3)	$ (42.5)	$ (63.0)
Provision for loan losses	(15.1)	0.3	(17.7)	(32.5)
Charge offs	13.5	1.0	29.2	43.7
Recoveries	(0.1)	(0.5)	(2.4)	(3.0)
Balance at end of period	$ (19.9)	$ (1.5)	$ (33.4)	$ (54.8)

As of December 31, 2018	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
Allowance for uncollectible loans, interest and fees receivable:				
Balance at end of period individually evaluated for impairment	$ —	$ (0.2)	$ (0.1)	$ (0.3)
Balance at end of period collectively evaluated for impairment	$ (35.4)	$ (1.1)	$ (42.4)	$ (78.9)
Loans, interest and fees receivable:				
Loans, interest and fees receivable, gross	$ 188.6	$ 88.1	$ 264.6	$ 541.3
Loans, interest and fees receivable individually evaluated for impairment	$ —	$ 0.4	$ 0.1	$ 0.5
Loans, interest and fees receivable collectively evaluated for impairment	$ 188.6	$ 87.7	$ 264.5	$ 540.8

An aging of our delinquent loans, interest and fees receivable, gross (in millions) by class of receivable as of June 30, 2019 and December 31, 2018 is as follows:

As of June 30, 2019	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
30-59 days past due	$ 10.3	$ 7.1	$ 9.8	$ 27.2
60-89 days past due	7.4	2.5	7.1	17.0
90 or more days past due	19.6	2.3	15.5	37.4
Delinquent loans, interest and fees receivable, gross	37.3	11.9	32.4	81.6
Current loans, interest and fees receivable, gross	253.2	77.6	279.4	610.2
Total loans, interest and fees receivable, gross	$ 290.5	$ 89.5	$ 311.8	$ 691.8
Balance of loans greater than 90-days delinquent still accruing interest and fees	$ —	$ 1.6	$ —	$ 1.6

As of December 31, 2018	Credit Cards	Auto Finance	Other Unsecured Lending Products	Total
30-59 days past due	$ 7.1	$ 7.9	$ 9.7	$ 24.7
60-89 days past due	5.3	2.8	7.6	15.7
90 or more days past due	12.3	2.2	18.5	33.0
Delinquent loans, interest and fees receivable, gross	24.7	12.9	35.8	73.4
Current loans, interest and fees receivable, gross	163.9	75.2	228.8	467.9
Total loans, interest and fees receivable, gross	$ 188.6	$ 88.1	$ 264.6	$ 541.3
Balance of loans greater than 90-days delinquent still accruing interest and fees	$ —	$ 1.5	$ —	$ 1.5

Troubled Debt Restructurings. As part of ongoing collection efforts, once an account in our Credit and Other Investments segment is 90 days or more past due, the account is placed on a non-accrual status. Placement on a non-accrual status results in the use of programs under which the contractual interest associated with a receivable may be reduced or eliminated, or a certain amount of accrued fees is waived, provided a minimum number or amount of payments have been made. Following this adjustment, if a customer demonstrates a willingness and ability to resume making monthly payments and meets certain additional criteria, we will re-age the customer's account. When we re-age an account, we adjust the status of the account to bring a delinquent account current, but generally do not make any further modifications to the payment terms or amount owed. Once an account is placed on a non-accrual status, it is closed for further purchases. Accounts that are placed on a non-accrual status and thereafter make at least one payment qualify as troubled debt restructurings ("TDRs").

The following table details by class of receivable, the number and amount of loans that qualify as TDRs, as of June 30, 2019 and December 31, 2018:

	As of			
	June 30, 2019		December 31, 2018	
	Point-of-sale	Direct-to-consumer	Point-of-sale	Direct-to-consumer
Number of TDRs	9,334	8,188	8,722	3,003
Number of TDRs that have been re-aged	2,795	1,878	2,414	236
Amount of TDRs on non-accrual status (in thousands)	$ 12,662	$ 7,719	$ 12,178	$ 3,193
Amount of TDRs on non-accrual status above that have been re-aged (in thousands)	$ 5,026	$ 2,046	$ 3,876	$ 262
Carrying value of TDRs (in thousands)	$ 8,606	$ 4,836	$ 7,535	$ 1,524
TDRs - Performing (carrying value, in thousands)*	$ 6,571	$ 4,047	$ 5,788	$ 1,208
TDRs - Nonperforming (carrying value, in thousands)*	$ 2,035	$ 789	$ 1,747	$ 316

*"TDRs - Performing" include accounts that are current on all amounts owed, while "TDRs - Nonperforming" include all accounts with past due amounts owed.

Given that the above TDRs have a high reserve rate prior to modification as TDRs, we do not separately reserve or impair these receivables outside of our general reserve process.

The Company modified 22,408 and 17,704 accounts in the amount of $33.5 million and $28.3 million during the twelve month periods ended June 30, 2019 and June 30, 2018, respectively, that qualified as TDRs. The following table details by class of receivable, the number of accounts and balance of TDRs that completed a modification within the prior twelve months and subsequently defaulted.

	Twelve Months Ended			
	June 30, 2019		June 30, 2018	
	Point-of-sale	Direct-to-consumer	Point-of-sale	Direct-to-consumer
Number of accounts	2,539	2,347	2,987	1,606
Loan balance at time of charge off (in thousands)	$ 3,964	$ 2,561	$ 4,711	$ 2,326

Prepaid Expenses and Other Assets

Prepaid expenses and other assets include amounts paid to third parties for marketing and other services as well as amounts owed to us by third parties. Prepaid amounts are expensed as the underlying related services are performed. Also included are (1) commissions paid associated with our various office leases which we amortize into expense over the lease terms, (2) ongoing deferred costs associated with service contracts and (3) investments in consumer finance technology platforms carried at the lower of cost or market valuation.

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses reflect both the billed and unbilled amounts owed at the end of a period for services rendered. Also included within accounts payable and accrued expenses are amounts which may be payable in respect of one of our portfolios.

Income Taxes

We experienced an effective income tax expense rate of 30.3% and 18.7% for the three and six months ended June 30, 2019; this is compared to a negative effective income tax expense rate of 866.2% for the three months ended June 30, 2018, and an effective income tax benefit rate of 121.4% for the six months ended June 30, 2018. Our effective income tax expense rate for the three months ended June 30, 2019, is above the statutory rate principally due to (1) interest accruals on unpaid federal tax liabilities and uncertain tax positions and (2) state and foreign income tax accruals. Our effective income tax expense rate for the six months ended June 30, 2019, is below the statutory rate principally due to reductions in our valuation allowances against net federal deferred tax assets during such period—the effect of such reductions being partially offset by interest accruals on unpaid federal tax liabilities and uncertain tax positions and state and foreign income tax accruals during such period.

Our negative effective income tax expense rate for the three months ended June 30, 2018, and our effective income tax benefit rate for the six months ended June 30, 2018, differed significantly from the statutory rate principally due to the favorable effects on results during the three months ended June 30, 2018, of our settlement in such period of the Internal Revenue Service (“IRS”) examination of our 2008 tax return and the carryback of its resulting net operating losses to pre-2008 tax years.

We report income tax-related interest and penalties (including those associated with both our accrued liabilities for uncertain tax positions and unpaid tax liabilities) within our income tax line item on our consolidated statements of operations. We likewise report the reversal of income tax-related interest and penalties within such line item to the extent that we resolve our liabilities for uncertain tax positions or unpaid tax liabilities in a manner favorable to our accruals therefor. During the three and six months ended June 30, 2019, we included $0.2 million and $0.3 million, respectively, of net income tax-related interest and penalties within those periods’ respective income tax expense line items.

In December 2014, we reached a settlement with the IRS concerning the tax treatment of net operating losses we incurred in 2007 and 2008 and carried back to obtain refunds of federal income taxes paid in earlier years dating back to 2003. In 2015, we filed an amended return claim that, if accepted, would have eliminated the $7.4 million assessment (and corresponding interest and penalties) under a negotiated provision of the December 2014 IRS settlement. The IRS filed a lien (as is customarily the case) associated with the assessment. Subsequently, an IRS examination team denied our amended return claims, and we filed a protest with IRS Appeals. Following correspondence and conferences held with IRS Appeals, we received and accepted a settlement offer from IRS Appeals in June 2018 that reduced our $7.4 million net unpaid income tax assessment referenced above to $3.7 million. In July 2018, we paid $5.4 million to the IRS to cover the $3.7 million unpaid income tax assessment and most of the interest that had accrued thereon; during the three months ended September 30, 2018, the IRS refunded $0.5 million of the $5.4 million payment. Although we have paid all assessed income taxes related to this matter, we still have an outstanding accrued liability for some of the interest and for failure-to-pay penalties related to this matter. We paid another $0.2 million against accrued interest liabilities in March 2019, and we are continuing to pursue complete abatement of failure-to-pay penalties of $0.9 million. Once this matter is resolved and we pay any residual interest liability, we expect the IRS to remove the aforementioned lien in due course

Revenue Recognition and Revenue from Contracts with Customers

Consumer Loans, Including Past Due Fees

Consumer loans, including past due fees, reflect interest income, including finance charges, and late fees on loans, which are recognized in accordance with the terms of the related customer agreements. Premiums and discounts paid or received associated with an installment or auto loan are generally deferred and amortized over the average life of the related loans using the effective interest method. Finance charges and fees, net of amounts that we consider uncollectible, are included in loans, interest and fees receivable and revenue when the fees are earned based upon the contractual terms of the loans.

Fees and Related Income on Earning Assets

Fees and related income on earning assets primarily include: (1) fees associated with our credit products, including the receivables underlying our U.S. point-of-sale finance and direct-to-consumer activities, and our legacy credit card receivables; (2) changes in the fair value of loans, interest and fees receivable recorded at fair value; (3) changes in fair value of notes payable associated with structured financings recorded at fair value; and (4) gains or losses associated with our investments in securities.

We assess fees on credit card accounts underlying our credit card receivables according to the terms of the related cardholder agreements and, except for annual membership fees, we recognize these fees as income when they are charged to the customers’ accounts. We accrete annual membership fees associated with our credit card receivables into income on a straight-line basis over the cardholder privilege period which is generally 12 months. Similarly, fees on our other credit products are recognized when earned, which coincides with the time they are charged to the customer’s account. Fees and related income on earning assets, net of amounts that we consider uncollectible, are included in loans, interest and fees receivable and revenue when the fees are earned based upon the contractual terms of the loans.

The components (in thousands) of our fees and related income on earning assets are as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2019	2018	2019	2018
Fees on credit products	$ 14,308	$ 5,498	$ 24,604	$ 10,403
Changes in fair value of loans, interest and fees receivable recorded at fair				

value	371	513	370	495
Changes in fair value of notes payable associated with structured financings recorded at fair value	452	1,112	1,327	2,443
Other	6	(29)	100	(33)
Total fees and related income on earning assets	$ 15,137	$ 7,094	$ 26,401	$ 13,308

The above changes in the fair value of loans, interest and fees receivable recorded at fair value category exclude the impact of current period charge offs associated with these receivables which are separately stated in Net (losses upon) recovery of charge off of loans, interest and fees receivable recorded at fair value on our consolidated statements of operations. See Note 6, “Fair Values of Assets and Liabilities,” for further discussion of these receivables and their effects on our consolidated statements of operations.

Other Income

Included in Other income for the three and six months ended June 30, 2019, is $26.0 million and $41.4 million, respectively, associated with reductions in accruals related to one of our portfolios. The accrual is based upon our estimate of the amount that may be claimed by customers and is based upon several factors including customer claims volume, average claim amount and a determination of the amount, if any, which may be offered to resolve such claims. The assumptions used in the accrual estimate are subjective, mainly due to uncertainty associated with future claims volumes and the resolution costs, if any, per claim. As of June 30, 2019, we had approximately $64 million accrued related to this liability within accounts payable and accrued expenses on the consolidated balance sheets, including the reclassification in the first quarter of 2019 of approximately $26 million from unrestricted cash and cash equivalents on our consolidated balance sheets. Also included in other income, are revenues associated with ancillary product offerings and interchange revenues. We recognize these fees as income in the period earned.

Revenue from Contracts with Customers

The majority of our revenue is earned from financial instruments and is not included within the scope of ASU No. 2014-09, "Revenue from Contracts with Customers". We have determined that revenue from contracts with customers would primarily consist of interchange revenues in our Credit and Other Investments segment and servicing revenue and other customer-related fees in both our Credit and Other Investments segment and our Auto Finance segment. Servicing revenue is generated by meeting contractual performance obligations related to the collection of amounts due on receivables, and is settled with the customer net of our fee. Revenue from these contracts with customers is included as a component of Other income on our consolidated statements of operations. Service charges and other customer related fees are earned from customers based on the occurrence of specific services that do not result in an ongoing obligation beyond what has already been rendered. Components (in thousands) of our revenue from contracts with customers is as follows:

For the three months ended June 30, 2019	**Credit and Other Investments**	**Auto Finance**	**Total**
Interchange revenues, net (1)	$ 1,912	$ —	$ 1,912
Servicing income	135	240	375
Service charges and other customer related fees	679	16	695
Total revenue from contracts with customers	$ 2,726	$ 256	$ 2,982

(1) Interchange revenue is presented net of customer reward expense.

For the six months ended June 30, 2019	**Credit and Other Investments**	**Auto Finance**	**Total**
Interchange revenues, net (1)	$ 2,840	$ —	$ 2,840
Servicing income	554	507	1,061
Service charges and other customer related fees	1,108	33	1,141
Total revenue from contracts with customers	$ 4,502	$ 540	$ 5,042

(1) Interchange revenue is presented net of customer reward expense.

For the three months ended June 30, 2018	**Credit and Other Investments**	**Auto Finance**	**Total**
Interchange revenues, net (1)	$ 695	$ —	$ 695
Servicing income	338	294	632
Service charges and other customer related fees	89	(13)	76
Total revenue from contracts with customers	$ 1,122	$ 281	$ 1,403

(1) Interchange revenue is presented net of customer reward expense.

For the six months ended June 30, 2018	**Credit and Other Investments**	**Auto Finance**	**Total**
Interchange revenues, net (1)	$ 1,139	$ —	$ 1,139
Servicing income	740	524	1,264
Service charges and other customer related fees	114	34	148
Total revenue from contracts with customers	$ 1,993	$ 558	$ 2,551

(1) Interchange revenue is presented net of customer reward expense.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. The guidance requires an assessment of credit losses based on expected rather than incurred losses (known as the current expected credit loss model). This generally will result in the recognition of allowances for losses earlier than under current accounting guidance for trade and other receivables, held to maturity debt securities and other instruments. In May 2019 the FASB issued ASU 2019-05 which allows entities to measure assets in the scope of ASC 326-20, except held to maturity securities, using the fair value option when they adopt the new credit impairment standard. The election can be made on an instrument by instrument basis. The standard will be adopted on a prospective basis with a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. ASU 2016-13 (and ASU 2019-05) is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The FASB recently proposed an extension to the effective date for smaller reporting companies (among others) that would make the new standard effective for annual and interim periods beginning after December 15, 2022, with early adoption permitted. We are currently in the process of reviewing accounting interpretations, including the recently added fair value option, expected data requirements and necessary changes to our loss estimation methods, processes and systems. This standard is expected to result in an increase to our allowance for loan losses (unless the fair value option is elected) given the change to expected losses for the estimated life of the financial asset. If the fair value option is elected for some or all of our eligible receivables, we would expect an increase in the recorded value of the assets but more potential volatility as these receivables are remeasured each period. The extent of the financial statement impact will depend on the asset quality of the portfolio, and economic conditions and

forecasts at adoption.

In February 2016, the FASB issued ASU No. 2016-02, Leases, along with subsequent guidance, which requires lessees to recognize assets and liabilities for most leases and changes certain aspects of current lessor accounting, among other things. We adopted these standards using a modified retrospective transition approach for leases existing at, or entered into after, January 1, 2019 and did not restate the comparative periods presented in the Consolidated Financial Statements upon adoption.

ASU 2016-02 provides a number of optional practical expedients and policy elections in transition. We elected the ‘package of practical expedients’ under which we did not reassess prior conclusions about lease identification, lease classification and initial direct costs. We did not elect the use-of-hindsight or the practical expedient pertaining to land easements, the latter not being applicable to us. We also elected the short-term lease recognition exemption for all leases that qualify, meaning we did not recognize right-of-use assets or lease liabilities for these short term leases.

Upon adoption, we recognized additional lease liabilities of $30.2 million and a corresponding right-of-use asset of $18.6 million with a $0.6 million cumulative effect on our opening retained deficit. The impact of our status as a lessor in the sublease arrangements we maintain did not result in a material change upon adoption. See Note 7, "Leases" for additional disclosure.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers.” ASU 2014-09 establishes a principles-based model under which revenue from a contract is allocated to the distinct performance obligations within the contract and recognized in income as each performance obligation is satisfied. Additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract is also required. In August 2015, the FASB delayed the effective date by one year and the guidance was effective for annual and interim periods beginning January 1, 2018. Most revenue associated with financial instruments, including interest income, loan origination fees and credit card fees, is outside the scope of the guidance. This includes most of the revenue of the Company. We adopted this standard as of January 1, 2018 using the modified retrospective method of adoption. Our adoption of this standard did not have a material impact on our consolidated financial statements.

Subsequent Events

We evaluate subsequent events that occur after our consolidated balance sheet date but before our consolidated financial statements are issued. There are two types of subsequent events: (1) recognized, or those that provide additional evidence with respect to conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements; and (2) nonrecognized, or those that provide evidence with respect to conditions that did not exist at the date of the balance sheet but arose subsequent to that date. We have evaluated subsequent events occurring after June 30, 2019, and based on our evaluation we did not identify any recognized or nonrecognized subsequent events that would have required further adjustments to our consolidated financial statements.

3. Segment Reporting

We operate primarily within one industry consisting of two reportable segments by which we manage our business. Our two reportable segments are: Credit and Other Investments, and Auto Finance.

As of both June 30, 2019 and December 31, 2018, we did not have a material amount of long-lived assets located outside of the U.S., and only a negligible portion of our revenues for the six months ended June 30, 2019 and 2018 were generated outside of the U.S.

We measure the profitability of our reportable segments based on their income after allocation of specific costs and corporate overhead; however, our segment results do not reflect any charges for internal capital allocations among our segments. Overhead costs are allocated based on headcounts and other applicable measures to better align costs with the associated revenues.

Summary operating segment information (in thousands) is as follows:

Three months ended June 30, 2019	Credit and Other Investments	Auto Finance	Total
Interest income:			
Consumer loans, including past due fees	$ 47,168	$ 7,923	$ 55,091
Other	109	—	109
Total interest income	47,277	7,923	55,200
Interest expense	(11,583)	(431)	(12,014)
Net interest income before fees and related income on earning assets and provision for losses on loans, interest and fees receivable	$ 35,694	$ 7,492	$ 43,186
Fees and related income on earning assets	$ 15,053	$ 84	$ 15,137
Servicing income	$ 135	$ 240	$ 375
Equity in loss of equity-method investees	$ 225	$ —	$ 225
Income before income taxes	$ 5,958	$ 1,474	$ 7,432
Income tax benefit (expense)	$ (1,914)	$ (336)	$ (2,250)

Six months ended June 30, 2019	Credit and Other Investments	Auto Finance	Total
Interest income:			
Consumer loans, including past due fees	$ 89,840	$ 15,641	$ 105,481
Other	178	—	178
Total interest income	90,018	15,641	105,659
Interest expense	(22,352)	(808)	(23,160)
Net interest income before fees and related income on earning assets and provision for losses on loans, interest and fees receivable	$ 67,666	$ 14,833	$ 82,499
Fees and related income on earning assets	$ 26,289	$ 112	$ 26,401
Servicing income	$ 554	$ 507	$ 1,061
Equity in income of equity-method investees	$ 452	$ —	$ 452
Income before income taxes	$ 10,165	$ 3,160	$ 13,325
Income tax benefit (expense)	$ (1,675)	$ (813)	$ (2,488)
Total assets	$ 630,985	$ 79,373	$ 710,358

Three months ended June 30, 2018	Credit and Other Investments	Auto Finance	Total
Interest income:			
Consumer loans, including past due fees	$ 30,302	$ 7,441	$ 37,743
Other	41	—	41
Total interest income	30,343	7,441	37,784
Interest expense	(8,462)	(345)	(8,807)
Net interest income before fees and related income on earning assets and provision for losses on loans, interest and fees receivable	$ 21,881	$ 7,096	$ 28,977
Fees and related income on earning assets	$ 7,075	$ 19	$ 7,094
Servicing income	$ 338	$ 294	$ 632
Equity in income of equity-method investees	$ 531	$ —	$ 531
(Loss) income before income taxes	$ (2,336)	$ 2,913	$ 577
Income tax benefit (expense)	$ 5,240	$ (242)	$ 4,998

Six months ended June 30, 2018	Credit and Other Investments	Auto Finance	Total
Interest income:			

Consumer loans, including past due fees	$ 58,864	$ 14,560	$ 73,424
Other	86	—	86
Total interest income	58,950	14,560	73,510
Interest expense	(16,354)	(606)	(16,960)
Net interest income before fees and related income on earning assets and provision for losses on loans, interest and fees receivable	$ 42,596	$ 13,954	$ 56,550
Fees and related income on earning assets	$ 13,272	$ 36	$ 13,308
Servicing income	$ 740	$ 524	$ 1,264
Equity in income of equity-method investees	$ 540	$ —	$ 540
(Loss) income before income taxes	$ (9,250)	$ 5,252	$ (3,998)
Income tax benefit (expense)	$ 5,639	$ (785)	$ 4,854
Total assets	$ 387,342	$ 71,402	$ 458,744

4. Shareholders' Equity

During the three and six months ended June 30, 2019, we repurchased and contemporaneously retired 64,845 and 70,789 shares of our common stock at an aggregate cost of $238,000 and $259,000, respectively, pursuant to both open market purchases and the return of stock by holders of equity incentive awards to pay tax withholding obligations. During the three and six months ended June 30, 2018, we repurchased and contemporaneously retired 12,453 and 19,459 shares of our common stock at an aggregate cost of $27,000 and $41,000, respectively, pursuant to both open market purchases and the return of stock by holders of equity incentive awards to pay tax withholding obligations.

We had 1,459,233 loaned shares outstanding at June 30, 2019 and December 31, 2018, which were originally lent in connection with our November 2005 issuance of convertible senior notes. We retire lent shares as they are returned to us.

5. Investment in Equity-Method Investee

Our equity-method investment outstanding at June 30, 2019 consists of our 66.7% interest in a joint venture formed to purchase a credit card receivable portfolio.

In the following tables, we summarize (in thousands) balance sheet and results of operations data for our equity-method investee:

	As of	
	June 30, 2019	December 31, 2018
Loans, interest and fees receivables, at fair value	$ 2,962	$ 3,546
Total assets	$ 3,095	$ 3,732
Total liabilities	$ 15	$ 18
Members' capital	$ 3,080	$ 3,714

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
Net interest income, fees and related income on earning assets	$ 338	$ 798	$ 680	$ 812
Net income	$ 290	$ 730	$ 579	$ 669
Net income attributable to our equity investment investee	$ 225	$ 531	$ 452	$ 540

6. Fair Values of Assets and Liabilities

Valuations and Techniques for Assets

Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The table below summarizes (in thousands) by fair value hierarchy the June 30, 2019 and December 31, 2018 fair values and carrying amounts of (1) our assets that are required to be carried at fair value in our consolidated financial statements and (2) our assets not carried at fair value, but for which fair value disclosures are required:

Assets – As of June 30, 2019 (1)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Amount of Assets
Loans, interest and fees receivable, net for which it is practicable to estimate fair value	$ —	$ —	$ 581,899	$ 525,957
Loans, interest and fees receivable, at fair value	$ —	$ —	$ 4,904	$ 4,904

Assets – As of December 31, 2018 (1)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Amount of Assets
Loans, interest and fees receivable, net for which it is practicable to estimate fair value	$ —	$ —	$ 470,496	$ 418,236
Loans, interest and fees receivable, at fair value	$ —	$ —	$ 6,306	$ 6,306

(1) For cash, deposits and other short-term investments, the carrying amount is a reasonable estimate of fair value.

For those asset classes above that are required to be carried at fair value in our consolidated financial statements, gains and losses associated with fair value changes are detailed on our fees and related income on earning assets table within Note 2, "Significant Accounting Policies and Consolidated Financial Statement Components."

For Level 3 assets carried at fair value measured on a recurring basis using significant unobservable inputs, the following table presents (in thousands) a reconciliation of the beginning and ending balances for the six months ended June 30, 2019 and 2018:

	Loans, Interest and Fees Receivables, at Fair Value	
	2019	2018
Balance at January 1,	$ 6,306	$ 11,109
Total gains—realized/unrealized:		
Net revaluations of loans, interest and fees receivable, at fair value	370	495
Settlements	(1,772)	(3,309)
Impact of foreign currency translation	—	(9)
Balance at June 30,	$ 4,904	$ 8,286

The unrealized gains and losses for assets within the Level 3 category presented in the tables above include changes in fair value that are attributable to both observable and unobservable inputs. Impacts related to foreign currency translation are included as a component of other operating expense on the consolidated statements of operations.

Net Revaluation of Loans, Interest and Fees Receivable. We record the net revaluation of loans, interest and fees receivable (including those pledged as collateral) in the fees and related income on earning assets category in our consolidated statements of operations, specifically as changes in fair value of loans, interest and fees receivable recorded at fair value. The net revaluation of loans, interest and fees receivable is based on the present value of future cash flows using a valuation model of expected cash flows and the estimated cost to service and collect those cash flows. We estimate the present value of these future cash flows using a valuation model consisting of internally developed estimates of assumptions third-party market participants would use in determining fair value, including estimates of net collected yield, principal payment rates, expected principal credit loss rates, costs of funds, discount rates and servicing costs. Accrued interest income on receivables underlying our asset classes that are carried at fair value in our consolidated financial statements is recorded in Interest income - Consumer loans, including past due fees in our Consolidated Statements of Operations.

For Level 3 assets carried at fair value measured on a recurring basis using significant unobservable inputs, the following table presents (in thousands) quantitative information about the valuation techniques and the inputs used in the fair value measurement as of June 30, 2019 and December 31, 2018:

Quantitative Information about Level 3 Fair Value Measurements

Fair Value Measurements	Fair Value at June 30, 2019 (in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average)
Loans, interest and fees receivable, at fair value	$ 4,904	Discounted cash flows	Gross yield	26.5% to 37.6% (27.9%)
			Principal payment rate	2.2% to 3.6% (2.4%)
			Expected credit loss rate	13.1% to 13.7% (13.2%)
			Servicing rate	16.2% to 22.2% (16.9%)
			Discount rate	14.8% to 14.8% (14.8%)

Quantitative Information about Level 3 Fair Value Measurements

Fair Value Measurements	Fair Value at December 31, 2018 (in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average)
Loans, interest and fees receivable, at fair value	$ 6,306	Discounted cash flows	Gross yield	25.8% to 30.8% (26.4%)
			Principal payment rate	2.2% to 3.0% (2.3%)
			Expected credit loss rate	8.7% to 11.3% (9.0%)
			Servicing rate	14.9% to 19.5% (15.5%)
			Discount rate	14.9% to 14.9% (14.9%)

Valuations and Techniques for Liabilities

Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the liability. The table below summarizes (in thousands) by fair value hierarchy the June 30, 2019 and December 31, 2018 fair values and carrying amounts of (1) our liabilities that are required to be carried at fair value in our consolidated financial statements and (2) our liabilities not carried at fair value, but for which fair value disclosures are required:

Liabilities – As of June 30, 2019	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Carrying Amount of Liabilities**
Liabilities not carried at fair value				
Revolving credit facilities	$ —	$ —	$ 495,906	$ 495,906
Amortizing debt facilities	$ —	$ —	$ 1,220	$ 1,220
Notes payable to related parties	$ —	$ —	$ 40,000	$ 40,000
Convertible senior notes	$ —	$ 47,230	$ —	$ 62,487
Liabilities carried at fair value				
Notes payable associated with structured financings, at fair value	$ —	$ —	$ 4,324	$ 4,324

Liabilities – As of December 31, 2018	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Carrying Amount of Liabilities**
Liabilities not carried at fair value				
Revolving credit facilities	$ —	$ —	$ 389,707	$ 389,707
Amortizing debt facilities	$ —	$ —	$ 1,220	$ 1,220
Notes payable to related parties	$ —	$ —	$ 40,000	$ 40,000
Convertible senior notes	$ —	$ 47,230	$ —	$ 62,142
Liabilities carried at fair value				
Notes payable associated with structured financings, at fair value	$ —	$ —	$ 5,651	$ 5,651

For our material Level 3 liabilities carried at fair value measured on a recurring basis using significant unobservable inputs, the following table presents (in thousands) a reconciliation of the beginning and ending balances for the six months ended June 30, 2019 and 2018.

	Notes Payable Associated with Structured Financings, at Fair Value	
	2019	**2018**
Balance at January 1,	$ 5,651	$ 9,240
Total (gains) losses—realized/unrealized:		
Net revaluations of notes payable associated with structured financings, at fair value	(1,327)	(2,443)
Repayments on outstanding notes payable, net	—	—
Balance at June 30,	$ 4,324	$ 6,797

The unrealized gains and losses for liabilities within the Level 3 category presented in the table above include changes in fair value that are attributable to both observable and unobservable inputs. We provide below a brief description of the valuation techniques used for Level 3 liabilities.

Net Revaluation of Notes Payable Associated with Structured Financings, at Fair Value. We record the net revaluations of notes payable associated with structured financings, at fair value, in the changes in fair value of notes payable associated with structured financings line item within the fees and related income on earning assets category of our consolidated statements of operations. The legal entity associated with the securitization transaction is consolidated as a VIE as the Company is deemed the primary beneficiary of the entity. The Company is not liable for the full face value of the liability in the VIE so it is carried at fair value based upon amounts the borrower will receive from the legal entity. The net revaluation of these notes is based on the present value of future cash flows utilized in repayment of the outstanding principal and interest under the facilities using a valuation model of expected cash flows net of the contractual service expenses within the facilities. We estimate the present value of these future cash flows using a valuation model consisting of internally developed estimates of assumptions third-party market participants would use in determining fair value, including: estimates of net collected yield, principal payment rates and expected principal credit loss rates on the credit card receivables that secure the non-recourse notes payable; costs of funds; discount rates; and contractual servicing fees. Accrued interest expense on notes payable underlying our notes payable associated with structured financings, at fair value is recorded in Interest expense in our consolidated statements of operations.

For material Level 3 liabilities carried at fair value measured on a recurring basis using significant unobservable inputs, the following table presents (in thousands) quantitative information about the valuation techniques and the inputs used in the fair value measurement as of June 30, 2019 and December 31, 2018:

Quantitative information about Level 3 Fair Value Measurements

Fair Value Measurements	Fair Value at June 30, 2019 (in thousands)	Valuation Technique	Unobservable Input	Weighted Average
Notes payable associated with structured financings, at fair value	$ 4,324	Discounted cash flows	Gross yield	26.5%
			Principal payment rate	2.2%
			Expected credit loss rate	13.1%
			Discount rate	14.8%

Quantitative Information about Level 3 Fair Value Measurements

Fair Value Measurements	Fair Value at December 31, 2018 (in thousands)	Valuation Technique	Unobservable Input	Weighted Average
Notes payable associated with structured financings, at fair value	$ 5,651	Discounted cash flows	Gross yield	25.8%
			Principal payment rate	2.2%
			Expected credit loss rate	8.7%
			Discount rate	14.9%

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Other Relevant Data

Other relevant data (in thousands) as of June 30, 2019 and December 31, 2018 concerning certain assets and liabilities we carry at fair value are as follows:

As of June 30, 2019	Loans, Interest and Fees Receivable at Fair Value	Loans, Interest and Fees Receivable Pledged as Collateral under Structured Financings at Fair Value
Aggregate unpaid principal balance within loans, interest and fees receivable that are reported at fair value	$ 877	$ 6,353
Aggregate fair value of loans, interest and fees receivable that are reported at fair value	$ 580	$ 4,324
Aggregate fair value of receivables carried at fair value that are 90 days or more past due (which also coincides with finance charge and fee non-accrual policies)	$ 3	$ 8
Unpaid principal balance of receivables within loans, interest and fees receivable that are reported at fair value and are 90 days or more past due (which also coincides with finance charge and fee non-accrual policies) over the fair value of such loans, interest and fees receivable	$ 24	$ 150

As of December 31, 2018	Loans, Interest and Fees Receivable at Fair Value	Loans, Interest and Fees Receivable Pledged as Collateral under Structured Financings at Fair Value
Aggregate unpaid principal balance within loans, interest and fees receivable that are reported at fair value	$ 1,160	$ 7,708
Aggregate fair value of loans, interest and fees receivable that are reported at fair value	$ 655	$ 5,651
Aggregate fair value of receivables carried at fair value that are 90 days or more past due (which also coincides with finance charge and fee non-accrual policies)	$ 3	$ 7
Unpaid principal balance of receivables within loans, interest and fees receivable that are reported at fair value and are 90 days or more past due (which also coincides with finance charge and fee non-accrual policies) over the fair value of such loans, interest and fees receivable	$ 35	$ 224

Notes Payable	Notes Payable Associated with Structured Financings, at Fair Value as of June 30, 2019	Notes Payable Associated with Structured Financings, at Fair Value as of December 31, 2018
Aggregate unpaid principal balance of notes payable	$ 101,314	$ 101,314
Aggregate fair value of notes payable	$ 4,324	$ 5,651

7. Leases

We have operating leases primarily associated with our corporate offices and regional service centers as well as for certain equipment. Our leases have remaining lease terms of 1 to 5 years, some of which include options, at our discretion, to extend the leases for additional periods generally on one-year revolving periods. Other leases allow for us to terminate the lease based on appropriate notification periods. For certain of our leased offices, we sublease a portion of the unoccupied space. The terms of the sublease arrangement generally coincide with the underlying lease. The components of lease expense associated with our lease liabilities and supplemental cash flow information related to those leases were as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2019	2018	2019	2018
Operating lease cost, gross	$ 1,727	$ 1,688	$ 3,436	$ 3,384
Sublease income	(1,282)	(1,257)	(2,565)	(2,527)
Net Operating lease cost	$ 445	$ 431	$ 871	$ 857
Cash paid under operating leases, gross	$ 2,507	$ 2,443	$ 4,999	$ 4,966
Weighted average remaining lease term - months	35			
Weighted average discount rate	6.9%			

Maturities of lease liabilities were as follows:

	Gross Lease Payment	Payments received from Sublease	Net Lease Payment
2019 (excluding the six months ended June 30, 2019)	$ 5,067	$ (3,483)	$ 1,584
2020	10,146	(7,115)	3,031
2021	10,152	(7,315)	2,837
2022	4,348	(3,112)	1,236
2023	126	—	126
Thereafter	29	—	29
Total lease payments	$ 29,868	$ (21,025)	$ 8,843
Less imputed interest	(3,697)		
Total	$ 26,171		

8. Notes Payable and Variable Interest Entities

The Company contributes certain receivables to VIEs. These entities are established to facilitate a more efficient means of obtaining third party financing. When assets are contributed to the VIE, they serve as collateral for the debt securities issued by the VIE. The evaluation of whether the entity qualifies as a VIE is based upon the sufficiency of the equity at risk in the legal entity. This evaluation is generally a function of the level of excess collateral in the legal entity. We consolidate VIEs when we hold a variable interest and are the primary beneficiary. We are the primary beneficiary when we have the power to direct activities that most significantly affect the economic performance and have the obligation to absorb the majority of the losses or benefits. In certain circumstances we guarantee the performance of the underlying debt or agree to contribute additional collateral when necessary. When collateral is pledged it is not available for the general use of the Company and can only be used to satisfy the related debt obligation. The results of operations and financial position of consolidated VIEs are included in our consolidated financial statements.

The following table presents a summary of VIEs in which we had continuing involvement or held a variable interest (in millions):

	As of	
	June 30, 2019	December 31, 2018
Unrestricted cash and cash equivalents	$ 22.2	$ 16.8
Restricted cash and cash equivalents	55.9	61.0
Loans, interest and fees receivable, at fair value	4.3	5.7
Loans, interest and fees receivable, gross	551.6	403.4
Allowances for uncollectible loans, interest and fees receivable	(91.4)	(57.4)
Deferred revenue	(28.1)	(13.2)
Total Assets held by VIEs	$ 514.5	$ 416.3
Notes Payable, at face value held by VIEs	$ 469.1	$ 366.7
Notes Payable, at fair value held by VIEs	$ 4.3	$ 5.7
Maximum exposure to loss due to involvement with VIEs	$ 497.9	$ 438.5

Notes Payable Associated with Structured Financings, at Fair Value

Scheduled (in millions) in the table below are (1) the carrying amount of our structured financing note secured by certain credit card receivables and reported at fair value as of June 30, 2019 and December 31, 2018, (2) the outstanding face amount of our structured financing note secured by certain credit card receivables and reported at fair value as of June 30, 2019 and December 31, 2018, and (3) the carrying amount of the credit card receivables and restricted cash that provide the exclusive means of repayment for the note (i.e., lenders have recourse only to the specific credit card receivables and restricted cash underlying each respective facility and cannot look to our general credit for repayment) as of June 30, 2019 and December 31, 2018.

	Carrying Amounts at Fair Value as of	
	June 30, 2019	**December 31, 2018**
Securitization facility (stated maturity of December 2021), outstanding face amount of $101.3 million as of June 30, 2019 ($101.3 million as of December 31, 2018) bearing interest at a weighted average 7.5% interest rate, based upon LIBOR, at June 30, 2019 (7.5% at December 31, 2018), which is secured by credit card receivables and restricted cash aggregating $4.3 million as of June 30, 2019 ($5.7 million as of December 31, 2018) in carrying amount	$ 4.3	$ 5.7

Contractual payment allocations within this credit card receivables structured financing provide for a priority distribution of cash flows to us to service the credit card receivables, a distribution of cash flows to pay interest and principal due on the notes, and a distribution of all excess cash flows (if any) to us. The structured financing facility included in the above table is amortizing down along with collections of the underlying receivables and there are no provisions within the debt agreement that allow for acceleration or bullet repayment of the facility prior to its scheduled expiration date. The aggregate carrying amount of the credit card receivables and restricted cash that provide security for the $4.3 million in fair value of the structured financing facility included in the above table is $4.3 million, which means that we have no aggregate exposure to pre-tax equity loss associated with the above structured financing arrangement at June 30, 2019.

As discussed elsewhere, the legal entity holding the securitization facility discussed in the table above, is a VIE. Beyond our role as servicer of the underlying assets within the credit cards receivables structured financing, we have provided no other financial or other support to the structure, and we have no explicit or implicit arrangements that could require us to provide financial support to the structure.

Notes Payable, at Face Value and Notes Payable to Related Parties

Other notes payable outstanding as of June 30, 2019 and December 31, 2018 that are secured by the financial and operating assets of either the borrower, another of our subsidiaries or both, include the following, scheduled (in millions); except as otherwise noted, the assets of our holding company (Atlanticus Holdings Corporation) are subject to creditor claims under these scheduled facilities:

	As of	
	June 30, 2019	**December 31, 2018**
Revolving credit facilities at a weighted average interest rate equal to 7.0% at June 30, 2019 (7.6% at December 31, 2018) secured by the financial and operating assets of CAR and/or certain receivables and restricted cash with a combined aggregate carrying amount of $567.2 million as of June 30, 2019 ($468.8 million at December 31, 2018)		
Revolving credit facility, not to exceed $40.0 million (expiring November 1, 2020) (1) (2) (3)	$ 34.6	$ 30.0
Revolving credit facility, not to exceed $50.0 million (expiring October 30, 2019) (2) (3) (4) (5)	24.0	49.9
Revolving credit facility, not to exceed $20.0 million (expiring December 31, 2019) (2) (4) (5)	4.4	—
Revolving credit facility, not to exceed $90.0 million (expiring February 8, 2022) (3) (4) (5) (6)	58.5	61.0
Revolving credit facility, not to exceed $100.0 million (expiring June 11, 2020) (3) (4) (5) (6)	—	80.5
Revolving credit facility, not to exceed $15.0 million (expiring July 15, 2021) (2) (4) (5)	15.0	—
Revolving credit facility, not to exceed $100.0 million (expiring November 16, 2020) (3) (4) (5) (6)	—	8.0
Revolving credit facility, not to exceed $167.3 million (expiring November 15, 2023) (3) (4) (5) (6)	167.3	167.3
Revolving credit facility, not to exceed $200.0 million (expiring December 15, 2022) (3) (4) (5) (6)	200.0	—
Other facilities		
Other secured debt (expiring September 8, 2023) that is secured by certain assets of the Company with an annual rate equal to 5.5%	1.2	1.2
Senior secured term loan to related parties (expiring November 21, 2019) that is secured by certain assets of the Company with an annual rate equal to 9.0% (3)	40.0	40.0
Total notes payable before unamortized debt issuance costs and discounts	545.0	437.9
Unamortized debt issuance costs and discounts	(7.9)	(7.0)
Total notes payable outstanding	$ 537.1	$ 430.9

(1) Loan is subject to certain affirmative covenants, including a coverage ratio, a leverage ratio and a collateral performance test, the failure of which could result in required early repayment of all or a portion of the outstanding balance by our CAR Auto Finance operations.
(2) These notes reflect modifications to either extend the maturity date, increase the loan amount or both, and are treated as accounting modifications.
(3) See below for additional information.
(4) Loans are subject to certain affirmative covenants tied to default rates and other performance metrics the failure of which could result in required early repayment of the remaining unamortized balances of the notes.
(5) Loans are associated with variable interest entities.
(6) Creditors do not have recourse against the general assets of the Company but only to the collateral within the VIEs.

Not included in the table above are certain bank commitments to lend additional capital upon assignment of available collateral. The remaining terms on these agreements range from 6-27 months at interest rates based on LIBOR plus a spread of 4.5%-6.5%. The total committed but undrawn capacity of these additional bank commitments as of June 30, 2019 was $62.0 million.

On November 26, 2014, we and certain of our subsidiaries entered into a Loan and Security Agreement with Dove Ventures, LLC, a Nevada limited liability company ("Dove"). The agreement provides for a senior secured term loan facility in an amount of up to $40.0 million at any time outstanding. The Loan and Security Agreement was fully drawn with $40.0 million outstanding as of June 30, 2019. In November 2018, the agreement was amended to extend the maturity date of the term loan to November 21, 2019. All other terms remain unchanged. Our obligations under the agreement are guaranteed by certain subsidiary guarantors and secured by a pledge of certain assets of ours and the subsidiary guarantors. The loans bear interest at the rate of 9.0% per annum, payable monthly in arrears. The principal amount of these loans is payable in a single installment on November 21, 2019 (as amended). The agreement includes customary affirmative and negative covenants, as well as customary representations, warranties and events of default. Subject to certain conditions, we can prepay the principal amounts of these loans without premium or penalty. Dove is a limited liability company owned by three trusts. David G. Hanna is the sole shareholder and the President of the corporation that serves as the sole trustee of one of the trusts, and David G. Hanna and members of his immediate family are the beneficiaries of this trust. Frank J. Hanna, III is the sole shareholder and the President of the corporation that serves as the sole trustee of the other two trusts, and Frank J. Hanna, III and members of his immediate family are the beneficiaries of these other two trusts.

In October 2015, we (through a wholly owned subsidiary) entered a revolving credit facility with a (as subsequently amended) $50.0 million revolving borrowing limit that can be drawn to the extent of outstanding eligible principal receivables (of which $24.0 million was drawn as of June 30, 2019). This facility is secured by the loans, interest and fees receivable and related restricted cash and accrues interest at an annual rate equal to LIBOR plus 5.0%. The loan is subject to certain affirmative covenants, including a liquidity test and an eligibility test, the failure of which could result in required early repayment of all or a portion of the outstanding balance. The note is guaranteed by Atlanticus who is required to maintain certain minimum liquidity levels.

In October 2016, we (through a wholly owned subsidiary) entered a revolving credit facility with a $40.0 million borrowing limit that can be drawn to the extent of outstanding eligible principal receivables of our CAR subsidiary (of which $34.6 million was drawn as of June 30, 2019). This facility is secured by the financial and operating assets of CAR and accrues interest at an annual rate equal to LIBOR plus a range between 2.4% and 3.0% based on certain ratios. The loan is subject to certain affirmative covenants, including a coverage ratio, a leverage ratio and a collateral performance test, the failure of which could result in required early repayment of all or a portion of the outstanding balance. In February 2019, we extended the maturity date of this revolving credit facility to November 1, 2020. There were no other material changes to the existing terms or conditions and the new maturity date is reflected in the table above.

In February 2017, we (through a wholly owned subsidiary) established a program under which we sell certain receivables to a consolidated trust in exchange for notes issued by the trust. The notes are secured by the receivables and other assets of the trust. Simultaneously with the establishment of the program, the trust issued a series of variable funding notes and sold an aggregate amount of up to $90.0 million (of which $58.5 million was outstanding as of June 30, 2019) to an unaffiliated third party pursuant to a facility that can be drawn upon to the extent of outstanding eligible receivables. Interest rates on the notes are fixed and range from 12.0% to 14.0%. The facility matures on February 8, 2022 and is subject to certain affirmative covenants and collateral performance tests, the failure of which could result in required early repayment of all or a portion of the outstanding balance of notes. The facility also may be prepaid subject to payment of a prepayment or other fee.

In 2018, we (through a wholly owned subsidiary) entered into two separate facilities associated with the above mentioned program to sell up to an aggregate $200.0 million of notes which are secured by the receivables and other assets of the trust (of which $0.0 million was outstanding as of June 30, 2019) to separate unaffiliated third parties pursuant to facilities that can be drawn upon to the extent of outstanding eligible receivables. Interest rates on the notes are based on commercial paper rates plus 4.25% and LIBOR plus 4.5%, respectively. The facilities mature on June 11, 2020 and November 16, 2020, respectively, and are subject to certain affirmative covenants and collateral performance tests, the failure of which could result in required early repayment of all or a portion of the outstanding balance of notes. The facilities also may be prepaid subject to payment of a prepayment or other fee.

In November 2018, we sold $167.3 million of asset backed securities ("ABS") secured by certain retail point-of-sale receivables. A portion of the proceeds from the sale were used to pay-down our existing term and revolving facilities associated with our point-of-sale receivables, noted in the table above, and the remaining proceeds are available to fund the acquisition of future receivables. The terms of the ABS allow for a two-year revolving structure with a subsequent 18-month amortization period. The weighted average interest rate on the securities is fixed at 5.76%.

In June 2019, we sold $200.0 million of ABS secured by certain credit card receivables. A portion of the proceeds from the sale was used to pay-down our existing facilities associated with our credit card receivables, noted in the table above, and the remaining proceeds are available to fund the acquisition of future receivables. The terms of the ABS allow for a two-year revolving structure with a subsequent 12-month to 18-month amortization period. The weighted average interest rate on the securities is fixed at 5.37%.

We are in compliance with the covenants underlying our various notes payable.

9. Convertible Senior Notes

In November 2005, we issued $300.0 million aggregate principal amount of 5.875% convertible senior notes due November 30, 2035. The convertible senior notes are unsecured, subordinate to existing and future secured obligations and structurally subordinate to existing and future claims of our subsidiaries' creditors. These notes (net of repurchases since the issuance date) are reflected within convertible senior

notes on our consolidated balance sheets. No put rights exist with respect to our convertible senior notes.

The following summarizes (in thousands) components of our consolidated balance sheets associated with our convertible senior notes:

	As of	
	June 30, 2019	**December 31, 2018**
Face amount of convertible senior notes	$ 88,280	$ 88,280
Discount	(25,793)	(26,138)
Net carrying value	$ 62,487	$ 62,142
Carrying amount of equity component included in paid-in capital	$ 108,714	$ 108,714
Excess of instruments' if-converted values over face principal amounts	$ —	$ —

10. Commitments and Contingencies

General

Under finance products available in the point-of-sale and direct-to-consumer channels, each consumer has the ability to borrow up to the maximum credit limit assigned to such individual's account. Unfunded commitments under these products aggregated $883.7 million at June 30, 2019. We have never experienced a situation in which all borrowers have exercised their entire available lines of credit at any given point in time, nor do we anticipate this will ever occur in the future. Moreover, there would be a concurrent increase in assets should there be any exercise of these lines of credit. We also have the effective right to reduce or cancel these available lines of credit at any time.

Additionally our CAR operations provide floor-plan financing for a pre-qualified network of independent automotive dealers and automotive finance companies in the buy-here, pay-here used car business. The financings allow dealers and finance companies to borrow up to the maximum pre-approved credit limit allowed in order to finance ongoing inventory needs. These loans are secured by the underlying auto inventory and, in certain cases where we have other lending products outstanding with the dealer, are secured by the collateral under those lending arrangements as well, including any outstanding dealer reserves. As of June 30, 2019, CAR had unfunded outstanding floor-plan financing commitments totaling $8.7 million. Each draw against unused commitments is reviewed for conformity to pre-established guidelines.

Under agreements with third-party originating and other financial institutions, we have pledged security (collateral) related to their issuance of consumer credit and purchases thereunder, of which $17.9 million remains pledged as of June 30, 2019 to support various ongoing contractual obligations.

Under agreements with third-party originating and other financial institutions, we have agreed to indemnify the financial institutions for certain liabilities associated with the services we provide on behalf of the financial institutions—such indemnification obligations generally being limited to instances in which we either (a) have been afforded the opportunity to defend against any potentially indemnifiable claims or (b) have reached agreement with the financial institutions regarding settlement of potentially indemnifiable claims. As of June 30, 2019, we have assessed the likelihood of any potential payments related to the aforementioned contingencies as remote. We will accrue liabilities related to these contingencies in any future period if and in which we assess the likelihood of an estimable payment as probable.

We also are subject to certain minimum payments under cancelable and non-cancelable lease arrangements. For further information regarding these commitments, see Note 7, "Leases".

Litigation

We are involved in various legal proceedings that are incidental to the conduct of our business, none of which are expected to be material to us.

11. Net Income Attributable to Controlling Interests Per Common Share

The following table sets forth the computations of net income per common share (in thousands, except per share data):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
Numerator:				
Net income attributable to controlling interests	$ 5,244	$ 5,630	$ 10,957	$ 960
Denominator:				
Basic (including unvested share-based payment awards) (1)	14,627	13,888	14,491	13,893
Effect of dilutive stock compensation arrangements (2)	281	—	321	—
Diluted (including unvested share-based payment awards) (1)	14,908	13,888	14,812	13,893
Net income attributable to controlling interests per common share—basic	$ 0.36	$ 0.41	$ 0.76	$ 0.07
Net income attributable to controlling interests per common share—diluted	$ 0.35	$ 0.41	$ 0.74	$ 0.07

(1) Shares related to unvested share-based payment awards included in our basic and diluted share counts were 505,416 and 451,789, respectively, for the three and six months ended June 30, 2019, compared to 150,388 and 167,198, respectively, for the three and six months ended June 30, 2018.

(2) The effect of dilutive stock compensation arrangements is shown only for informational purposes where we are in a net loss position. In such situations, the effect of including outstanding options and restricted stock would be anti-dilutive, and they are thus excluded from all loss period calculations.

For the three and six months ended June 30, 2019 and 2018, there were no shares potentially issuable and thus includible in the diluted net income attributable to controlling interests per common share calculations pursuant to our convertible senior notes. However, in future reporting periods during which our closing stock price is above the $24.61 conversion price for the convertible senior notes, and depending on the closing stock price at conversion, the maximum potential dilution under the conversion provisions of such notes is 3.6 million shares, which could be included in diluted share counts in net income per common share calculations. See Note 9, “Convertible Senior Notes,” for a further discussion of these convertible securities.

12. Stock-Based Compensation

As of June 30, 2019, we had two stock-based compensation plans, the Second Amended and Restated Employee Stock Purchase Plan (the "ESPP") and the Fourth Amended and Restated 2014 Equity Incentive Plan (the "Fourth Amended 2014 Plan"). The Fourth Amended 2014 Plan was approved by our shareholders in May 2019. Among other things, the Fourth Amended 2014 Plan (i) increased the number of shares of Common Stock available for issuance under the plan by 2,000,000 shares and (ii) extended the term of the plan by approximately two years. As of June 30, 2019, 69,438 shares remained available for issuance under the ESPP and 1,812,725 shares remained available for issuance under the Fourth Amended 2014 Plan.

Exercises and vestings under our stock-based compensation plans resulted in no income tax-related charges to additional paid-in capital during the three and six months ended June 30, 2019 and 2018.

Restricted Stock and Restricted Stock Units

During the six months ended June 30, 2019 and 2018, we granted 205,000 and 69,000 cumulative shares of restricted stock and restricted stock units (net of any forfeitures), respectively, with aggregate grant date fair values of $0.7 million and $0.2 million, respectively. We incurred expenses of $0.5 million and $0.1 million during the six months ended June 30, 2019 and 2018, respectively, related to restricted stock awards. When we grant restricted stock and restricted stock units, we defer the grant date value of the restricted stock and restricted stock unit and amortize that value (net of the value of anticipated forfeitures) as compensation expense with an offsetting entry to the paid-in capital component of our consolidated shareholders' equity. Our restricted stock awards typically vest over a range of 12 to 60 months (or other term as specified in the grant) and are amortized to salaries and benefits expense ratably over applicable vesting periods. As of June 30, 2019, our unamortized deferred compensation costs associated with non-vested restricted stock awards were $1.0 million with a weighted-average remaining amortization period of 1.8 years.

Stock Options

Our Fourth Amended 2014 Plan provides that we may grant options on or shares of our common stock (and other types of equity awards) to members of our Board of Directors, employees, consultants and advisors. The exercise price per share of the options must be equal to or greater than the market price on the date the option is granted. The option period may not exceed 10 years from the date of grant. The vesting requirements for options are determined by the Compensation Committee of the Board of Directors. We had expense of $0.2 million, $0.4 million, $0.1 million and $0.3 million related to stock option-related compensation costs during the three and six months ended June 30, 2019 and 2018, respectively. When applicable, we recognize stock option-related compensation expense for any awards with graded vesting on a straight-line basis over the vesting period for the entire award. The table below includes additional information about outstanding options:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average of Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2018	3,121,200	$ 3.50		
Issued	50,000	$ 3.13		
Exercised	(425,500)	$ 2.55		
Cancelled/Forfeited	(12,000)	$ 3.15		
Outstanding at June 30, 2019	2,733,700	$ 3.65	2.6	$ 2,080,842
Exercisable at June 30, 2019	1,013,534	$ 3.38	1.8	$ 677,669

We had $0.9 million and $1.2 million of unamortized deferred compensation costs associated with non-vested stock options as of June 30, 2019 and December 31, 2018, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements and the related notes included therein and our Annual Report on Form 10-K for the year ended December 31, 2018, where certain terms have been defined.

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes forward-looking statements. We base these forward-looking statements on our current plans, expectations and beliefs about future events. There are risks, including the factors discussed in "Risk Factors" in Part II, Item 1A and elsewhere in this report, that could cause our actual experience to differ materially from these expectations. For more information, see "Forward-Looking Information" below.

In this report, except as the context suggests otherwise, the words "Company," "Atlanticus Holdings Corporation," "Atlanticus," "we," "our," "ours," and "us" refer to Atlanticus Holdings Corporation and its subsidiaries and predecessors.

This report contains information that we obtained from industry and general publications and research, surveys and studies conducted by third parties. This information involves many assumptions and limitations, and you are cautioned not to give undue weight to any of this data. We have obtained this information from sources that we believe are reliable. However, we have not independently verified market or industry data from third party sources.

OVERVIEW

We utilize proprietary analytics and a flexible technology platform to enable financial institutions to provide various credit and related financial services and products to or associated with the financially underserved consumer credit market. According to data published by FICO (NYSE: FICO), 41.7% of consumers had FICO® scores of 700 or less as of April 2018 which represents a population in excess of 90 million consumers. The "Report on Economic Well-Being of U.S. Households in 2017" published by the Board of Governors of the Federal Reserve System further states that 40% of adults do not have ready access to $400 to cover an unexpected expense or would cover the expense by selling something or borrowing money, with CareerBuilder noting that 75% of Americans live "paycheck to paycheck". These consumers often have short-term, immediate credit needs that are often not effectively met by traditional financial institutions. By facilitating fairly priced consumer credit alternatives with value-added features and benefits specifically curated for the unique needs of this financially underserved consumer, we endeavor to empower consumers on a path to improved financial well-being.

Currently, within our Credit and Other Investments segment, we are applying the experiences gained and infrastructure built from servicing over $25 billion in consumer loans over our 22-year operating history to support lenders who originate a range of consumer loan products. These products include retail credit and credit cards marketed through multiple channels, including retail point-of-sale, direct mail solicitation, and partnerships with third parties. In the point-of-sale channel, we partner with retailers and service providers in various industries across the U.S. to allow them to provide credit to their customers for the purchase of a variety of goods and services including consumer electronics, furniture, elective medical procedures, healthcare, educational services and home-improvements. These services of our lending partners are often extended to consumers who may not have access to traditional financing options. We specialize in supporting this "second-look" credit service. Our flexible technology platform allows our lending partners to integrate our paperless process and instant decision-making platform with the technology infrastructure of participating retailers and service providers. Additionally, we support lenders who market general purpose credit cards directly to consumers through additional channels, which enables them to reach consumers through a diverse origination platform that includes retail point-of-sale, direct mail and digital marketing solicitation and partnerships with third parties. Our technology platform and proprietary analytics enable lenders to make instant credit decisions utilizing hundreds of inputs from multiple sources and thereby offer credit to consumers overlooked by traditional providers of financing. By offering a range of products through a multitude of channels, we enable lenders to provide the right type of credit, whenever and wherever the consumer has a need.

In most cases, we invest in the receivables originated by lenders who utilize our technology platform and other related services. From time to time, we also purchase receivables portfolios from third parties. In this report, "receivables" refer to receivables we have purchased from our lending partners or from third parties.

Using our infrastructure and technology platform, we also provide loan servicing, including risk management and customer service outsourcing, for third parties. Also through our Credit and Other Investments segment, we engage in testing and limited investment in consumer finance technology platforms as we seek to capitalize on our expertise and infrastructure.

Additionally, we report within our Credit and Other Investments segment: (1) the income earned from an investment in an equity-method investee that holds credit card receivables for which we are the servicer; and (2) gains or losses associated with investments previously made in consumer finance technology platforms. These include investments in companies engaged in mobile technologies, marketplace lending and other financial technologies. These investments are carried at the lower of cost or market valuation. None of these companies are publicly-traded and there are no material pending liquidity events.

The recurring cash flows we receive within our Credit and Other Investments segment principally include those associated with (1) point-of-sale and direct-to-consumer receivables, (2) servicing compensation and (3) credit card receivables portfolios that are unencumbered or where we own a portion of the underlying structured financing facility.

We believe that our point-of-sale and direct-to-consumer receivables are generating, and will continue to generate, attractive returns on assets, thereby facilitating debt financing under terms and conditions (including advance rates and pricing) that will support attractive returns on equity, and we continue to pursue growth in this area.

Within our Auto Finance segment, our CAR subsidiary operations principally purchase and/or service loans secured by automobiles from or for, and also provide floor plan financing for, a pre-qualified network of independent automotive dealers and automotive finance companies in the buy-here, pay-here, used car business. We purchase auto loans at a discount and with dealer retentions or holdbacks that provide risk protection. Also within our Auto Finance segment, we are providing certain installment lending products in addition to our traditional loans secured by automobiles.

We closely monitor and manage our expenses based on current product offerings. At this time, we are maintaining our infrastructure and incurring increased overhead and other costs in order to expand point-of-sale and direct-to-consumer finance and credit solutions and new product offerings that we believe have the potential to grow into our existing infrastructure and allow for long-term shareholder returns.

Beyond these activities within our Credit and Other Investments segment, we invest in and service portfolios of credit card receivables. One of our portfolios of credit card receivables is encumbered by non-recourse structured financing, and for this portfolio our principal remaining economic interest is the servicing compensation we receive as an offset against our servicing costs given that the likely future collections on the portfolio are insufficient to allow for full repayment of the financing.

Subject to the availability of capital at attractive terms and pricing, we plan to continue to evaluate and pursue a variety of activities, including: (1) investments in additional financial assets associated with point-of-sale and direct-to-consumer finance and credit activities as well as the acquisition of interests in receivables portfolios and (2) the repurchase of our convertible senior notes and other debt and our outstanding common stock.

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CONSOLIDATED RESULTS OF OPERATIONS

(In Thousands)	For the Three Months Ended June 30, 2019	2018	Income Increases (Decreases) from 2018 to 2019
Total interest income	$ 55,200	$ 37,784	$ 17,416
Interest expense	(12,014)	(8,807)	(3,207)
Fees and related income on earning assets:			
Fees on credit products	14,308	5,498	8,810
Changes in fair value of loans, interest and fees receivable recorded at fair value	371	513	(142)
Changes in fair value of notes payable associated with structured financings recorded at fair value	452	1,112	(660)
Other	6	(29)	35
Other operating income:			
Servicing income	375	632	(257)
Other income	28,570	771	27,799
Equity in income of equity-method investee	225	531	(306)
Total	$ 87,493	$ 38,005	$ 49,488
Net losses upon impairment of of loans, interest and fees receivable recorded at fair value	271	(1,352)	(1,623)
Provision for losses on loans, interest and fees receivable recorded at net realizable value	48,414	16,476	(31,938)
Other operating expenses:			
Salaries and benefits	6,435	5,602	(833)
Card and loan servicing	11,527	8,928	(2,599)
Marketing and solicitation	9,110	2,093	(7,017)
Depreciation	283	235	(48)
Other	4,021	5,446	1,425
Net income	5,182	5,575	(393)
Net loss attributable to noncontrolling interests	62	55	7
Net income attributable to controlling interests	5,244	5,630	(386)

(In Thousands)	For the Six Months Ended June 30, 2019	2018	Income Increases (Decreases) from 2018 to 2019
Total interest income	$ 105,659	$ 73,510	$ 32,149
Interest expense	(23,160)	(16,960)	(6,200)
Fees and related income on earning assets:			
Fees on credit products	24,604	10,403	14,201
Changes in fair value of loans, interest and fees receivable recorded at fair value	370	495	(125)
Changes in fair value of notes payable associated with structured financings recorded at fair value	1,327	2,443	(1,116)
Other	100	(33)	133
Other operating income:			
Servicing income	1,061	1,264	(203)
Other income	45,414	1,287	44,127
Equity in income of equity-method investee	452	540	(88)
Total	$ 155,827	$ 72,949	$ 82,878
Net losses upon impairment of of loans, interest and fees receivable recorded at fair value	525	439	(86)
Provision for losses on loans, interest and fees receivable recorded at net realizable value	83,012	32,467	(50,545)
Other operating expenses:			
Salaries and benefits	13,026	11,900	(1,126)
Card and loan servicing	21,971	18,092	(3,879)
Marketing and solicitation	15,497	4,439	(11,058)
Depreciation	572	464	(108)
Other	7,899	9,146	1,247
Net income	10,837	856	9,981
Net loss attributable to noncontrolling interests	120	104	16

Net income attributable to controlling interests	10,957	960	9,997

Three and Six Months Ended June 30, 2019, Compared to Three and Six Months Ended June 30, 2018

Total interest income. Total interest income consists primarily of finance charges and late fees earned on point-of-sale and direct-to-consumer receivables, credit card and auto finance receivables. Period-over-period results primarily relate to growth in point-of-sale finance and direct-to-consumer products, the receivables of which increased from $357.5 million as of June 30, 2018 to $602.3 million as of June 30, 2019. We are currently experiencing continued period-over-period growth in point-of-sale and direct-to-consumer receivables and to a lesser extent in our CAR receivables—growth which we expect to result in net period-over-period growth in our total interest income for these operations in 2019. Future periods' growth is also dependent on the addition of new retail partners to expand the reach of point-of-sale operations as well as growth within existing partnerships and continued growth and marketing within the direct-to-consumer receivables.

Interest expense. Variations in interest expense are due to new borrowings associated with growth in point-of-sale and direct-to-consumer receivables and CAR operations as evidenced within Note 8, "Notes Payable and Variable Interest Entities," to our consolidated financial statements offset by our debt facilities being repaid commensurate with net liquidations of the underlying credit card, auto finance and installment loan receivables that serve as collateral for the facilities. Outstanding notes payable associated with our point-of-sale and direct-to-consumer operations increased from $240.7 million as of June 30, 2018 to $469.2 million as of June 30, 2019. We anticipate additional debt financing over the next few quarters as we continue to acquire receivables, and as such, we expect our quarterly interest expense to be above that experienced in the prior periods for these operations.

Fees and related income on earning assets. The significant factors affecting our differing levels of fees and related income on earning assets include:

- increases in fees on credit products, primarily associated with growth in direct-to-consumer products and to a lesser degree by growth in point-of-sale finance products; and
- the effects of changes in the fair values of credit card receivables recorded at fair value and notes payable associated with structured financings recorded at fair value as described below.

We expect increasing levels of direct-to-consumer fee income throughout 2019 as we continue to invest in new credit card receivables as part of our direct-to-consumer operations. Additionally, for credit card accounts for which we use fair value accounting, we expect our change in fair value of credit card receivables recorded at fair value and our change in fair value of notes payable associated with structured financings recorded at fair value amounts to gradually diminish (absent significant changes in the assumptions used to determine these fair values) in the future. These amounts, however, are subject to potentially high levels of volatility if we experience changes in the quality of our credit card receivables or if there are significant changes in market valuation factors (e.g., interest rates and spreads) in the future. Such volatility will be muted somewhat, however, by the offsetting nature of the receivables and underlying debt being recorded at fair value and with the expected reductions in the face amounts of such outstanding receivables and debt as we experience further legacy credit card receivables liquidations and associated debt repayments.

Servicing income. We earn servicing income by servicing loan portfolios for third parties (including our equity-method investee). Additionally, we will receive periodic compensation for processing reimbursements to consumers with respect to one of our portfolios. Unless and/or until we grow the number of contractual servicing relationships we have with third parties or our current relationships grow their loan portfolios, we will not experience significant growth and income within this category, and we currently expect to experience continued declines in this category of revenue relative to revenue earned in prior periods. Additionally impacting the three months ended June 30, 2019 is the seasonal nature of collections associated with serviced accounts which often impacts the amount of fees we earn on these accounts.

Other income. Included within our Other income category are ancillary and interchange revenues. Given recent growth associated with new credit card offerings and related receivables, we expect ancillary and interchange revenues to grow throughout the year. Also included in Other income for the three and six months ended June 30, 2019 is $26.0 million and $41.4 million, respectively, associated with reductions in accruals related to one of our portfolios. The original accrual was based upon our estimate of the amount that could be claimed by customers and is based upon several factors including customer claims volume, average claim amount and a determination of the amount, if any, which may be offered to resolve such claims. The assumptions used in the accrual estimate are subjective, mainly due to uncertainty associated with future claims volumes and the resolution costs, if any, per claim. As of June 30, 2019, we had approximately $64 million accrued related to this liability within accounts payable and accrued expenses on the consolidated balance sheets, including the reclassification of approximately $26 million from unrestricted cash and cash equivalents on our consolidated balance sheets. We currently expect a significant majority of the remaining accrued amount either to be reduced or paid to customers by early 2020. Any further reduction in the amount accrued would result in future earnings within this income statement category.

Equity in income of equity-method investee. Because our equity-method investee uses the fair value option to account for its financial assets and liabilities, changes in fair value estimates can cause some volatility in the earnings of this investee. Because of continued liquidations in the credit card receivables portfolio of our equity-method investee, absent additional investments in our existing or in new equity-method investees in the future, we expect gradually declining effects from our equity-method investment on our operating results.

Net losses upon (recovery of) impairment of loans, interest and fees receivable recorded at fair value. This account reflects charge offs (net of recoveries) of the face amount of credit card receivables we record at fair value on our consolidated balance sheet. We have experienced a general trending decline in, and we expect future trending declines in, these charge-offs as we continue to liquidate our historical credit card receivables.

Provision for losses on loans, interest and fees receivable recorded at net realizable value. Our provision for losses on loans, interest and fees receivable recorded at net realizable value covers, with respect to such receivables, changes in estimates regarding our aggregate loss exposures on (1) principal receivable balances, (2) finance charges and late fees receivable underlying income amounts included within our total interest income category, and (3) other fees receivable. We have experienced a period-over-period increase in this category between both the three months ended June 30, 2019 and 2018 and the six months ended June 30, 2019 and 2018 primarily reflecting the effects of volume associated with point-of-sale and direct-to-consumer finance receivables (i.e., growth of new product receivables and their subsequent maturation), rather than specific credit quality changes or deterioration, which also impacted our provision for losses on loans, interest and fees receivable recorded at net realizable value to a lesser degree. See Note 2, "Significant Accounting Policies and Consolidated Financial Statement Components," to our consolidated financial statements and the discussions of our Credit and Other Investments and Auto Finance segments for further credit quality statistics and analysis.

Total other operating expense. Total other operating expense variances for the three and six months ended June 30, 2019, relative to the three and six months ended June 30, 2018, reflect the following:

- increases in salaries reflecting marginal growth in both the number of employees and increases in related benefit costs. We expect some marginal increase in this cost for 2019 when compared to 2018 as we expect our receivables to continue to grow;
- increases in card and loan servicing expenses in the three and six months ended June 30, 2019 when compared to the three and six months ended June 30, 2018 due to growth in receivables associated with our investments in point-of-sale and direct-to-consumer receivables which grew from $357.5 million outstanding to $602.3 million outstanding at June 30, 2018 and June 30, 2019, respectively, offset by the continued net liquidations in our historical credit card portfolios, the receivables of which declined from $13.8 million outstanding to $7.8 million outstanding at June 30, 2018 and June 30, 2019, respectively;
- increases in marketing and solicitation costs for the three and six months ended June 30, 2019 when compared to the three and six months ended June 30, 2018, primarily due to volume-related increases in costs attributable to the growth in our retail point-of-sale and direct-to-consumer portfolios. We expect that increased origination and brand marketing support will result in overall increases in year-over-year costs during 2019 although the frequency and timing of marketing efforts could result in reductions in quarter-over-quarter marketing costs; and
- slight decreases in other expenses primarily related to realized translation gains and losses recognized during both periods.

Certain operating costs are variable based on the levels of accounts and receivables we service (both for our own account and for others) and the pace and breadth of our growth in receivables. However, a number of our operating costs are fixed and until recently have comprised a larger percentage of our total costs based on the ongoing contraction of our legacy credit card receivables. This trend is reversing as we continue to grow our earning assets (including loans, interest and fees receivable) based principally on growth of point-of-sale and direct-to-consumer receivables and to a lesser extent, growth within our CAR operations. This is evidenced by the growth we experienced in our managed receivables levels with minimal growth in the fixed portion of our card and loan servicing expenses as well as our salaries and benefits costs as we were able to better utilize our fixed costs to grow our asset base. We continue to manage our costs effectively.

Notwithstanding our cost-control efforts and focus, we expect increased levels of expenditures associated with anticipated growth in point-of-sale and direct-to-consumer credit card-related operations. These expenses will primarily relate to the variable costs of marketing efforts and card and loan servicing expenses associated with new receivable acquisitions. While we have greater control over our variable expenses, it is difficult (as explained above) for us to appreciably reduce our fixed and other costs associated with an infrastructure (particularly within our Credit and Other Investments segment) that was built to support levels of managed receivables that are significantly higher than both our current levels and the levels that we expect to see in the near future. At this point, our Credit and Other Investments segment cash inflows are sufficient to cover its direct variable costs and a portion, but not all, of its share of overhead costs (including, for example, corporate-level executive and administrative costs and our convertible senior notes interest costs). As such, if we are unable to contain overhead costs or expand revenue-earning activities to levels commensurate with such costs, then we may experience continuing pressure on our ability to achieve consistent profitability.

Noncontrolling interests. We reflect the ownership interests of noncontrolling holders of equity in our majority-owned subsidiaries as noncontrolling interests in our consolidated statements of operations. Unless we enter into significant new majority-owned subsidiary ventures with noncontrolling interest holders in the future, we expect to have negligible noncontrolling interests in our majority-owned subsidiaries and negligible allocations of income or loss to noncontrolling interest holders in future quarters.

Income Taxes. We experienced an effective income tax expense rate of 30.3% and 18.7% for the three and six months ended June 30, 2019; this is compared to a negative effective income tax expense rate of 866.2% for the three months ended June 30, 2018, and an effective income tax benefit rate of 121.4% for the six months ended June 30, 2018. Our effective income tax expense rate for the three months ended June 30, 2019, is above the statutory rate principally due to (1) interest accruals on unpaid federal tax liabilities and uncertain tax positions and (2) state and foreign income tax accruals. Our effective income tax expense rate for the six months ended June 30, 2019, is below the statutory rate principally due to reductions in our valuation allowances against net federal deferred tax assets during such period—the effect of such reductions being partially offset by interest accruals on unpaid federal tax liabilities and uncertain tax positions and state and foreign income tax accruals during such period.

Our negative effective income tax expense rate for the three months ended June 30, 2018, and our effective income tax benefit rate for the six months ended June 30, 2018, differed significantly from the statutory rate principally due to the favorable effects on results during the three months ended June 30, 2018, of our settlement in such period of the Internal Revenue Service ("IRS") examination of our 2008 tax return and the carryback of its resulting net operating losses to pre-2008 tax years.

We report income tax-related interest and penalties (including those associated with both our accrued liabilities for uncertain tax positions and unpaid tax liabilities) within our income tax line item on our consolidated statements of operations. We likewise report the reversal of income tax-related interest and penalties within such line item to the extent that we resolve our liabilities for uncertain tax positions or unpaid tax liabilities in a manner favorable to our accruals therefor. During the three and six months ended June 30, 2019, we included $0.2 million and $0.3 million, respectively, of net income tax-related interest and penalties within those periods' respective income tax expense line items.

In December 2014, we reached a settlement with the IRS concerning the tax treatment of net operating losses we incurred in 2007 and 2008 and carried back to obtain refunds of federal income taxes paid in earlier years dating back to 2003. In 2015, we filed an amended return claim that, if accepted, would have eliminated the $7.4 million assessment (and corresponding interest and penalties) under a negotiated provision of the December 2014 IRS settlement. The IRS filed a lien (as is customarily the case) associated with the assessment. Subsequently, an IRS examination team denied our amended return claims, and we filed a protest with IRS Appeals. Following correspondence and conferences held with IRS Appeals, we received and accepted a settlement offer from IRS Appeals in June 2018 that reduced our $7.4 million net unpaid income tax assessment referenced above to $3.7 million. In July 2018, we paid $5.4 million to the IRS to cover the $3.7 million unpaid income tax assessment and most of the interest that had accrued thereon; during the three months ended September 30, 2018, the IRS refunded $0.5 million of the $5.4 million payment. Although we have paid all assessed income taxes related to this matter, we still have an outstanding accrued liability for some of the interest and for failure-to-pay penalties related to this matter. We paid another $0.2 million against accrued interest liabilities in March 2019, and we are continuing to pursue complete abatement of failure-to-pay penalties of $0.9 million. Once this matter is resolved and we pay any residual interest liability, we expect the IRS to remove the aforementioned lien in due course.

Credit and Other Investments Segment

Our Credit and Other Investments segment includes our activities relating to our servicing of and our investments in the point-of-sale, direct-to-consumer personal finance and credit card operations, our various credit card receivables portfolios, as well as other product testing and investments that generally utilize much of the same infrastructure. The types of revenues we earn from our investments in receivables portfolios and services primarily include finance charges, fees and the accretion of discounts associated with the point-of-sale receivables or annual fees on our direct-to-consumer receivables.

We record (i) the finance charges, discount accretion and late fees assessed on our Credit and Other Investments segment receivables in the interest income - consumer loans, including past due fees category on our consolidated statements of operations, (ii) the rental revenue, annual, activation, monthly maintenance, returned-check, cash advance and other fees in the fees and related income on earning assets category on our consolidated statements of operations, and (iii) the charge offs (and recoveries thereof) within our provision for losses on loans, interest and fees receivable recorded at net realizable value on our consolidated statements of operations (for all credit product receivables other than those for which we have elected the fair value option) and within net losses upon impairment of loans, interest and fees receivable recorded at fair value on our consolidated statements of operations (for all of our other receivables for which we have elected the fair value option). Additionally, we show the effects of fair value changes for those credit card receivables for which we have elected the fair value option as a component of fees and related income on earning assets in our consolidated statements of operations.

We historically have invested in receivables portfolios through subsidiary entities. If we control through direct ownership or exert a controlling interest in the entity, we consolidate it and reflect its operations as noted above. If we exert significant influence but do not control the entity, we record our share of its net operating results in the equity in income of equity-method investee category on our consolidated statements of operations.

Managed Receivables

We make various references within our discussion of the Credit and Other Investments segment to our managed receivables. Our managed receivables data includes only the performance of those receivables underlying consolidated subsidiaries and excludes from managed receivables data the performance of receivables held by our equity method investee. As the receivables underlying our equity method investee reflect a diminishing portion of our overall receivables base, we do not believe their inclusion or exclusion in the overall results is material. Additionally, we calculate average managed receivables based on the quarter-end balances.

Financial, operating and statistical data based on aggregate managed receivables are important to any evaluation of the performance of our credit portfolios, including our risk management, servicing and collection activities and our valuing of purchased receivables. In allocating our resources and managing our business, management relies heavily upon financial data and results prepared on this "managed basis." Analysts, investors and others also consider it important that we provide selected financial, operating and statistical data on a managed basis because this allows a comparison of us to others within the specialty finance industry. Moreover, our management, analysts, investors and others believe it is critical that they understand the credit performance of our managed receivables because it provides information concerning the quality of loan originations and the related credit risks inherent within the portfolios.

Reconciliation of the managed receivables data to our GAAP financial statements requires an understanding that: (1) our managed receivables data are based on billings and actual charge-offs as they occur, without regard to any changes in our allowance for uncollectible loans, interest and fees receivable; (2) our managed receivables data exclude non-consolidated receivables (3) the period-end and average managed receivables data include the face value of receivables which are accounted for under the fair value option; and (4) when applicable, we exclude from our managed receivables data certain reimbursements received in respect of one of our portfolios which resulted in pre-tax income benefits within our net recovery of impairment of loans, interest and fees receivable recorded at fair value line item on our consolidated statements of operations totaling approximately $0.4 million for the three months ended September 30, 2018, $1.7 million for the three months ended June 30, 2018, and $2.9 million for the three months ended September 30, 2017. This last category of reconciling items above is excluded because it does not bear on our performance in managing our credit card portfolios, including our risk management, servicing and collection activities and our valuing of purchased receivables; moreover, we do not expect to receive any further material reimbursements with respect to this portfolio.

A reconciliation of our Loans, interest and fees receivable, at fair value to the assets underlying those receivables which are included in our managed receivables are as follows (in thousands):

	At or for the Three Months Ended							
	2019		2018				2017	
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
Loans, interest and fees receivable, gross	7,803	8,664	9,575	10,504	13,790	15,557	16,601	18,180
Fair value adjustment	(2,899)	(3,270)	(3,269)	(3,379)	(5,504)	(6,144)	(5,492)	(6,161)
Loans, interest and fees receivable, at fair value	4,904	5,394	6,306	7,125	8,286	9,413	11,109	12,019

Asset quality. Our delinquency and charge-off data at any point in time reflect the credit performance of our managed receivables. The average age of the accounts underlying our receivables, the timing of portfolio purchases, the success of our collection and recovery efforts and general economic conditions all affect our delinquency and charge-off rates. The average age of the accounts underlying our receivables portfolio also affects the stability of our delinquency and loss rates. We consider this delinquency and charge-off data in our allowance for uncollectible loans, interest and fees receivable for our other credit product receivables that we report at net realizable value. Our strategy for managing delinquency and receivables losses consists of account management throughout the life of the receivable. This strategy includes credit line management and pricing based on the risks. See also our discussion of collection strategies under the "How Do We Collect?" in Item 1, "Business" of our Annual Report on Form 10-K for the year ended December 31, 2018.

The following table presents the delinquency trends of the receivables we manage within our Credit and Other Investments segment, as well as charge-off data and other managed receivables statistics (in thousands; percentages of total):

	At or for the Three Months Ended							
	2019		2018				2017	
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
Period-end managed receivables	$ 610,129	$ 480,928	$ 462,862	$ 406,057	$ 371,331	$ 337,848	$ 333,286	$ 303,080
Percent 30 or more days past due	11.5%	13.7%	13.2%	12.7%	11.8%	12.1%	13.7%	12.1%
Percent 60 or more days past due	8.2%	10.3%	9.5%	9.3%	8.5%	9.1%	9.8%	8.3%
Percent 90 or more days past due	5.8%	7.5%	6.7%	6.4%	5.7%	6.5%	6.5%	5.5%
Averaged managed receivables	$ 545,529	$ 471,895	$ 434,460	$ 388,694	$ 354,590	$ 335,567	$ 318,183	$ 285,359
Total yield ratio	47.0%	46.5%	44.3%	43.2%	41.6%	41.0%	39.5%	36.5%
Combined gross charge-off ratio	23.8%	23.6%	21.6%	19.7%	22.4%	24.2%	20.1%	18.2%

The following table presents additional trends and data with respect to our current point-of-sale (“Retail”) and direct-to-consumer operations (“Direct”) (dollars in thousands). Results of our historical credit card receivables portfolios are excluded:

	Retail - At or for the Three Months Ended							
	2019		2018				2017	
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
Period-end managed receivables	$ 308,382	$ 255,922	$ 257,772	$ 238,851	$ 223,873	$ 207,231	$ 206,877	$ 193,403
Percent 30 or more days past due	10.4%	12.7%	13.6%	13.4%	12.4%	12.6%	14.0%	14.0%
Percent 60 or more days past due	7.3%	9.8%	9.9%	9.8%	8.8%	9.4%	10.1%	9.9%
Percent 90 or more days past due	5.0%	7.2%	7.1%	6.9%	5.8%	6.8%	7.2%	6.9%
Average APR	24.0%	24.8%	25.0%	24.7%	24.8%	24.2%	24.2%	26.7%
Receivables purchased during period	$ 123,533	$ 69,120	$ 80,096	$ 70,860	$ 74,391	$ 60,932	$ 64,036	$ 59,293

	Direct - At or for the Three Months Ended							
	2019		2018				2017	
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
Period-end managed receivables	$ 293,944	$ 216,342	$ 195,515	$ 156,702	$ 133,668	$ 115,060	$ 109,808	$ 91,497
Percent 30 or more days past due	12.8%	15.1%	13.0%	12.1%	11.5%	12.2%	12.9%	8.3%
Percent 60 or more days past due	9.3%	11.2%	9.3%	8.9%	8.5%	9.2%	9.1%	5.0%
Percent 90 or more days past due	6.7%	8.0%	6.4%	6.0%	5.9%	6.4%	5.3%	2.7%
Average APR	28.5%	27.9%	28.1%	27.6%	27.2%	26.9%	27.5%	28.5%
Receivables purchased during period	$ 123,776	$ 60,733	$ 69,585	$ 48,729	$ 48,966	$ 33,747	$ 38,338	$ 38,005

The following discussion relates to the tables above.

Managed receivables levels. We experienced overall quarterly growth for the last eight quarters related to our current product offerings including over $244.8 million in net receivables growth associated with our point-of-sale and direct-to-consumer products from June 30, 2018 to June 30, 2019. The addition of large point-of-sale retail partners and ongoing purchases of receivables from existing retail partners helped grow our point-of-sale receivables by $84.5 million from June 30, 2018 to June 30, 2019. This growth increased at a slower rate in the first quarter of 2019 compared to the prior quarter, which includes the holiday shopping season. Similarly, our direct-to-consumer acquisitions grew by $160.3 million from June 30, 2018 to June 30, 2019. While we expect continued quarterly growth in our managed receivables balances for all of our products throughout 2019, this growth in future periods largely is dependent on the addition of new retail partners to the point-of-sale operations as well as the timing of solicitations within the direct-to-consumer operations. Further, the loss of existing retail partner relationships could adversely affect new loan acquisition levels.

Delinquencies. Delinquencies have the potential to impact net income in the form of net credit losses. Delinquencies also are costly in terms of the personnel and resources dedicated to resolving them. We intend for the receivables management strategies we use on our portfolios to manage and, to the extent possible, reduce the higher delinquency rates that can be expected with the younger average age of the newer originations in our managed portfolio. These account management strategies include conservative credit line management, purging of inactive accounts and collection strategies intended to optimize the effective account-to-collector ratio across delinquency categories. We measure the success of these efforts by reviewing delinquency rates. These rates exclude receivables that have been charged off.

As we continue to invest in our newer point-of-sale and direct-to-consumer receivables, our delinquency rates have increased when compared to the same periods in prior years. This is largely a result of the risk profiles (and corresponding expected returns) for these receivables. Our delinquency rates have continued to be somewhat lower than what we ultimately expect for our new point-of-sale and direct-to-consumer receivables given the continued growth and age of the related accounts. This trend can be seen in periods of large growth in the charts above which result in lower delinquency rates. If and when growth for these product lines moderates, we expect increased overall delinquency rates as the existing receivables mature through their peak charge-off periods. Additionally, we expect to continue to see seasonal payment patterns on these receivables which impact our delinquencies. For example, delinquency rates historically are lower in the first quarter of each year due to the benefits of seasonally strong payment patterns associated with year-end tax refunds for most consumers.

***Total yield ratio*.** Currently, we are experiencing growth in our newer, higher yielding receivables, including point-of-sale receivables and direct-to-consumer loans. While this growth has contributed to increases in our total yield ratio, we expect this growth also will continue to result in higher charge-off and delinquency rates than those experienced historically. Our second and first quarter 2019 total yield ratios exclude the impacts of $26.0 and $15.4 million, respectively, associated with our aforementioned reduction in reserves associated with one of our portfolios. Similarly, our fourth quarter 2018 total yield ratio excludes the impact of $36.2 million associated with our aforementioned litigation settlement. Additionally, our fourth quarter 2017 total yield ratio excludes the impact of our $2.1 million write-down of the carrying value associated with a previous investment in a consumer finance technology platform.

We expect total yield ratios to continue to fluctuate somewhat based on the relative mix of growth in point-of-sale receivables and our higher yielding direct-to-consumer credit card receivables.

Combined gross charge-off ratio. We charge off our Credit and Other Investments segment receivables when they become contractually more than 180 days past due. For all of our products, we charge off receivables within 30 days of notification and confirmation of a customer’s bankruptcy or death. However, in some cases of death, we do not charge off receivables if there is a surviving, contractually liable individual or an estate large enough to pay the debt in full.

Growth within point-of-sale finance and direct-to-consumer receivables has resulted in increases in our charge-off rates over time. Our fourth quarter 2017 and first quarter 2018 combined gross charge-off ratios reflect further significant investments during the second and third quarters in 2017 in direct-to-consumer receivables, which reached their peak charge off periods during the fourth quarter of 2017 and first quarter of 2018. Second and third quarter 2018 declines in the gross charge-off ratio are reflective of this as well and are also indicative of some of the seasonal delinquency benefits discussed above. Combined gross charge-off rates for the fourth quarter of 2018 and first quarter of 2019 reflect the expected higher charge-off rates associated with a mix shift to higher yielding products and ongoing testing of new products throughout 2018.

The growth in the point-of-sale and direct-to-consumer receivables continues to result in higher charge-offs than those experienced historically. In the next few quarters, we expect continued elevated charge off rates when compared to historical results, given the following: (1) higher expected charge off rates on the point-of-sale and direct-to-consumer receivables corresponding with higher yields on these product offerings, (2) continued testing of receivables with higher risk profiles, which could lead to periodic increases in combined gross charge-offs, and (3) recent vintages reaching peak charge-off periods. Offsetting these increases will be growth in the underlying receivables base which will serve to mute to a varying degree some of the aforementioned impacts as has been seen in recent quarters. Further impacting our charge-off rates are the timing of solicitations which serve to minimize charge-off rates in periods of higher receivable acquisitions but also exacerbate charge-off rates in periods of lower receivable acquisitions.

Average APR. Our average annual percentage rate ("APR") charged to customers varies by receivable type, credit history and other factors. The average APR for receivables in our point-of-sale operations range from 9.99% to 36.0%. For our direct-to-consumer receivables, average APR ranges from 19.99% to 36.0%. We have experienced minor fluctuations in our average APR based on the relative product mix of receivables purchased during a period. We currently expect our average APRs in 2019 to remain consistent with the average APRs we have experienced over the past several quarters; however, the timing and relative mix of receivables acquired could cause some minor fluctuations.

Receivables purchased during period. Receivables purchased during the period reflect the gross amount of investments we have made in a given period, net of any credits issued to consumers during that same period. For most periods presented, our point-of-sale receivable purchases experienced overall growth throughout the periods presented largely based on the addition of new point-of-sale retail partners, as previously discussed. We may experience periodic declines in these acquisitions due to: the loss of one or more retail partners; seasonal purchase activity by consumers; or the timing of new customer originations by our lending partners. We currently expect to see increases in receivable acquisitions when compared to the same period in prior years. Our direct-to-consumer receivable acquisitions tend to have more volatility based on the issuance of new credit card accounts by our banking partner and the availability of capital to fund new purchases. Nonetheless, we expect continued growth in the acquisition of these receivables throughout 2019.

Auto Finance Segment

CAR, our auto finance platform acquired in April 2005, principally purchases and/or services loans secured by automobiles from or for, and also provides floor-plan financing for, a pre-qualified network of independent automotive dealers and automotive finance companies in the buy-here, pay-here used car business. We have expanded these operations to also include certain installment lending products in addition to our traditional loans secured by automobiles both in the U.S. and U.S. territories.

Collectively, as of June 30, 2019, we served more than 580 dealers through our Auto Finance segment in 33 states, the District of Columbia and two U.S. territories.

Managed Receivables Background

For reasons set forth above within our Credit and Other Investments segment discussion, we also provide managed receivables-based financial, operating and statistical data for our Auto Finance segment. Reconciliation of the auto finance managed receivables data to our GAAP financial statements requires an understanding that our managed receivables data are based on billings and actual charge offs as they occur, without regard to any changes in our allowance for uncollectible loans, interest and fees receivable. Similar to the managed receivables calculation above, the average managed receivables used in the ratios below is calculated based on the quarter-end balances of consolidated receivables.

Analysis of Statistical Data

Financial, operating and statistical metrics for our Auto Finance segment are detailed (in thousands; percentages of total) in the following table:

	At or for the Three Months Ended							
	2019		2018				2017	
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
Period-end managed receivables	$ 89,490	$ 90,208	$ 88,057	$ 85,338	$ 83,872	$ 78,436	$ 77,213	$ 74,923
Percent 30 or more days past due	13.3%	11.4%	14.7%	13.3%	10.8%	8.8%	12.8%	13.0%
Percent 60 or more days past due	5.4%	5.3%	5.7%	4.3%	3.6%	3.3%	5.0%	5.0%
Percent 90 or more days past due	2.6%	2.9%	2.5%	1.7%	1.4%	1.6%	2.4%	2.2%
Average managed receivables	$ 89,849	$ 89,133	$ 86,698	$ 84,605	$ 81,154	$ 77,825	$ 76,068	$ 75,655
Total yield ratio	36.7%	36.0%	36.1%	37.9%	38.2%	37.9%	37.9%	38.8%
Combined gross charge-off ratio	4.9%	2.7%	2.8%	0.9%	0.5%	2.1%	3.0%	1.1%
Recovery ratio	1.8%	1.3%	0.9%	0.9%	1.0%	1.5%	1.5%	1.7%

Managed receivables. We expect modest growth in the level of our managed receivables for 2019 when compared to the same periods in prior years in both the U.S. and U.S. territories as CAR expands within its existing locations and continues plans for service area expansion. Although we are expanding our CAR operations, the Auto Finance segment faces strong competition from other specialty finance lenders, as well as the indirect effects on us of our buy-here, pay-here dealership partners' competition with more traditional franchise dealerships for consumers interested in purchasing automobiles. Managed receivable levels are higher in the first quarter of 2019 when compared to the first quarter of 2018 and in each of the periods of 2018 when compared to the same period in 2017 primarily due to the acquisition of new dealer relationships which has resulted in the ability to purchase higher levels of auto receivables. We expect this increase in receivables when compared to the same periods in the prior year will continue to result in period over period increases.

Delinquencies. Current delinquency levels are consistent with our expectations for levels in the near term with some improvement noted in the first quarter of 2019 due to seasonal performance improvements. Delinquency levels experienced for the first three quarters of 2018 generally were lower than those experienced during the same periods in 2017 largely due to the absence of any significant dealer-related losses (as opposed to individual consumer defaults) that are typical during any given year and which tend to produce larger portfolio level defaults on receivables. These low delinquencies also contributed to lower combined gross charge-off rates during 2018 as discussed further below. Delinquency rates also tend to fluctuate based on seasonal trends and historically are lower in the first quarter of each year as seen above due to the benefits of strong payment patterns associated with year-end tax refunds for most consumers. While we expect some increase in our delinquency rates in 2019 (as was seen in the fourth quarter of 2018) when compared to the same periods in 2018, we are not concerned with modest fluctuations in delinquency rates and do not believe they will have a significantly positive or adverse impact on our results of operations; even at slightly elevated rates, we earn significant yields on CAR's receivables and have significant dealer reserves (i.e., retainages or holdbacks on the amount of funding CAR provides to its dealer customers) to protect against meaningful credit losses.

Total yield ratio. We have experienced modest fluctuations in our total yield ratio largely impacted by the relative mix of receivables in various products offered by CAR as some shorter term product offerings tend to have higher yields. Yields on our CAR products over the last few quarters are consistent with our expectations. Further, we expect our total yield ratio to remain in line with current experience, with moderate fluctuations based on relative growth or declines in average managed receivables for a given quarter. These variations would be based on the relative mix of receivables in our various product offerings. Additionally, our product offerings in the U.S. territories tend to have slightly lower yields than those offered in the U.S. As such, continued growth in that region also will serve to slightly depress our overall total yield ratio, yet we expect growth in that region to continue to generate attractive returns on assets.

Combined gross charge-off ratio and recovery ratio. We charge off auto finance receivables when they are between 120 and 180 days past due, unless the collateral is repossessed and sold before that point, in which case we will record a charge off when the proceeds are received. Combined gross charge-off ratios in the above table reflect the lower delinquency rates we have recently experienced. While we anticipate our charge-offs to be incurred ratably across our portfolio of dealers, specific dealer-related losses are difficult to predict and can negatively influence our combined gross charge-off ratio. This is evidenced by the slightly elevated combined gross charge-off rate we experienced during the first and second quarters of 2019. We continually re-assess our dealers and will take appropriate action if we believe a particular dealer's risk characteristics adversely change. While we have appropriate dealer reserves to mitigate losses across the majority of our pool of receivables, the timing of recognition of these reserves as an offset to charge offs is largely dependent on various factors specific to each of our dealer partners including ongoing purchase volumes, outstanding balances of receivables and current performance of outstanding loans. As such, the timing of charge-off offsets is difficult to predict; however, we believe that these reserves are adequate to offset any loss exposure we may incur. Additionally, the products we issue in the U.S. territories do not have dealer reserves with which we can offset losses. Further, given our expectation of some gradual increase in our delinquency rates as discussed above, we expect gross charge-off rates will climb slightly over existing rates although as indicated above, the timing of individual dealer-related losses is difficult to predict. We also expect our recovery rate to fluctuate modestly from quarter to quarter due to the timing of the sale of repossessed autos.

Definitions of Financial, Operating and Statistical Measures

Total yield ratio. Represents an annualized fraction, the numerator of which includes (as appropriate for each applicable disclosed segment) the: 1) finance charge and late fee income billed on all consolidated outstanding receivables and the amortization of the accretable yield component of our acquisition discounts for portfolio purchases, collectively included in the consumer loans, including past due fees category on our consolidated statements of income; plus 2) credit card fees (including over-limit fees, cash advance fees, returned check fees

and interchange income), earned, amortized amounts of annual membership fees and activation fees with respect to certain credit card receivables, collectively included in our fees and related income on earning assets category on our consolidated statements of income; plus 3) servicing, other income and other activities collectively included in our other operating income category on our consolidated statements of income. The denominator used represents our average managed receivables.

Combined gross charge-off ratio. Represents an annualized fraction, the numerator of which is the aggregate consolidated amounts of finance charge, fee and principal losses from consumers unwilling or unable to pay their receivables balances, as well as from bankrupt and deceased consumers, less current-period recoveries (including recoveries from dealer reserve offsets for our CAR operations) and the related portion of unamortized discounts, as reflected in Note 2 "Significant Accounting Policies and Consolidated Financial Statement Components-Loans, Interest and Fees Receivable", and the denominator of which is average managed receivables. Recoveries on managed receivables represent all amounts received related to managed receivables that previously have been charged off, including payments received directly from consumers and proceeds received from the sale of those charged-off receivables. Recoveries typically have represented less than 2% of average managed receivables.

LIQUIDITY, FUNDING AND CAPITAL RESOURCES

As discussed elsewhere in this report, we incur a significant level of costs associated with a fixed infrastructure that had been designed to support our significant legacy credit card operations. Our infrastructure costs are still somewhat elevated, and while we had in the past focused on cost reduction, our primary focus now is growing the point-of-sale and direct-to-consumer credit card receivables so that our revenues from these investments can cover our infrastructure costs and return us to consistent profitability. Increases in new and existing retail partnerships and the expansion of our investments in direct-to-consumer finance products have resulted in quarterly growth of total managed receivables levels, and we expect this growth to continue in the coming quarters.

Accordingly, we will continue to focus in the coming quarters on (i) containing costs (as opposed to our previous focus on reducing expenses) (ii) obtaining new retail partners to continue growth of the point-of-sale receivables (iii) continuing growth in direct-to-consumer credit card receivables and (iv) obtaining the funding necessary to meet capital needs required by the growth of our receivables and to cover our infrastructure costs until our receivables investments generate enough revenues and cash flows to cover such costs.

All of our Credit and Other Investments segment's structured financing facilities are expected to amortize down with collections on the receivables within their underlying trusts and should not represent significant refunding or refinancing risks to our consolidated balance sheet. Additionally, we do not expect any imminent refunding or financing needs associated with our convertible senior notes given their maturity in 2035. As such, facilities that could represent near-term significant refunding or refinancing needs as of June 30, 2019 are those associated with the following notes payable in the amounts indicated (in millions):

Revolving credit facility (expiring October 30, 2019) that is secured by certain receivables and restricted cash	$	24.0
Revolving credit facility (expiring November 1, 2020) that is secured by the financial and operating assets of our CAR operations		34.6
Revolving credit facility (expiring December 31, 2019) that is secured by certain receivables and restricted cash		4.4
Revolving credit facility (expiring July 15, 2021) that is secured by certain receivables and restricted cash		15.0
Senior secured term loan from related parties (expiring November 21, 2019) that is secured by certain assets of the Company		40.0
Total	$	118.0

Further details concerning the above debt facilities are provided in Note 8, "Notes Payable and Variable Interest Entities," to our consolidated financial statements included herein. Based on the state of the debt capital markets, the performance of our assets that serve as security for the above facilities, and our relationships with lenders, we view imminent refunding or refinancing risks with respect to the above facilities as low in the current environment, and we believe that the quality of our new receivables should allow us to raise more capital through increasing the size of our facilities with our existing lenders and attracting new lending relationships.

In February 2017, we (through a wholly owned subsidiary) established a program under which we sell certain receivables to a consolidated trust in exchange for notes issued by the trust. The notes are secured by the receivables and other assets of the trust. Simultaneously with the establishment of the program, the trust issued a series of variable funding notes and sold an aggregate amount of up to $90.0 million (of which $58.5 million was outstanding as of June 30, 2019) to an unaffiliated third party pursuant to a facility that can be drawn upon to the extent of outstanding eligible receivables. Interest rates on the notes range from 12.0% to 14.0%. The facility matures on February 8, 2022 and is subject to certain affirmative covenants and collateral performance tests, the failure of which could result in required early repayment of all or a portion of the outstanding balance of notes. The facility also may be prepaid subject to payment of a prepayment or other fee.

In June 2018 and again in November 2018, we (through a wholly owned subsidiary) expanded the above mentioned program to sell up to an additional $100.0 million of notes ($200.0 million in total notes through the June and November 2018 expansions) which are secured by the receivables and other assets of the trust (of which $0.0 million was outstanding as of June 30, 2019) to separate unaffiliated third parties pursuant to facilities that can be drawn upon to the extent of outstanding eligible receivables. Interest rates on the notes are based on commercial paper rates plus 4.25% and LIBOR plus 4.5%, respectively.

The above facilities mature on June 11, 2020 and November 16, 2020, respectively, and are subject to certain affirmative covenants and collateral performance tests, the failure of which could result in required early repayment of all or a portion of the outstanding balance of notes. The facilities also may be prepaid subject to payment of a prepayment or other fee.

In November 2018, we sold $167.3 million of asset backed securities ("ABS") secured by certain retail point-of-sale receivables. A portion of the proceeds from the sale were used to pay-down our existing term and revolving facilities associated with our point-of-sale receivables. The weighted average interest rate on the securities is 5.76%.

In June 2019, we sold $200.0 million of ABS secured by certain credit card receivables. A portion of the proceeds from the sale was used to pay-down our existing facilities associated with our credit card receivables, noted in the table above, and the remaining proceeds are available to fund the acquisition of future receivables. The terms of the ABS allow for a two-year revolving structure with a subsequent 12-month to 18-month amortization period. The weighted average interest rate on the securities is fixed at 5.37%.

In February 2019, we extended the maturity date of the revolving credit facility secured by the financial and operating assets of CAR to November 1, 2020. There were no other material changes to the existing terms or conditions and the new maturity date is reflected in the table above.

The use of the London Interbank Offered Rate ("LIBOR") is expected to be phased out by the end of 2021. Currently, LIBOR is used as a reference rate for certain of our financial instruments, particularly our revolving credit facilities. In any event, our revolving credit facilities mature prior to the expected phase out of LIBOR. At this time, there is no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. Going forward, we will work with our lenders to use suitable alternative reference rates for our financial instruments. We will continue to monitor, assess and plan for the phase out of LIBOR; however, we currently do not expect the impact to be material to the Company.

At June 30, 2019, we had $63.2 million in unrestricted cash held by our various business subsidiaries. Because the characteristics of our assets and liabilities change, liquidity management has been a dynamic process for us, driven by the pricing and maturity of our assets and liabilities. We historically have financed our business through cash flows from operations, asset-backed structured financings and the issuance of debt and equity. Details concerning our cash flows for the six months ended June 30, 2019 and 2018 are as follows:

- During the six months ended June 30, 2019, we generated $39.7 million of cash flows from operations compared to our generating $10.7 million of cash flows from operations during the six months ended June 30, 2018. The increase in cash provided by operating activities was principally related to the reclassification of approximately $26 million from unrestricted cash and cash equivalents on our consolidated balance sheets and increases in finance collections associated with our growing point-of-sale and direct-to-consumer receivables. Offsetting this increase was reimbursements received in the second quarter of 2018 in respect of one of our portfolios with no corresponding receipt during the six months ended 2019.
- During the six months ended June 30, 2019, we used $141.6 million of cash from our investing activities, compared to use of $44.5 million of cash from investing activities during the six months ended June 30, 2018. This increase in cash used is primarily due to: 1) the shrinking size of our historical credit card receivables, resulting in lower corresponding payments from consumers; and 2) significant increases in the level of investments for 2019 in the point-of-sale and direct-to-consumer receivables relative to the same period in 2018 and which we expect to continue to make throughout 2019. Slightly offsetting this increase in cash used by investing activities are returns on our aforementioned investments in point-of-sale and direct-to-consumer receivables which contributed positively to our cash generated from investing activities.
- During the six months ended June 30, 2019, we generated $105.5 million of cash in financing activities, compared to our generating $41.3 million of cash in financing activities during the six months ended June 30, 2018. In both periods, the data reflect borrowings associated with point-of-sale and direct-to-consumer receivables offset by net repayments of amortizing debt facilities as payments are made on the underlying receivables that serve as collateral.

Beyond our immediate financing efforts discussed throughout this report, we will continue to evaluate debt and equity issuances as a means to fund our investment opportunities. We expect to take advantage of any opportunities to raise additional capital if terms and pricing are attractive to us. Any proceeds raised under these efforts or additional liquidity available to us could be used to fund (1) the acquisition of additional financial assets associated with the point-of-sale and direct-to-consumer finance operations as well as the acquisition of credit card receivables portfolios and (2) further repurchases of our convertible senior notes and common stock. Pursuant to a share repurchase plan authorized by our Board of Directors on May 10, 2018, we are authorized to repurchase up to 5,000,000 shares of our common stock through June 30, 2020. As of June 30, 2019 we were authorized to repurchase a remaining 4,676,650 shares under this share repurchase plan.

CONTRACTUAL OBLIGATIONS, COMMITMENTS AND OFF-BALANCE-SHEET ARRANGEMENTS

See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual Report on Form 10-K for the year ended December 31, 2018.

Commitments and Contingencies

We do not currently have any off-balance-sheet arrangements; however, we do have certain contractual arrangements that would require us to make payments or provide funding if certain circumstances occur, which we refer to as contingent commitments. We do not currently expect that these contingent commitments will result in any material amounts being paid by us. See Note 10, “Commitments and Contingencies,” to our consolidated financial statements included herein for further discussion of these matters.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 2, “Significant Accounting Policies and Consolidated Financial Statement Components,” to our consolidated financial statements included herein for a discussion of recent accounting pronouncements.

CRITICAL ACCOUNTING ESTIMATES

We have prepared our financial statements in accordance with GAAP. These principles are numerous and complex. We have summarized our significant accounting policies in the notes to our consolidated financial statements. In many instances, the application of GAAP requires management to make estimates or to apply subjective principles to particular facts and circumstances. A variance in the estimates used or a variance in the application or interpretation of GAAP could yield a materially different accounting result. It is impracticable for us to summarize every accounting principle that requires us to use judgment or estimates in our application. Nevertheless, we describe below the areas for which we believe that the estimations, judgments or interpretations that we have made, if different, would have yielded the most significant differences in our consolidated financial statements.

On a quarterly basis, we review our significant accounting policies and the related assumptions, in particular, those mentioned below, with the audit committee of the Board of Directors.

Revenue Recognition

Consumer Loans, Including Past Due Fees

Consumer loans, including past due fees, reflect interest income, including finance charges, and late fees on loans in accordance with the terms of the related customer agreements. Premiums and discounts paid or received associated with a loan are generally deferred and amortized over the average life of the related loans using the effective interest method. Finance charges and fees, net of amounts that we consider uncollectible, are included in loans, interest and fees receivable and revenue when the fees are earned.

Fees and Related Income on Earning Assets

Fees and related income on earning assets primarily include: (1) fees associated with our credit products, including the receivables underlying our U.S. point-of-sale finance and direct-to-consumer activities, and our legacy credit card receivables; (2) changes in the fair value of loans, interest and fees receivable recorded at fair value; (3) changes in fair value of notes payable associated with structured financings recorded at fair value; (4) revenues associated with rent payments on rental merchandise; and (5) gains or losses associated with our investments in securities.

We assess fees on credit card accounts underlying our credit card receivables according to the terms of the related cardholder agreements and, except for annual membership fees, we recognize these fees as income when they are charged to the customers' accounts. We accrete annual membership fees associated with our credit card receivables into income on a straight-line basis over the cardholder privilege period. Similarly, fees on our other credit products are recognized when earned, which coincides with the time they are charged to the customer's account. Fees and related income on earning assets, net of amounts that we consider uncollectible, are included in loans, interest and fees receivable and revenue when the fees are earned.

Measurements for Loans, Interest and Fees Receivable at Fair Value and Notes Payable Associated with Structured Financings at Fair Value

Our valuation of loans, interest and fees receivable, at fair value is based on the present value of future cash flows using a valuation model of expected cash flows and the estimated cost to service and collect those cash flows. We estimate the present value of these future cash flows using a valuation model consisting of internally developed estimates of assumptions third-party market participants would use in determining fair value, including estimates of net collected yield, principal payment rates, expected principal credit loss rates, costs of funds, discount rates and servicing costs. Similarly, our valuation of notes payable associated with structured financings, at fair value is based on the present value of future cash flows utilized in repayment of the outstanding principal and interest under the facilities using a valuation model of expected cash flows net of the contractual service expenses within the facilities. We estimate the present value of these future cash flows using a valuation model consisting of internally developed estimates of assumptions third-party market participants would use in determining fair value, including: estimates of net collected yield, principal payment rates and expected principal credit loss rates on the credit card receivables that secure the non-recourse notes payable; costs of funds; discount rates; and contractual servicing fees.

The estimates for credit losses, payment rates, servicing costs, contractual servicing fees, costs of funds, discount rates and yields earned on credit card receivables significantly affect the reported amount of our loans, interest and fees receivable, at fair value and our notes payable associated with structured financings, at fair value on our consolidated balance sheet, and they likewise affect our changes in fair value of loans, interest and fees receivable recorded at fair value and changes in fair value of notes payable associated with structured financings recorded at fair value categories within our fees and related income on earning assets line item on our consolidated statements of operations.

Allowance for Uncollectible Loans, Interest and Fees

Through our analysis of loan performance, delinquency data, charge-off data, economic trends and the potential effects of those economic trends on consumers, we establish an allowance for uncollectible loans, interest and fees receivable as an estimate of the probable losses inherent within those loans, interest and fees receivable that we do not report at fair value. Our loans, interest and fees receivable consist of smaller-balance, homogeneous loans, divided into two portfolio segments: Credit and Other Investments; and Auto Finance. Each of these portfolio segments is further divided into pools based on common characteristics such as contract or acquisition channel. For each pool, we determine the necessary allowance for uncollectible loans, interest and fees receivable by analyzing some or all of the following unique to each type of receivable pool: historical loss rates; current delinquency and roll-rate trends; vintage analyses based on the number of months an account has been in existence; the effects of changes in the economy on our customers; changes in underwriting criteria; and estimated recoveries. These inputs are considered in conjunction with (and potentially reduced by) any unearned fees and discounts that may be applicable for an outstanding loan receivable. To the extent that actual results differ from our estimates of uncollectible loans, interest and fees receivable, our results of operations and liquidity could be materially affected.

RELATED PARTY TRANSACTIONS

Under a shareholders' agreement which we entered into with certain shareholders, including David G. Hanna, Frank J. Hanna, III and certain trusts that were Hanna affiliates, following our initial public offering (1) if one or more of the shareholders accepts a bona fide offer from a third party to purchase more than 50% of the outstanding common stock, each of the other shareholders that is a party to the agreement may elect to sell his shares to the purchaser on the same terms and conditions, and (2) if shareholders that are a party to the agreement owning more than 50% of the common stock propose to transfer all of their shares to a third party, then such transferring shareholders may require the other shareholders that are a party to the agreement to sell all of the shares owned by them to the proposed transferee on the same terms and conditions.

In June 2007, we entered into a sublease for 1,000 square feet (as later amended to cover 600 square feet) of excess office space at our Atlanta headquarters with HBR Capital, Ltd. ("HBR"), a company co-owned by David G. Hanna and his brother Frank J. Hanna, III. The sublease rate per square foot is the same as the rate that we pay under the prime lease. Under the sublease, HBR paid us $18,089 and $26,629 for 2018 and 2017, respectively. The aggregate amount of payments required under the sublease from January 1, 2019 to the expiration of the sublease in May 2022 is $58,154.

In January 2013, HBR began leasing four employees from us. HBR reimburses us for the full cost of the employees, based on the amount of time devoted to HBR. In the six months ended June 30, 2019 and 2018, we received $136,226 and $137,397, respectively, of reimbursed costs from HBR associated with these leased employees.

On November 26, 2014, we and certain of our subsidiaries entered into a Loan and Security Agreement with Dove Ventures, LLC, a Nevada limited liability company ("Dove"). The agreement provides for a senior secured term loan facility in an amount of up to $40.0 million at any time outstanding. The Loan and Security Agreement was fully drawn with $40.0 million outstanding as of June 30, 2019. In November 2018, the agreement was amended to extend the maturity date of the term loan to November 21, 2019. All other terms remain unchanged. Our obligations under the agreement are guaranteed by certain subsidiary guarantors and secured by a pledge of certain assets of ours and the subsidiary guarantors. The loans bear interest at the rate of 9.0% per annum, payable monthly in arrears. The principal amount of these loans is payable in a single installment on November 21, 2019 (as amended). The agreement includes customary affirmative and negative covenants, as well as customary representations, warranties and events of default. Subject to certain conditions, we can prepay the principal amounts of these loans without premium or penalty. Dove is a limited liability company owned by three trusts. David G. Hanna is the sole shareholder and the President of the corporation that serves as the sole trustee of one of the trusts, and David G. Hanna and members of his immediate family are the beneficiaries of this trust. Frank J. Hanna, III is the sole shareholder and the President of the corporation that serves as the sole trustee of the other two trusts, and Frank J. Hanna, III and members of his immediate family are the beneficiaries of these other two trusts.

FORWARD-LOOKING INFORMATION

We make forward-looking statements in this report and in other materials we file with the Securities and Exchange Commission ("SEC") or otherwise make public. This Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements. In addition, our senior management might make forward-looking statements to analysts, investors, the media and others. Statements with respect to expected revenue; income; receivables; income ratios; net interest margins; long-term shareholder returns; acquisitions of financial assets and other growth opportunities; divestitures and discontinuations of businesses; loss exposure and loss provisions; delinquency and charge-off rates; changes in collection programs and practices; changes in the credit quality and fair value of our credit card loans, interest and fees receivable and the fair value of their underlying structured financing facilities; the impact of actions by the Federal Deposit Insurance Corporation ("FDIC"), Federal Reserve Board, Federal Trade Commission ("FTC"), Consumer Financial Protection Bureau ("CFPB") and other regulators on both us, banks that issue credit cards and other credit products on our behalf, and merchants that participate in our point-of-sale finance operations; account growth; the performance of investments that we have made; operating expenses; the impact of bankruptcy law changes; marketing plans and expenses; the performance of our Auto Finance segment; the impact of our credit card receivables on our financial performance; the sufficiency of available capital; the prospect for improvements in the capital and finance markets; future interest costs; sources of funding operations and acquisitions; growth and profitability of our point-of-sale finance operations; our ability to raise funds or renew financing facilities; share repurchases or issuances; debt retirement; the results associated with our equity-method investee; our servicing income levels; gains and losses from investments in securities; experimentation with new products and other statements of our plans, beliefs or expectations are forward-looking statements. These and other statements using words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "target," "can," "could," "may," "should," "will," "would" and similar expressions also are forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement. The forward-looking statements we make are not guarantees of future performance, and we have based these statements on our assumptions and analyses in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate in the circumstances. Forward-looking statements by their nature involve substantial risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such statements. Management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or historical earnings levels.

Although it is not possible to identify all factors, we continue to face many risks and uncertainties. Among the factors that could cause actual future results to differ materially from our expectations are the risks and uncertainties described under "Risk Factors" set forth in Part II, Item 1A, and the risk factors and other cautionary statements in other documents we file with the SEC, including the following:

- the availability of adequate financing to support growth;
- the extent to which federal, state, local and foreign governmental regulation of our various business lines and the products we service for others limits or prohibits the operation of our businesses;
- current and future litigation and regulatory proceedings against us;
- the effect of adverse economic conditions on our revenues, loss rates and cash flows;
- competition from various sources providing similar financial products, or other alternative sources of credit, to consumers;
- the adequacy of our allowances for uncollectible loans, interest and fees receivable and estimates of loan losses used within our risk management and analyses;
- the possible impairment of assets;
- our ability to manage costs in line with the expansion or contraction of our various business lines;
- our relationship with (i) the merchants that participate in point-of-sale finance operations and (ii) the banks that issue credit cards and provide certain other credit products utilizing our technology platform and related services; and
- theft and employee errors.

Most of these factors are beyond our ability to predict or control. Any of these factors, or a combination of these factors, could materially affect our future financial condition or results of operations and the ultimate accuracy of our forward-looking statements. There also are other factors that we may not describe (because we currently do not perceive them to be material) that could cause actual results to differ materially from our expectations.

We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company," as defined by Item 10 of Regulation S-K, we are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Act")) was carried out on behalf of Atlanticus Holdings Corporation and our subsidiaries by our management and with the participation of our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer). Based upon the evaluation, our principal executive officer and principal financial officer concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

During the quarter ended June 30, 2019, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Act) occurred that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II--OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings that are incidental to the conduct of our business. There are currently no pending legal proceedings that are expected to be material to us.

ITEM 1A. RISK FACTORS

An investment in our common stock or other securities involves a number of risks. You should carefully consider each of the risks described below before deciding to invest in our common stock or other securities. If any of the following risks develops into actual events, our business, financial condition or results of operations could be negatively affected, the market price of our common stock or other securities could decline and you may lose all or part of your investment.

Investors should be particularly cautious regarding investments in our common stock or other securities at the present time in light of uncertainties as to the profitability of our business model going forward and our inability to achieve consistent earnings from our operations in recent years.

Our Cash Flows and Net Income Are Dependent Upon Payments from Our Investments in Receivables

The collectibility of our investments in receivables is a function of many factors including the criteria used to select who is issued credit, the pricing of the credit products, the lengths of the relationships, general economic conditions, the rate at which consumers repay their accounts or become delinquent, and the rate at which consumers borrow funds. Deterioration in these factors would adversely impact our business. In addition, to the extent we have over-estimated collectibility, in all likelihood we have over-estimated our financial performance. Some of these concerns are discussed more fully below.

Our portfolio of receivables is not diversified and primarily originates from consumers whose creditworthiness is considered sub-prime. Historically, we have invested in receivables in one of two ways—we have either (i) invested in receivables originated by lenders who utilize our services or (ii) invested in or purchased pools of receivables from other issuers. In either case, substantially all of our receivables are from financially underserved borrowers—borrowers represented by credit risks that regulators classify as “sub-prime.” Our reliance on sub-prime receivables has negatively impacted and may in the future negatively impact, our performance. Our various past and current losses might have been mitigated had our portfolios consisted of higher-grade receivables in addition to our sub-prime receivables.

Economic slowdowns increase our credit losses. During periods of economic slowdown or recession, we experience an increase in rates of delinquencies and frequency and severity of credit losses. Our actual rates of delinquencies and frequency and severity of credit losses may be comparatively higher during periods of economic slowdown or recession than those experienced by more traditional providers of consumer credit because of our focus on the financially underserved consumer market, which may be disproportionately impacted.

We are subject to foreign economic and exchange risks. Because of our operations in the U.K., we have exposure to fluctuations in the U.K. economy. We also have exposure to fluctuations in the relative values of the U.S. dollar and the British pound. Because the British pound has experienced a net decline in value relative to the U.S. dollar since we commenced our most significant operations in the U.K., we have experienced significant transaction and translation losses within our financial statements.

Because a significant portion of our reported income is based on management’s estimates of the future performance of receivables, differences between actual and expected performance of the receivables may cause fluctuations in net income. Significant portions of our reported income (or losses) are based on management’s estimates of cash flows we expect to receive on receivables, particularly for such assets that we report based on fair value. The expected cash flows are based on management’s estimates of interest rates, default rates, payment rates, cardholder purchases, servicing costs, and discount rates. These estimates are based on a variety of factors, many of which are not within our control. Substantial differences between actual and expected performance of the receivables will occur and cause fluctuations in our net income. For instance, higher than expected rates of delinquencies and losses could cause our net income to be lower than expected. Similarly, levels of loss and delinquency can result in our being required to repay lenders earlier than expected, thereby reducing funds available to us for future growth. Because all of the credit card receivables structured financing facilities reported at fair value are now in amortization status—which for us generally means that the only meaningful cash flows that we are receiving with respect to the credit card receivables that are encumbered by such structured financing facilities are those associated with our contractually specified fee for servicing the receivables—recent payment and default trends have substantially reduced the cash flows that we receive from these receivables.

Due to our relative lack of historical experience with Internet consumers, we may not be able to evaluate their creditworthiness. We have less historical experience with respect to the credit risk and performance of receivables owed by consumers acquired over the Internet and other digital channels. As a result, we may not be able to target and evaluate successfully the creditworthiness of these potential consumers. Therefore, we may encounter difficulties managing the expected delinquencies and losses and appropriately pricing products.

We Are Substantially Dependent Upon Borrowed Funds to Fund Receivables We Purchase

We finance receivables that we acquire in large part through financing facilities. All of our financing facilities are of finite duration (and ultimately will need to be extended or replaced) and contain financial covenants and other conditions that must be fulfilled in order for funding to be available. Moreover, some of our facilities currently are in amortization stages (and are not allowing for the funding of any new loans) based on their original terms. The cost and availability of equity and borrowed funds is dependent upon our financial performance, the performance of our industry generally and general economic and market conditions, and at times equity and borrowed funds have been both expensive and difficult to obtain.

If additional financing facilities are not available in the future on terms we consider acceptable—an issue that has been made even more acute in the U.S. given regulatory changes that reduced asset-level returns on credit card lending—we will not be able to purchase additional receivables and those receivables may contract in size.

Our Financial Performance Is, in Part, a Function of the Aggregate Amount of Receivables That Are Outstanding

The aggregate amount of outstanding receivables is a function of many factors including purchase rates, payment rates, interest rates, seasonality, general economic conditions, competition from credit card issuers and other sources of consumer financing, access to funding, and the timing and extent of our receivable purchases.

Despite our recent purchases of credit card receivables, our aggregate credit card receivable balances may fluctuate. The amount of our credit card receivables is a product of a combination of factors, many of which are not in our control. Factors include:

- the availability of funding on favorable terms;
- our relationships with the banks that issue credit cards;
- the degree to which we lose business to competitors;
- the level of usage of our credit card products by consumers;
- the availability of portfolios for purchase on attractive terms;
- levels of delinquencies and charge offs;
- the level of costs of acquiring new receivables;
- our ability to employ and train new personnel;
- our ability to maintain adequate management systems, collection procedures, internal controls and automated systems; and
- general economic and other factors beyond our control.

Reliance upon relationships with a few large retailers in the point-of-sale finance operations may adversely affect our revenues and operating results from these operations. Our five largest retail partners accounted for over 50% of our outstanding point-of-sale receivables as of December 31, 2018. Although we are adding new retail partners on a regular basis, it is likely that we will continue to derive a significant portion of this operations' receivables base and corresponding revenue from a relatively small number of partners in the future. If a significant partner reduces or terminates its relationship with us, these operations' revenue could decline significantly and our operating results and financial condition could be harmed.

We Operate in a Heavily Regulated Industry

Changes in bankruptcy, privacy or other consumer protection laws, or to the prevailing interpretation thereof, may expose us to litigation, adversely affect our ability to collect receivables, or otherwise adversely affect our operations. Similarly, regulatory changes could adversely affect the ability or willingness of lenders who utilize our technology platform and related services to market credit products and services to consumers. While the Presidential Administration supports reducing regulatory burdens, the prospects for significant modifications are uncertain. Also, the accounting rules that apply to our business are exceedingly complex, difficult to apply and in a state of flux. As a result, how we value our receivables and otherwise account for our business is subject to change depending upon the changes in, and, interpretation of, those rules. Some of these issues are discussed more fully below.

Reviews and enforcement actions by regulatory authorities under banking and consumer protection laws and regulations may result in changes to our business practices, may make collection of receivables more difficult or may expose us to the risk of fines, restitution and litigation. Our operations and the operations of the issuing banks through which the credit products we service are originated are subject to the jurisdiction of federal, state and local government authorities, including the CFPB, the SEC, the FDIC, the Office of the Comptroller of the Currency, the FTC, U.K. banking and licensing authorities, state regulators having jurisdiction over financial institutions and debt origination and collection and state attorneys general. Our business practices and the practices of issuing banks, including the terms of products, servicing and collection practices, are subject to both periodic and special reviews by these regulatory and enforcement authorities. These reviews can range from investigations of specific consumer complaints or concerns to broader inquiries. If as part of these reviews the regulatory authorities conclude that we or issuing banks are not complying with applicable law, they could request or impose a wide range of remedies including requiring changes in advertising and collection practices, changes in the terms of products (such as decreases in interest rates or fees), the imposition of fines or penalties, or the paying of restitution or the taking of other remedial action with respect to affected consumers. They also could require us or issuing banks to stop offering some credit products or obtain licenses to do so, either nationally or in selected states. To the extent that these remedies are imposed on the issuing banks that originate credit products using our platform, under certain circumstances we are responsible for the remedies as a result of our indemnification obligations with those banks. We or our issuing banks also may elect to change practices that we believe are compliant with law in order to respond to regulatory concerns. Furthermore, negative publicity relating to any specific inquiry or investigation could hurt our ability to conduct business with various industry participants or to generate new receivables and could negatively affect our stock price, which would adversely affect our ability to raise additional capital and would raise our costs of doing business.

If any deficiencies or violations of law or regulations are identified by us or asserted by any regulator, or if the CFPB, the FDIC, the FTC or any other regulator requires us or issuing banks to change any practices, the correction of such deficiencies or violations, or the making of such changes, could have a material adverse effect on our financial condition, results of operations or business. In addition, whether or not these practices are modified when a regulatory or enforcement authority requests or requires, there is a risk that we or other industry participants may be named as defendants in litigation involving alleged violations of federal and state laws and regulations, including consumer protection laws. Any failure to comply with legal requirements by us or the banks that originate credit products utilizing our platform in connection with the issuance of those products, or by us or our agents as the servicer of our accounts, could significantly impair our ability to collect the full amount of the account balances. The institution of any litigation of this nature, or any judgment against us or any other industry participant in any litigation of this nature, could adversely affect our business and financial condition in a variety of ways.

We are dependent upon banks to issue credit cards and provide certain other credit products utilizing our technology platform and related services. We currently contract with a single bank to issue credit cards and provide certain other credit products. We then acquire interests in and service the receivables originated by that bank utilizing our technology platform. The bank could determine not to continue the relationship for various business reasons, or its regulators could limit its ability to issue credit cards on our behalf or to originate some or all of the other products that we service or require the bank to modify those products significantly and could do either with little or no notice. Any significant interruption or change of our bank relationship would result in our being unable to acquire new receivables or develop certain other credit products. Unless we were able to timely replace our bank relationship, such an interruption would prevent us from acquiring newly originated credit card receivables and growing our investments in point-of-sale and direct-to-consumer receivables. In turn, it would materially adversely impact our business.

Changes to consumer protection laws or changes in their interpretation may impede collection efforts or otherwise adversely impact our business practices. Federal and state consumer protection laws regulate the creation and enforcement of consumer credit card receivables and other loans. Many of these laws (and the related regulations) are focused on sub-prime lenders and are intended to prohibit or curtail industry-standard practices as well as non-standard practices. For instance, Congress enacted legislation that regulates loans to military personnel through imposing interest rate and other limitations and requiring new disclosures, all as regulated by the Department of Defense. Similarly, in 2009 Congress enacted legislation that required changes to a variety of marketing, billing and collection practices, and the Federal Reserve adopted significant changes to a number of practices through its issuance of regulations. While our practices are in compliance with these changes, some of the changes (e.g., limitations on the ability to assess up-front fees) have significantly affected the viability of certain credit products within the U.S. Changes in the consumer protection laws could result in the following:

- receivables not originated in compliance with law (or revised interpretations) could become unenforceable and uncollectible under their terms against the obligors;
- we may be required to credit or refund previously collected amounts;
- certain fees and finance charges could be limited, prohibited or restricted, which would reduce the profitability of certain investments in receivables;
- certain collection methods could be prohibited, forcing us to revise our practices or adopt more costly or less effective practices;
- limitations on our ability to recover on charged-off receivables regardless of any act or omission on our part;
- some credit products and services could be banned in certain states or at the federal level;
- federal or state bankruptcy or debtor relief laws could offer additional protections to consumers seeking bankruptcy protection, providing a court greater leeway to reduce or discharge amounts owed to us; and
- a reduction in our ability or willingness to invest in receivables arising under loans to certain consumers, such as military personnel.

Material regulatory developments may adversely impact our business and results from operations.

Our Automobile Lending Activities Involve Risks in Addition to Others Described Herein

Automobile lending exposes us not only to most of the risks described above but also to additional risks, including the regulatory scheme that governs installment loans and those attendant to relying upon automobiles and their repossession and liquidation value as collateral. In addition, our Auto Finance segment operation acquires loans on a wholesale basis from used car dealers, for which we rely upon the legal compliance and credit determinations by those dealers.

Funding for automobile lending may become difficult to obtain and expensive. In the event we are unable to renew or replace any Auto Finance segment facilities that bear refunding or refinancing risks when they become due, our Auto Finance segment could experience significant constraints and diminution in reported asset values as lenders retain significant cash flows within underlying structured financings or otherwise under security arrangements for repayment of their loans. If we cannot renew or replace future facilities or otherwise are unduly constrained from a liquidity perspective, we may choose to sell part or all of our auto loan portfolios, possibly at less than favorable prices.

Our automobile lending business is dependent upon referrals from dealers. Currently we provide substantially all of our automobile loans only to or through used car dealers. Providers of automobile financing have traditionally competed based on the interest rate charged, the quality of credit accepted and the flexibility of loan terms offered. In order to be successful, we not only need to be competitive in these areas, but also need to establish and maintain good relations with dealers and provide them with a level of service greater than what they can obtain from our competitors.

The financial performance of our automobile loan portfolio is in part dependent upon the liquidation of repossessed automobiles. In the event of certain defaults, we may repossess automobiles and sell repossessed automobiles at wholesale auction markets located throughout the U.S. Auction proceeds from these types of sales and other recoveries rarely are sufficient to cover the outstanding balances of the contracts; where we experience these shortfalls, we will experience credit losses. Decreased auction proceeds resulting from depressed prices at which used automobiles may be sold would result in higher credit losses for us.

Repossession of automobiles entails the risk of litigation and other claims. Although we have contracted with reputable repossession firms to repossess automobiles on defaulted loans, it is not uncommon for consumers to assert that we were not entitled to repossess an automobile or that the repossession was not conducted in accordance with applicable law. These claims increase the cost of our collection efforts and, if correct, can result in awards against us.

We Routinely Explore Various Opportunities to Grow Our Business, to Make Investments and to Purchase and Sell Assets

We routinely consider acquisitions of, or investments in, portfolios and other assets as well as the sale of portfolios and portions of our business. There are a number of risks attendant to any acquisition, including the possibility that we will overvalue the assets to be purchased and that we will not be able to produce the expected level of profitability from the acquired business or assets. Similarly, there are a number of risks attendant to sales, including the possibility that we will undervalue the assets to be sold. As a result, the impact of any acquisition or sale on our future performance may not be as favorable as expected and actually may be adverse.

Portfolio purchases may cause fluctuations in our reported Credit and Other Investments segment's managed receivables data, which may reduce the usefulness of this data in evaluating our business. Our reported Credit and Other Investments segment managed receivables data may fluctuate substantially from quarter to quarter as a result of recent and future credit card portfolio acquisitions.

Receivables included in purchased portfolios are likely to have been originated using credit criteria different from the criteria of issuing bank partners that have originated accounts utilizing our technology platform. Receivables included in any particular purchased portfolio may have significantly different delinquency rates and charge-off rates than the receivables previously originated and purchased by us. These receivables also may earn different interest rates and fees as compared to other similar receivables in our receivables portfolio. These variables could cause our reported managed receivables data to fluctuate substantially in future periods making the evaluation of our business more difficult.

Any acquisition or investment that we make will involve risks different from and in addition to the risks to which our business is currently exposed. These include the risks that we will not be able to integrate and operate successfully new businesses, that we will have to incur substantial indebtedness and increase our leverage in order to pay for the acquisitions, that we will be exposed to, and have to comply with, different regulatory regimes and that we will not be able to apply our traditional analytical framework (which is what we expect to be able to do) in a successful and value-enhancing manner.

Other Risks of Our Business

We are a holding company with no operations of our own. As a result, our cash flow and ability to service our debt is dependent upon distributions from our subsidiaries. The distribution of subsidiary earnings, or advances or other distributions of funds by subsidiaries to us, all of which are subject to statutory and could be subject to contractual restrictions, are contingent upon the subsidiaries' cash flows and earnings and are subject to various business and debt covenant considerations.

Unless we obtain a bank charter, we cannot issue credit cards. Issuers of general purpose credit cards generally permit only entities holding a bank or similar charter to issue credit cards. Because we do not have a bank or similar charter, we currently cannot issue credit cards ourselves. Unless we obtain a bank or similar charter, we will continue to be dependent upon our banking relationship that provides for the issuance of credit cards to consumers, and from which we acquire interests in receivables originated through the relationship. Even if we obtain a bank charter, there may be restrictions on the types of credit that the bank may extend.

We are party to litigation. We are party to certain legal proceedings which include litigation customary for a business of our nature. In each case we believe that we have meritorious defenses or that the positions we are asserting otherwise are correct. However, adverse outcomes are possible in these matters, and we could decide to settle one or more of our litigation matters in order to avoid the ongoing cost of litigation or to obtain certainty of outcome. Adverse outcomes or settlements of these matters could require us to pay damages, make restitution, change our business practices or take other actions at a level, or in a manner, that would adversely impact our business.

We face heightened levels of economic risk associated with certain prior investments. We have made a number of investments in businesses that are not directly related to our traditional servicing and receivables financing activities to, or associated with, the underserved consumer credit market. In addition, some of these investments that we have made are in debt or equity securities of businesses over which we exert little or no control, which likely exposes us to greater risks of loss than investments in activities and operations that we control. We make only those investments we believe have the potential to provide a favorable return. However, because some of the investments are outside of our core areas of expertise, they entail risks beyond those described elsewhere in this report.

Because we outsource account-processing functions that are integral to our business, any disruption or termination of that outsourcing relationship could harm our business. We generally outsource account and payment processing. If these outsourcing relationships were not renewed or were terminated or the services provided to us were otherwise disrupted, we would have to obtain these services from an alternative provider. There is a risk that we would not be able to enter into a similar outsourcing arrangement with an alternate provider on terms that we consider favorable or in a timely manner without disruption of our business.

If we are unable to protect our information systems against service interruption, our operations could be disrupted and our reputation may be damaged. We rely heavily on networks and information systems and other technology, that are largely hosted by third-parties to support our business processes and activities, including processes integral to the origination and collection of loans and other financial products, and information systems to process financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting and legal and tax requirements. Because information systems are critical to many of our operating activities, our business may be impacted by hosted system shutdowns, service disruptions or security breaches. These incidents may be caused by failures during routine operations such as system upgrades or user errors, as well as network or hardware failures, malicious or disruptive software, computer hackers, rogue employees or contractors, cyber-attacks by criminal groups, geopolitical events, natural disasters, failures or impairments of telecommunications networks, or other catastrophic events. If our information systems suffer severe damage, disruption or shutdown and our business continuity plans do not effectively resolve the issues in a timely manner, we could experience delays in reporting our financial results, and we may lose revenue and profits as a result of our inability to collect payments in a timely manner. We also could be required to spend significant financial and other resources to repair or replace networks and information systems.

Unauthorized or unintentional disclosure of sensitive or confidential customer data could expose us to protracted and costly litigation, and civil and criminal penalties. To conduct our business, we are required to manage, use, and store large amounts of personally identifiable information, consisting primarily of confidential personal and financial data regarding consumers across all operations areas. We also depend on our IT networks and systems, and those of third parties, to process, store, and transmit this information. As a result, we are subject to numerous U.S. federal and state laws designed to protect this information. Security breaches involving our files and infrastructure could lead to unauthorized disclosure of confidential information.

We take a number of measures to ensure the security of our hardware and software systems and customer information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in the technology used by us to protect data being breached or compromised. In the past, banks and other financial service providers have been the subject of sophisticated and highly targeted attacks on their information technology. An increasing number of websites have reported breaches of their security.

If any person, including our employees or those of third-party vendors, negligently disregards or intentionally breaches our established controls with respect to such data or otherwise mismanages or misappropriates that data, we could be subject to costly litigation, monetary damages, fines, and/or criminal prosecution. Any unauthorized disclosure of personally identifiable information could subject us to liability under data privacy laws. Further, under credit card rules and our contracts with our card processors, if there is a breach of credit card information that we store, we could be liable to the credit card issuing banks for their cost of issuing new cards and related expenses. In addition, if we fail to follow credit card industry security standards, even if there is no compromise of customer information, we could incur significant fines. Security breaches also could harm our reputation, which could potentially cause decreased revenues, the loss of existing merchant credit partners, or difficulty in adding new merchant credit partners.

Internet and data security breaches also could impede our bank partners from originating loans over the Internet, cause us to lose consumers or otherwise damage our reputation or business. Consumers generally are concerned with security and privacy, particularly on the Internet. As part of our growth strategy, we have enabled lenders to originate loans over the Internet. The secure transmission of confidential information over the Internet is essential to maintaining customer confidence in such products and services offered online.

Advances in computer capabilities, new discoveries or other developments could result in a compromise or breach of the technology used by us to protect our client or consumer application and transaction data transmitted over the Internet. In addition to the potential for litigation and civil penalties described above, security breaches could damage our reputation and cause consumers to become unwilling to do business with our clients or us, particularly over the Internet. Any publicized security problems could inhibit the growth of the Internet as a means of conducting commercial transactions. Our ability to service our clients’ needs over the Internet would be severely impeded if consumers become unwilling to transmit confidential information online.

Also, a party that is able to circumvent our security measures could misappropriate proprietary information, cause interruption in our operations, damage our computers or those of our users, or otherwise damage our reputation and business.

Regulation in the areas of privacy and data security could increase our costs. We are subject to various regulations related to privacy and data security/breach, and we could be negatively impacted by these regulations. For example, we are subject to the Safeguards guidelines under the Gramm-Leach-Bliley Act. The Safeguards guidelines require that each financial institution develop, implement and maintain a written, comprehensive information security program containing safeguards that are appropriate to the financial institution's size and complexity, the nature and scope of the financial institution's activities and the sensitivity of any customer information at issue. Broad-ranging data security laws that affect our business also have been adopted by various states. Compliance with these laws regarding the protection of consumer and employee data could result in higher compliance and technology costs for us, as well as potentially significant fines and penalties for non-compliance. Further, there are various other statutes and regulations relevant to the direct email marketing, debt collection and text-messaging industries including the Telephone Consumer Protection Act. The interpretation of many of these statutes and regulations is evolving in the courts and administrative agencies and an inability to comply with them may have an adverse impact on our business.

In addition to the foregoing enhanced data security requirements, various federal banking regulatory agencies, and all 50 states, the District of Columbia, Puerto Rico and the Virgin Islands, have enacted data security regulations and laws requiring varying levels of consumer notification in the event of a security breach.

Also, federal legislators and regulators are increasingly pursuing new guidelines, laws and regulations that, if adopted, could further restrict how we collect, use, share and secure consumer information, which could impact some of our current or planned business initiatives.

Unplanned system interruptions or system failures could harm our business and reputation. Any interruption in the availability of our transactional processing services due to hardware and operating system failures will reduce our revenues and profits. Any unscheduled interruption in our services results in an immediate, and possibly substantial, loss of revenues. Frequent or persistent interruptions in our services could cause current or potential consumers to believe that our systems are unreliable, leading them to switch to our competitors or to avoid our websites or services, and could permanently harm our reputation.

Although our systems have been designed around industry-standard architectures to reduce downtime in the event of outages or catastrophic occurrences, they remain vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunication failures, computer viruses, computer denial-of-service attacks, and similar events or disruptions. Some of our systems are not fully redundant, and our disaster recovery planning may not be sufficient for all eventualities. Our systems also are subject to break-ins, sabotage, and intentional acts of vandalism. Despite any precautions we may take, the occurrence of a natural disaster, a decision by any of our third-party hosting providers to close a facility we use without adequate notice for financial or other reasons, or other unanticipated problems at our hosting facilities could cause system interruptions, delays, and loss of critical data, and result in lengthy interruptions in our services. Our business interruption insurance may not be sufficient to compensate us for losses that may result from interruptions in our service as a result of system failures.

Climate change and related regulatory responses may impact our business. Climate change as a result of emissions of greenhouse gases is a significant topic of discussion and may generate federal and other regulatory responses. It is impracticable to predict with any certainty the impact on our business of climate change or the regulatory responses to it, although we recognize that they could be significant. The most direct impact is likely to be an increase in energy costs, which would adversely impact consumers and their ability to incur and repay indebtedness. However, we are uncertain of the ultimate impact, either directionally or quantitatively, of climate change and related regulatory responses on our business.

Risks Relating to an Investment in Our Securities

The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell your shares of our common stock when you want or at prices you find attractive. The price of our common stock on the NASDAQ Global Select Market constantly changes. We expect that the market price of our common stock will continue to fluctuate. The market price of our common stock may fluctuate in response to numerous factors, many of which are beyond our control. These factors include the following:

- actual or anticipated fluctuations in our operating results;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- the overall financing environment, which is critical to our value;
- the operating and stock performance of our competitors;
- announcements by us or our competitors of new products or services or significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- changes in interest rates;
- the announcement of enforcement actions or investigations against us or our competitors or other negative publicity relating to us or our industry;
- changes in GAAP, laws, regulations or the interpretations thereof that affect our various business activities and segments;
- general domestic or international economic, market and political conditions;
- changes in ownership by executive officers, directors and parties related to them who control a majority of our common stock;
- additions or departures of key personnel; and
- future sales of our common stock and the transfer or cancellation of shares of common stock pursuant to a share lending agreement.

In addition, the stock markets from time to time experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of companies. These broad fluctuations may adversely affect the trading price of our common stock, regardless of our actual operating performance.

Future sales of our common stock or equity-related securities in the public market, including sales of our common stock pursuant to share lending agreements or short sale transactions by holders of convertible senior notes, could adversely affect the trading price of our common stock and our ability to raise funds in new stock offerings. Sales of significant amounts of our common stock or equity-related securities in the public market, including sales pursuant to share lending agreements, or the perception that such sales will occur, could adversely affect prevailing trading prices of our common stock and could impair our ability to raise capital through future offerings of equity or equity-related securities. Future sales of shares of common stock or the availability of shares of common stock for future sale, including sales of our common stock in short sale transactions by holders of our convertible senior notes, may have a material adverse effect on the trading price of our common stock.

We have the ability to issue preferred stock, warrants, convertible debt and other securities without shareholder approval. Our common stock may be subordinate to classes of preferred stock issued in the future in the payment of dividends and other distributions made with respect to common stock, including distributions upon liquidation or dissolution. Our articles of incorporation permit our Board of Directors to issue preferred stock without first obtaining shareholder approval. If we issue preferred stock, these additional securities may have dividend or liquidation preferences senior to the common stock. If we issue convertible preferred stock, a subsequent conversion may dilute the current common shareholders' interest. We have similar abilities to issue convertible debt, warrants and other equity securities.

Our executive officers, directors and parties related to them, in the aggregate, control a majority of our common stock and may have the ability to control matters requiring shareholder approval. Our executive officers, directors and parties related to them own a large enough share of our common stock to have an influence on, if not control of, the matters presented to shareholders. As a result, these shareholders may have the ability to control matters requiring shareholder approval, including the election and removal of directors, the approval of significant corporate transactions, such as any reclassification, reorganization, merger, consolidation or sale of all or substantially all of our assets and the control of our management and affairs. Accordingly, this concentration of ownership may have the effect of delaying, deferring or preventing a change of control of us, impede a merger, consolidation, takeover or other business combination involving us or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which in turn could have an adverse effect on the market price of our common stock.

The right to receive payments on our convertible senior notes is subordinate to the rights of our existing and future secured creditors. Our convertible senior notes are unsecured and are subordinate to existing and future secured obligations to the extent of the value of the assets securing such obligations. As a result, in the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding of our company, our assets generally would be available to satisfy obligations of our secured debt before any payment may be made on the convertible senior notes. To the extent that such assets cannot satisfy in full our secured debt, the holders of such debt would have a claim for any shortfall that would rank equally in right of payment (or effectively senior if the debt were issued by a subsidiary) with the convertible senior notes. In such an event, we may not have sufficient assets remaining to pay amounts on any or all of the convertible senior notes.

As of June 30, 2019, Atlanticus Holdings Corporation had outstanding: $509.1 million of secured indebtedness, which would rank senior in right of payment to the convertible senior notes; $87.7 million of senior unsecured indebtedness in addition to the convertible senior notes that would rank equal in right of payment to the convertible senior notes; and no subordinated indebtedness. Included in senior secured indebtedness are certain guarantees we have executed in favor of our subsidiaries. For more information on our outstanding indebtedness, See

Note 8, “Notes Payable and Variable Interest Entities,” to our consolidated financial statements included herein.

Our convertible senior notes are junior to the indebtedness of our subsidiaries. Our convertible senior notes are structurally subordinated to the existing and future claims of our subsidiaries' creditors. Holders of the convertible senior notes are not creditors of our subsidiaries. Any claims of holders of the convertible senior notes to the assets of our subsidiaries derive from our own equity interests in those subsidiaries. Claims of our subsidiaries' creditors will generally have priority as to the assets of our subsidiaries over our own equity interest claims and will therefore have priority over the holders of the convertible senior notes. Consequently, the convertible senior notes are effectively subordinate to all liabilities, whether or not secured, of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish. Our subsidiaries' creditors also may include general creditors and taxing authorities. As of June 30, 2019, our subsidiaries had total liabilities of approximately $604.5 million (including the $509.1 million of senior secured indebtedness mentioned above), excluding intercompany indebtedness. In addition, in the future, we may decide to increase the portion of our activities that we conduct through subsidiaries.

Note Regarding Risk Factors

The risk factors presented above are all of the ones that we currently consider material. However, they are not the only ones facing our company. Additional risks not presently known to us, or which we currently consider immaterial, also may adversely affect us. There may be risks that a particular investor views differently from us, and our analysis might be wrong. If any of the risks that we face actually occurs, our business, financial condition and operating results could be materially adversely affected and could differ materially from any possible results suggested by any forward-looking statements that we have made or might make. In such case, the trading price of our common stock or other securities could decline, and you could lose part or all of your investment. **We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.**

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASES OF EQUITY SECURITIES

The following table sets forth information with respect to our repurchases of common stock during the three months ended June 30, 2019.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased under the Plans or Programs (2)
April 1 - April 30	3,955	$ 3.45	—	4,737,540
May 1 - May 31	23,056	$ 3.63	23,056	4,714,484
June 1 - June 30	37,834	$ 3.72	37,834	4,676,650
Total	64,845	$ 3.67	60,890	4,676,650

(1) Because withholding tax-related stock repurchases are permitted outside the scope of our 5,000,000 share Board-authorized repurchase plan, these amounts exclude shares of stock returned to us by employees in satisfaction of withholding tax requirements on vested stock grants. There were 3,955 such shares returned to us during the three months ended June 30, 2019.

(2) Pursuant to a share repurchase plan authorized by our Board of Directors on May 10, 2018, we are authorized to repurchase 5,000,000 shares of our common stock through June 30, 2020.

We will continue to evaluate our stock price relative to other investment opportunities and, to the extent we believe that the repurchase of our stock represents an appropriate return of capital, we will repurchase shares of our stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit	Incorporated by Reference from Atlanticus' SEC Filings Unless Otherwise Indicated
10.1	Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan	April 11, 2019, Definitive Proxy Statement on Schedule 14A, Appendix A
10.2	Form of Restricted Stock Agreement - Directors	Filed herewith
10.3	Form of Restricted Stock Agreement - Employees	Filed herewith
10.4	Form of Stock Option Agreement–Directors	Filed herewith
10.5	Form of Stock Option Agreement–Employees	Filed herewith
10.6	Form of Restricted Stock Unit Agreement–Directors	Filed herewith
10.7	Form of Restricted Stock Unit Agreement–Employees	Filed herewith
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)	Filed herewith
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)	Filed herewith
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Presentation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ATLANTICUS HOLDINGS CORPORATION

August 14, 2019

By /s/ WILLIAM R. McCAMEY
William R. McCamey
Chief Financial Officer
(duly authorized officer and principal financial officer)

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Section 2: EX-10.2 (EXHIBIT 10.2)

Exhibit 10.2

[Form for Directors]
ATLANTICUS HOLDINGS CORPORATION
RESTRICTED STOCK AGREEMENT

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

SHARES OF RESTRICTED STOCK: _________ Shares

DATE OF GRANT: _________

THIS RESTRICTED STOCK AGREEMENT (this “Agreement”), made and entered into this ____ day of _______ , 20__, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation (“Atlanticus”), and _________ (the “Grantee”);

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the “Plan”); and

WHEREAS, the Plan authorizes the Compensation Committee (“Committee”) to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of shares of Restricted Stock.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. General Definitions. Any capitalized terms herein shall have the meaning set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meaning set forth below:
(a) “Atlanticus” shall mean Atlanticus Holdings Corporation.
(b) “Common Stock” shall mean the common stock of Atlanticus, no par value per share.
(c) “Disability” shall have the meaning set forth in Section 22(e)(3) of the Code.
(d) “Restricted Shares” shall mean the number of shares of Common Stock set forth on page 1 of this Agreement.
(e) “Vesting Date” shall mean the date that all conditions and restrictions imposed upon the Restricted Shares granted in accordance with this Agreement, including vesting pursuant to Section 3, are completely satisfied.

2. Grant of Shares. Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee has been awarded the Restricted Shares. Until the Vesting Date, the Restricted Shares shall be non-transferable and subject to risk of forfeiture, except as provided in the Plan. Subject to Section 4, after the Vesting Date the Restricted Shares shall be reissued to the Grantee as unlegended shares of Common Stock. Until the Vesting Date the Restricted Shares shall be held by Atlanticus on behalf of the Grantee. Any Restricted Shares that do not or cannot vest pursuant to Section 3 shall be forfeited to Atlanticus.

3. Vesting. Subject to the terms, conditions, and limitations set forth herein, the Restricted Shares shall vest [in equal installments on each of the first two anniversaries of the Date of Grant] (each of which shall constitute a Vesting Date) provided that the Grantee is serving on the

Board of Directors of Atlanticus from the Date of Grant through the applicable date. Provided that the Grantee is on the Board of Directors of Atlanticus at the time of a "Change in Control," any Restricted Shares that theretofore have not vested shall immediately vest upon a "Change in Control."

Notwithstanding the foregoing, any Restricted Shares that theretofore have not vested shall immediately vest upon death or Disability of Grantee while serving as a director of Atlanticus.

Upon vesting, the Grantee will be responsible for payment of all income and any other taxes in connection with the vesting of such shares of Common Stock. The Grantee is permitted to make an election under Section 83(b) of the Code (to include in gross income in the year of transfer the amounts specified in Section 83(b) of the Code) or under similar laws with respect to the Restricted Shares in accordance with Section 18.05 of the Plan.

4. Transfer Subject to Compliance with Securities Laws. Notwithstanding the vesting of any Restricted Shares, Grantee shall not be entitled to transfer any Restricted Shares except in compliance with applicable securities laws.

5. No Right to Continued Service. The grant evidenced hereby does not confer upon the Grantee the right to continued service on the Board of Directors of Atlanticus, nor shall it interfere with the right of Atlanticus or any other authority to terminate his or her service on the Board of Directors of Atlanticus at any time.

6. Miscellaneous.

(a) The terms of this Agreement shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(b) The Grantee shall be entitled to vote and to receive dividends with respect to any Restricted Shares unless and until such time as such Restricted Shares are forfeited.

(c) This grant has been made pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(d) This grant is intended to be a Non-409A Award under the Plan.

(e) This Agreement shall be governed by the laws of the State of Georgia.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ____________________________________

Its: Chief Executive Officer

GRANTEE:

____

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Section 3: EX-10.3 (EXHIBIT 10.3)

Exhibit 10.3

[Form for Employees]
ATLANTICUS HOLDINGS CORPORATION
RESTRICTED STOCK AGREEMENT

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

SHARES OF RESTRICTED STOCK: __________ Shares

DATE OF GRANT: __________

THIS RESTRICTED STOCK AGREEMENT (this "Agreement"), made and entered into this _____ day of _____, 20_, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation ("Atlanticus"), and _______ (the "Grantee");

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the "Plan"); and

WHEREAS, the Plan authorizes the Compensation Committee ("Committee") to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of shares of Restricted Stock.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, including that provided under any non-compete or similar agreement, the receipt and sufficiency of which are hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. *General Definitions.* Any capitalized terms herein shall have the meanings set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meaning set forth below:

(a) "Atlanticus" shall mean Atlanticus Holdings Corporation.
(b) "Common Stock" shall mean the common stock of Atlanticus, no par value per share.
(c) "Disability" shall have the meaning set forth in Section 22(e)(3) of the Code.
(d) "Restricted Shares" shall mean the number of shares of Common Stock set forth on page 1 of this Agreement.
(e) "Tax Withholding" shall mean the amount that Atlanticus determines is required under applicable federal, state or local law to be withheld and paid over to governmental taxing authorities by reason of the vesting of shares of Common Stock or a Section 83(b) election with respect to such shares of Common Stock.
(f) "Vesting Date" shall mean the date that all conditions and restrictions imposed upon the Restricted Shares granted in accordance with this Agreement, including vesting pursuant to Section 3, are completely satisfied.

2. *Grant of Shares.* Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee has been awarded the Restricted Shares. Until the Vesting Date, the Restricted Shares shall be non-transferable and subject to risk of forfeiture, except as provided in the Plan. Subject to Section 4, after the Vesting Date the Restricted Shares shall be reissued to the Grantee as unlegended shares of Common Stock; provided that the Grantee is not an affiliate of Atlanticus and has not been an affiliate of Atlanticus during the prior three months and all of the applicable conditions in Rule 144 promulgated under the Securities Act of 1933, as amended, are satisfied. Until the Vesting Date, the Restricted Shares shall be held by Atlanticus on behalf of the Grantee. Any Restricted Shares that do not or cannot vest pursuant to Section 3 shall be forfeited to Atlanticus.

3. *Vesting*. Subject to the terms, conditions, and limitations set forth herein, the Vesting Date for the Restricted Shares shall occur on [the third anniversary of the effective date of the grant set forth above (and on such date the Restricted Shares shall become 100% vested)], provided that the Grantee is a full-time employee of Atlanticus (or one of its Affiliates) from the Date of Grant through the applicable date [and the performance criteria applicable to the Restricted Shares eligible to vest on such vesting date, set forth in Exhibit A attached hereto, are satisfied]. [Provided that the Grantee is a full-time employee of Atlanticus (or one of its Affiliates) at the time of a "Change in Control," any Restricted Shares that theretofore have not vested shall immediately vest upon a "Change in Control."]

Notwithstanding the foregoing, any Restricted Shares that theretofore have not vested shall immediately vest upon termination by Atlanticus (or its Affiliates) of Grantee's employment other than for Cause or in the case of death or Disability of Grantee [provided that the performance criteria applicable to such Restricted Shares have been satisfied at such time]. A transfer of Grantee from Atlanticus to a subsidiary or vice versa shall not constitute a termination for these purposes.

Upon vesting, Atlanticus shall retain (or if it is not then holding the shares, receive) shares of Common Stock having a Fair Market Value, at the time of vesting, equal to the Tax Withholding, unless prior to the Vesting Date the Grantee has made arrangements satisfactory to Atlanticus regarding the payment of the Tax Withholding. The Grantee is permitted to make an election under Section 83(b) of the Code (to include in gross income in the year of transfer the amounts specified in Section 83(b) of the Code) or under similar laws with respect to the Restricted Shares in accordance with Section 18.05 of the Plan. In the event Grantee makes a permissible Section 83(b) election with respect to Restricted Shares, the Grantee is required to pay the tax withholding to Atlanticus in cash.

4. *Transfer Subject to Compliance with Securities Laws.* Notwithstanding the vesting of any Restricted Shares, Grantee shall not be entitled to transfer any Restricted Shares except in compliance with applicable securities laws.

5. *No Right to Continued Employment.* The grant evidenced hereby does not confer upon the Grantee the right to continued employment with Atlanticus or any Affiliate, nor shall it interfere with the right of Atlanticus or any Affiliate to terminate his or her employment at any time.

6. *Miscellaneous*.

(a) The terms of this Agreement shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(b) The Grantee shall be entitled to vote and to receive dividends with respect to any Restricted Shares unless and until such time as such Restricted Shares are forfeited.

(c) This grant has been made pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(d) This grant is intended to be a Non-409A Award under the Plan.

(e) This Agreement shall be governed by the laws of the State of Georgia.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ____

Its: ____

GRANTEE:

____

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Section 4: EX-10.4 (EXHIBIT 10.4)

Exhibit 10.4

[Form for Directors]
ATLANTICUS HOLDINGS CORPORATION
NONQUALIFIED STOCK OPTION
COMMON STOCK
(No Par Value)

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

OPTION FOR THE PURCHASE OF: _________ Shares

EXERCISE PRICE PER SHARE: $ _________

DATE OF GRANT: __________

THIS OPTION AGREEMENT (this "Agreement"), made and entered into this ____ day of ______ , 20__, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation ("Atlanticus"), and _________ (the "Grantee");

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the "Plan"); and

WHEREAS, the Plan authorizes the Compensation Committee ("Committee") to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of a Nonqualified Stock Option.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. General Definitions. Any capitalized terms herein shall have the meaning set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meaning set forth below:

(a) "Atlanticus" shall mean Atlanticus Holdings Corporation.

(b) "Common Stock" shall mean the common stock of Atlanticus, no par value per share.

(c) "Disability" shall have the meaning set forth in Section 22(e)(3) of the Code.

(d) "Expiration Date" shall mean the date on which this Option expires pursuant to the provisions of paragraph 4 hereof.

(e) "Option" shall mean the option evidenced by this Agreement, which is intended to be a "nonqualified stock option."

(f) "Option Price" shall mean the purchase price of each share of Common Stock that may be purchased by the Grantee upon the exercise of this Option, in whole or in part. The Option Price is set forth under "Exercise Price Per Share" on page 1 of this Agreement as adjusted from time to time in accordance with the provisions hereof.

(g) "Vesting Date" shall mean [the first and second anniversaries of the Date of Grant], provided that the Grantee is serving on the Board of Directors of Atlanticus from the Date of Grant through the applicable date. [At any time during the period of this Option commencing with the first anniversary of the Date of Grant, the Grantee may purchase up to 50% of the shares covered by this Option and may purchase the remaining 50% of the Shares covered by this Option on the second anniversary of the Date of Grant, so that this Option will be fully vested on the second anniversary of the Date of Grant].

2. Grant of Option. Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee shall have the right, at any

time after the Vesting Date and on or before the Expiration Date, to purchase the number of shares of Common Stock set forth on page 1 of this Agreement and pursuant to the definition of Vesting Date, such number of shares and the Option Price being subject to adjustment in accordance with the provisions set forth below and in accordance with the terms of the Plan.

3. Manner of Exercise. Subject to the terms, conditions, and limitations set forth herein, this Option may be exercised in whole or in part at any time or from time to time after the Vesting Date and on or before the Expiration Date as to any part of the number of whole shares of Common Stock then vested pursuant to the definition of Vesting Date and available under this Option. Such exercise shall be effective only if the Grantee provides a notice of exercise in accordance with instructions of the plan administrator, indicating the number of shares of Common Stock to be purchased and accompanied by payment of the Option Price. Payment of the Option Price may be made (i) in cash or its equivalent, (ii) by tendering previously acquired shares of Common Stock having a Fair Market Value, at the time of exercise, equal to the Option Price; or (iii) through a cashless exercise procedure, as permitted under the Federal Reserve Board's Regulation T or other net exercise, subject to applicable securities law restrictions and which the Committee determines to be consistent with the Plan's purpose and applicable law.

Upon any effective exercise of this Option, Atlanticus shall become obligated to issue a certificate or certificates to the Grantee representing the number of shares of Common Stock so purchased. No fractional shares will be issued.

4. Expiration of Option. This Option shall expire, shall become null and void, and shall be of no further force and effect upon the earliest to occur of the following events:

(a) Two months after the date of the Grantee's resignation or other voluntary termination of his or her service as a director of Atlanticus (other than by reason of his or her death or Disability), but during such two month period the Option shall be exercisable only to the extent that it was exercisable as of the date of resignation or termination;

(b) Two months after the date on which Atlanticus or other authority terminates the Grantee's service as a director of Atlanticus for any reason or the Grantee fails to be re-elected as a director of Atlanticus, provided, however, that during such two month period the Option shall continue to vest in accordance with the vesting schedule set forth in the definition of Vesting Date;

(c) Six months after the date on which Grantee's service as a director of Atlanticus is terminated by reason of the Grantee's death or Disability, but during such six month period the Option shall be exercisable only to the extent that it was exercisable as of the date of death or Disability; or

(d) Five years from the Date of Grant.

5. Holder's Exercise Subject to Compliance with Securities Laws. Notwithstanding the exercise of this Option, in whole or in part, in accordance with all other provisions of this Option, Atlanticus shall have no obligation to honor such exercise and to issue Common Stock pursuant thereto unless (a) the Grantee furnishes Atlanticus an agreement in such form as the Committee may specify in which the Grantee (or any person acting on his or her behalf) represents that the Common Stock acquired by him or her upon exercise is being acquired for investment and not with a view to the distribution thereof, or such other representations as may be required by the Committee in accordance with the advice of legal counsel, unless the Committee shall have received advice from legal counsel that such representation is not required, and (b) such exercise and the issuance of the Common Stock does not violate applicable securities laws.

6. Adjustment of Option Price and Number of Shares That May be Purchased Hereunder. The Option Price and the number of shares of Common Stock that may be purchased hereunder shall be subject to adjustment from time to time by the Committee in accordance with the terms of the Plan in the event of certain changes in the Common Stock or certain corporate transactions affecting the number or value of the shares of Common Stock.

7. Notice of Adjustments. Upon the occurrence of any adjustment of the Option Price, or any increase or decrease in the number of shares of Common Stock that may be purchased upon the exercise of this Option, then, and in each such case, Atlanticus, within 30 days thereafter, shall give written notice thereof to the Grantee at the address of the Grantee as shown on the books of Atlanticus, which notice shall state the Option Price as adjusted and the increased or decreased number of shares that may be purchased upon the exercise of this Option, setting forth in reasonable detail the method of calculation of each.

8. Assignment. This Option may only be transferred or assigned in accordance with the terms of the Plan.

9. No Right to Continued Service. This Option does not confer upon the Grantee the right to continued service as a director of Atlanticus, nor shall it interfere with the right of Atlanticus or any other authority to terminate his or her service as a director of Atlanticus at any time.

10. Miscellaneous.

(a) Atlanticus covenants that it will at all times reserve and keep available, solely for the purpose of issue upon the exercise of this Option, a sufficient number of shares of Common Stock to permit the exercise of this Option in full.

(b) The terms of this Option shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(c) The Grantee shall not be entitled to vote or to receive dividends with respect to any Common Stock that may be, but has not been, purchased under this Option and shall not be deemed to be a shareholder of Atlanticus with respect to any such Common Stock for any purpose.

(d) This Option has been issued pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(e) This grant is intended to be a Non-409A Award under the Plan.

(f) This Agreement shall be governed by the laws of the State of Georgia.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ______________________________

Its: ______________________________

GRANTEE:

____

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Section 5: EX-10.5 (EXHIBIT 10.5)

Exhibit 10.5

[Form for Employees]
ATLANTICUS HOLDINGS CORPORATION
NONQUALIFIED STOCK OPTION
COMMON STOCK
(No Par Value)

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

OPTION FOR THE PURCHASE OF: _________ Shares

EXERCISE PRICE PER SHARE: $ _________

DATE OF GRANT: _______________

THIS OPTION AGREEMENT (this "Agreement"), made and entered into this ____ day of ______, 20__, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation ("Atlanticus"), and _________ (the "Grantee");

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the "Plan"); and

WHEREAS, the Plan authorizes the Compensation Committee ("Committee") to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of a Nonqualified Stock Option.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, including that provided under any non-compete or similar agreement, the receipt and sufficiency of which are hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. General Definitions. Any capitalized terms herein shall have the meanings set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meaning set forth below:

(a) "Atlanticus" shall mean Atlanticus Holdings Corporation.

(b) "Common Stock" shall mean the common stock of Atlanticus, no par value per share.

(c) "Disability" shall have the meaning set forth in Section 22(e)(3) of the Code.

(d) "Expiration Date" shall mean the date on which this Option expires pursuant to the provisions of paragraph 4 hereof.

(e) "Option" shall mean the option evidenced by this Agreement, which is intended to be a "nonqualified stock option."

(f) "Option Price" shall mean the purchase price of each share of Common Stock that may be purchased by the Grantee upon the exercise of this Option, in whole or in part. The Option Price is set forth under "Exercise Price Per Share" on page 1 of this Agreement as adjusted from time to time in accordance with the provisions hereof and in accordance with the terms of the Plan.

(g) "Option Shares" shall mean the aggregate number of shares of Common Stock set forth on page 1 of this Agreement as adjusted from time to time in accordance with the provisions hereof and in accordance with the terms of the Plan.

(h) "Vesting Date" shall mean [the first, second and third anniversaries of the Date of Grant], provided that the Grantee remains continuously employed with Atlanticus or any Affiliate from the Date of Grant through the applicable date [and the performance criteria applicable to the Option Shares that are eligible to vest and become exercisable on such vesting date, set forth in Exhibit A attached hereto, are satisfied]. [At any time during the period of this Option commencing with the first anniversary of the Date of Grant, the Grantee may purchase up to 33 1/3% of the shares covered by this Option and may purchase additional increments of 33 1/3% of the Shares covered by

this Option on the second and third anniversaries of the Date of Grant, so that this Option will be fully vested on the third anniversary of the Date of Grant] [provided that the performance criteria applicable to the Option Shares that are eligible to vest and become exercisable on such vesting date have been satisfied].

2. Grant of Option. Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee shall have the right, at any time after the Vesting Date and on or before the Expiration Date, to purchase the Option Shares.

3. Manner of Exercise. Subject to the terms, conditions, and limitations set forth herein, this Option may be exercised in whole or in part at any time or from time to time after the Vesting Date and on or before the Expiration Date as to any part of the number of whole shares of Common Stock then vested pursuant to the definition of Vesting Date and available under this Option. Such exercise shall be effective only if the Grantee provides a notice of exercise in accordance with instructions of the plan administrator, indicating the number of shares of Common Stock to be purchased and accompanied by payment of the Option Price and any withholding amounts described below. Payment of the Option Price and any such withholding amounts may be made (i) in cash or its equivalent, (ii) by tendering previously acquired shares of Common Stock having a Fair Market Value, at the time of exercise, equal to the Option Price and tax withholding amounts; or (iii) through a cashless exercise procedure, as permitted under the Federal Reserve Board's Regulation T or other net exercise, subject to applicable securities law restrictions and which the Committee determines to be consistent with the Plan's purpose and applicable law.

Upon any effective exercise of this Option, Atlanticus shall become obligated to issue a certificate or certificates to the Grantee representing the number of shares of Common Stock so purchased. No fractional shares will be issued.

4. Expiration of Option. This Option shall expire, shall become null and void, and shall be of no further force and effect upon the earliest to occur of the following events:

(a) Two months after the date of the Grantee's resignation or other voluntary termination of his or her employment with Atlanticus and its Affiliates (other than by reason of his or her death or Disability), but during such two month period the Option shall be exercisable only to the extent that it was exercisable as of the date of resignation or termination;

(b) Immediately upon the violation by the Grantee of a term or condition of any non-compete or similar such agreement entered into between the Grantee and Atlanticus, regardless of whether such agreement otherwise is enforceable;

(c) Immediately upon the dismissal of the Grantee from his or her employment with Atlanticus or any Affiliate for Cause at any time;

(d) Two months after the date on which Atlanticus and its Affiliates terminate the Grantee's employment for any reason other than Cause, provided that during such two month period the Option shall continue to vest in accordance with the requirements set forth in the definition of Vesting Date [and the terms referenced in such definition] or, if later, two months from the date the Option became vested and exercisable with respect to the applicable Option Shares;

(e) Six months after the date on which Grantee's employment with Atlanticus and its Affiliates is terminated by reason of the Grantee's death or Disability, but during such six month period the Option shall be exercisable only to the extent that it was exercisable as of the date of death or Disability; or

(f) Five years from the Date of Grant.

5. Holder's Exercise Subject to Compliance with Securities Laws. Notwithstanding the exercise of this Option, in whole or in part, in accordance with all other provisions of this Option, Atlanticus shall have no obligation to honor such exercise and to issue Common Stock pursuant thereto unless (a) the Grantee furnishes Atlanticus an agreement in such form as the Committee may specify in which the Grantee (or any person acting on his or her behalf) represents that the Common Stock acquired by him or her upon exercise is being acquired for investment and not with a view to the distribution thereof, or such other representations as may be required by the Committee in accordance with the advice of legal counsel, unless the Committee shall have received advice from legal counsel that such representation is not required, and (b) such exercise and the issuance of the Common Stock does not violate applicable securities laws.

6. Adjustment of Option Price and Number of Shares That May be Purchased Hereunder. The Option Price and the Option Shares shall be subject to adjustment from time to time by the Committee in accordance with the terms of the Plan in the event of certain changes in the Common Stock or certain corporate transactions affecting the number or value of the shares of Common Stock.

7. Notice of Adjustments. Upon the occurrence of any adjustment of the Option Price, or any increase or decrease in the Option Shares, then, and in each such case, Atlanticus, within 30 days thereafter, shall give written notice thereof to the Grantee at the address of the Grantee as shown on the books of Atlanticus, which notice shall state the Option Price as adjusted and the increased or decreased number of Option Shares, setting forth in reasonable detail the method of calculation of each.

8. Assignment. This Option may only be transferred or assigned in accordance with the terms of the Plan.

9. No Right to Continued Employment. This Option does not confer upon the Grantee the right to continued employment with Atlanticus or any Affiliate, nor shall it interfere with the right of Atlanticus or any Affiliate to terminate his or her employment at any time.

10. Miscellaneous.

(a) Atlanticus covenants that it will at all times reserve and keep available, solely for the purpose of issue upon the exercise of this Option, a sufficient number of shares of Common Stock to permit the exercise of this Option in full.

(b) The terms of this Option shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(c) The Grantee shall not be entitled to vote or to receive dividends with respect to any Common Stock that may be, but has not been, purchased under this Option and shall not be deemed to be a shareholder of Atlanticus with respect to any such Common Stock for any purpose.

(d) This Option has been issued pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(e) This grant is intended to be a Non-409A Award under the Plan.
(f) This Agreement shall be governed by the laws of the State of Georgia.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ____________________________________

Its: ____________________________________

GRANTEE:

____

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Section 6: EX-10.6 (EXHIBIT 10.6)

Exhibit 10.6

[Form for Directors]
ATLANTICUS HOLDINGS CORPORATION
RESTRICTED STOCK UNIT AGREEMENT

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

NUMBER OF RESTRICTED STOCK UNITS: __________

DATE OF GRANT: ____________

THIS RESTRICTED STOCK UNIT AGREEMENT (this “Agreement”), made and entered into this ____ day of ______ , 20__, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation (“Atlanticus”), and __________ (the “Grantee”);

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the “Plan”); and

WHEREAS, the Plan authorizes the Compensation Committee (“Committee”) to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of Restricted Stock Units.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. *General Definitions*. Any capitalized terms herein shall have the meanings set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meanings set forth below:

(a) “Atlanticus” or “Company” shall mean Atlanticus Holdings Corporation.

(b) “Common Stock” shall mean the common stock of Atlanticus, no par value per share.

(c) “Disability” shall have the meaning set forth in Section 22(e)(3) of the Code.

(d) “Restricted Stock Units” or “RSUs” shall mean the number of Restricted Stock Units set forth on page 1 of this Agreement.

(e) “Vesting Date” shall mean the date that all conditions and restrictions imposed upon the Restricted Stock Units granted in accordance with this Agreement, including vesting pursuant to Section 3, are completely satisfied and the applicable Restricted Stock Units become vested, earned and payable.

2. *Grant of Units*. Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee has been awarded the Restricted Stock Units. Each Restricted Stock Unit corresponds to one share of the Common Stock of the Company. Until the Vesting Date, the Restricted Stock Units represent an unsecured promise of the Company to deliver, and the right of the Grantee to receive, one share of Common Stock of the Company at the time and on the terms and conditions set forth herein for each Restricted Stock Unit that becomes vested, earned and payable. As a holder of RSUs, the Grantee only has the rights of a general unsecured creditor of the Company. Upon the terms and subject to the conditions and limitations herein set forth, the Grantee shall have the right to receive on the Vesting Date one share of the Common Stock of the Company for each Restricted Stock Unit that then becomes vested, earned and payable. Subject to Section 4, as soon as administratively practicable (and no later than 30 days) after the Vesting Date, the shares of Common Stock shall be issued to the Grantee as unlegended shares of Common Stock. Any Restricted Stock Units that do not or cannot become vested, earned and payable pursuant to Section 3 shall be forfeited to Atlanticus.

3. *Vesting*. Subject to the terms, conditions, and limitations set forth herein, the Restricted Stock Units shall vest and become earned and payable [in equal installments on each of the first two anniversaries of the Date of Grant] (each of which shall constitute a Vesting Date) provided that the Grantee is serving on the Board of Directors of Atlanticus from the Date of Grant through the applicable date. Provided that the Grantee is on the Board of Directors of Atlanticus at the time of a "Change in Control," any Restricted Stock Units that theretofore have not become vested, earned and payable shall immediately become vested, earned and payable upon a "Change in Control."

Notwithstanding the foregoing, any Restricted Stock Units that theretofore have not become vested, earned and payable shall immediately become vested, earned and payable upon the death or Disability of Grantee while serving on the Board of Directors of Atlanticus.

Upon issuance, the Grantee will be responsible for payment of all income and any other taxes in connection with the issuance of such shares of Common Stock.

4. *Transfer Subject to Compliance with Securities Laws*. Notwithstanding the vesting of any Restricted Stock Units and delivery of shares of Common Stock thereunder, Grantee shall not be entitled to transfer any shares of Common Stock Grantee is issued except in compliance with applicable securities laws.

5. *No Right to Continued Service*. The grant evidenced hereby does not confer upon the Grantee the right to continued service on the Board of Directors of Atlanticus, nor shall it interfere with the right of Atlanticus or any other authority to terminate Grantee's service on the Board of Directors of Atlanticus at any time.

6. *Adjustment of RSUs.* The number of Restricted Stock Units that may become vested, earned and payable hereunder shall be subject to adjustment from time to time by the Committee in accordance with the terms of the Plan in the event of certain changes in the Common Stock or certain corporate transactions affecting the number or value of the shares of Common Stock.

7. *Miscellaneous*.

(a) These Restricted Stock Units may only be transferred or assigned in accordance with the terms of the Plan.

(b) The terms of this Agreement shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(c) The Grantee shall not be entitled to vote or to receive dividends with respect to any shares of Common Stock subject to any Restricted Stock Units until vesting of the Restricted Stock Units and issuance of the certificate representing such shares of Common Stock.

(d) This grant has been made pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(e) This grant is intended to be a Non-409A Award under the Plan.

(f) This Agreement shall be governed by the laws of the State of Georgia.

(g) Atlanticus covenants that it will at all times reserve and keep available, solely for purposes of issue upon vesting of these Restricted Stock Units, a sufficient number of shares of Common Stock to permit issuance of the shares of Common Stock in full on vesting of the Restricted Stock Units.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ____

Its: Chief Executive Officer

GRANTEE:

____

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Section 7: EX-10.7 (EXHIBIT 10.7)

Exhibit 10.7

[Form for Employees]
ATLANTICUS HOLDINGS CORPORATION
RESTRICTED STOCK UNIT AGREEMENT

PLAN: Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan

NUMBER OF RESTRICTED STOCK UNITS: __________

DATE OF GRANT: __________

THIS RESTRICTED STOCK UNIT AGREEMENT (this "Agreement"), made and entered into this ____ day of ______ , 20__, by and between ATLANTICUS HOLDINGS CORPORATION, a Georgia corporation ("Atlanticus"), and __________ (the "Grantee");

W I T N E S S E T H:

WHEREAS, the Atlanticus Board of Directors has adopted, and the Atlanticus shareholders have approved, the Atlanticus Holdings Corporation Fourth Amended and Restated 2014 Equity Incentive Plan (the "Plan"); and

WHEREAS, the Plan authorizes the Compensation Committee ("Committee") to cause Atlanticus to enter into a written agreement with the Grantee setting forth the form and the amount of any award and any conditions and restrictions of the award imposed by the Plan and this Agreement; and

WHEREAS, the Committee desires to make an award to the Grantee consisting of Restricted Stock Units.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, including that provided under any non-compete or similar agreement, the receipt and sufficiency of which are hereby acknowledged, Atlanticus and the Grantee hereby agree as follows:

1. *General Definitions.* Any capitalized terms herein shall have the meanings set forth in the Plan, and, in addition, for purposes of this Agreement, each of the following terms, when used herein, shall have the meanings set forth below:
(a) "Atlanticus" or "Company" shall mean Atlanticus Holdings Corporation.
(b) "Common Stock" shall mean the common stock of Atlanticus, no par value per share.
(c) "Disability" shall have the meaning set forth in Section 22(e)(3) of the Code.
(d) "Restricted Stock Units" or "RSUs" shall mean the number of Restricted Stock Units set forth on page 1 of this Agreement.
(e) "Tax Withholding" shall mean the minimum amount that Atlanticus determines is required under applicable federal, state or local law to be withheld and paid over to governmental taxing authorities by reason of the delivery of shares of Common Stock pursuant to the Restricted Stock Units.
(f) "Vesting Date" shall mean the date that all conditions and restrictions imposed upon the Restricted Stock Units granted in accordance with this Agreement, including vesting pursuant to Section 3, are completely satisfied and the applicable Restricted Stock Units become vested, earned and payable.

2. *Grant of Units.* Upon the terms and subject to the conditions and limitations hereinafter set forth, the Grantee has been awarded the Restricted Stock Units. Each Restricted Stock Unit corresponds to one share of the Common Stock of the Company. Until the Vesting Date, the Restricted Stock Units represent an unsecured promise of the Company to deliver, and the right of the Grantee to receive, one share of Common Stock of the Company at the time and on the terms and conditions set forth herein for each Restricted Stock Unit that becomes vested, earned and payable. As a holder of RSUs, the Grantee only has the rights of a general unsecured creditor of the Company. Upon the terms and subject to the conditions and limitations herein set forth, the Grantee shall have the right to receive on the Vesting Date one share of the Common Stock of the Company for each Restricted Stock Unit that then becomes vested, earned and payable. Subject to Section 4, as

soon as administratively practicable (and no later than 30 days) after the Vesting Date, the shares of Common Stock shall be issued to the Grantee as unlegended shares of Common Stock. Any Restricted Stock Units that do not or cannot become vested, earned and payable pursuant to Section 3 shall be forfeited to Atlanticus.

3. *Vesting.* Subject to the terms, conditions, and limitations set forth herein, the Vesting Date for the Restricted Stock Units shall occur on [the third anniversary of the Date of Grant (and on such date the Restricted Stock Units shall become 100% vested, earned and payable)], provided that the Grantee is a full-time employee of Atlanticus (or one of its Affiliates) from the Date of Grant through the applicable date. [Provided that the Grantee is a full-time employee of Atlanticus (or one of its Affiliates) at the time of a "Change in Control," any Restricted Stock Units that theretofore have not become vested, earned and payable shall immediately become vested, earned and payable upon a "Change in Control."]

Notwithstanding the foregoing, any Restricted Stock Units that theretofore have not become vested, earned and payable shall immediately become vested, earned and payable upon termination by Atlanticus (or its Affiliates) of Grantee's employment other than for Cause or in the case of the death or Disability of Grantee while employed by Atlanticus (or one of its Affiliates). A transfer of Grantee from Atlanticus to a subsidiary or vice versa shall not constitute a termination for these purposes.

Upon issuance of the shares of Common Stock, Atlanticus shall retain, and not issue, shares of Common Stock having a Fair Market Value, at the time of issuance, equal to the Tax Withholding, unless prior to the Vesting Date the Grantee has made arrangements satisfactory to Atlanticus regarding the payment of the Tax Withholding.

4. *Transfer Subject to Compliance with Securities Laws.* Notwithstanding the vesting of any Restricted Stock Units and delivery of shares of Common Stock thereunder, Grantee shall not be entitled to transfer any shares of Common Stock Grantee is issued except in compliance with applicable securities laws.

5. *No Right to Continued Employment.* The grant evidenced hereby does not confer upon the Grantee the right to continued employment with Atlanticus or any Affiliate, nor shall it interfere with the right of Atlanticus or any Affiliate to terminate Grantee's employment at any time.

6. *Adjustment of RSUs.* The number of Restricted Stock Units that may become vested, earned and payable hereunder shall be subject to adjustment from time to time by the Committee in accordance with the terms of the Plan in the event of certain changes in the Common Stock or certain corporate transactions affecting the number or value of the shares of Common Stock.

7. *Miscellaneous.*

(a) These Restricted Stock Units may only be transferred or assigned in accordance with the terms of the Plan.

(b) The terms of this Agreement shall be binding upon and shall inure to the benefit of any successors or assigns of Atlanticus and of the Grantee.

(c) The Grantee shall not be entitled to vote or to receive dividends with respect to any shares of Common Stock subject to any Restricted Stock Units until vesting of the Restricted Stock Units and issuance of the certificate representing such shares of Common Stock.

(d) This grant has been made pursuant to the Plan and shall be subject to, and governed by, the terms and provisions thereof. The Grantee hereby agrees to be bound by all the terms and provisions of the Plan. In the event of any conflict between the terms of the Plan and this Agreement, the provisions of the Plan shall govern.

(e) This grant is intended to be a Non-409A Award under the Plan.

(f) This Agreement shall be governed by the laws of the State of Georgia.

(g) Atlanticus covenants that it will at all times reserve and keep available, solely for purposes of issue upon vesting of these Restricted Stock Units, a sufficient number of shares of Common Stock to permit issuance of the shares of Common Stock in full on vesting of the Restricted Stock Units.

IN WITNESS WHEREOF, Atlanticus and the Grantee have executed this Agreement as of the day and year first above written.

ATLANTICUS HOLDINGS CORPORATION

By: ______________________________

Its: ______________________________

GRANTEE:

____

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Section 8: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATIONS

I, David G. Hanna, certify that:

1. I have reviewed this report on Form 10-Q of Atlanticus Holdings Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report; and

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the fourth fiscal period in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 14, 2019

/s/ DAVID G. HANNA
David G. Hanna
Chief Executive Officer and Chairman of the Board

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Section 9: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATIONS

I, William R. McCamey, certify that:

1. I have reviewed this Report on Form 10-Q of Atlanticus Holdings Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report; and

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the fourth fiscal period in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2019

/s/ WILLIAM R. McCAMEY
William R. McCamey
Chief Financial Officer

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Section 10: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

CERTIFICATION

The undersigned, as the Chief Executive Officer and Chairman of the Board, and as the Chief Financial Officer, respectively, of Atlanticus Holdings Corporation, certify that, to the best of their knowledge and belief, the Quarterly Report on Form 10-Q for the period ended June 30, 2019, which accompanies this certification fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of Atlanticus Holdings Corporation at the dates and for the periods indicated. The foregoing certifications are made pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) and shall not be relied upon for any other purpose.

This 14th day of August, 2019.

/s/ DAVID G. HANNA
David G. Hanna
Chief Executive Officer and
Chairman of the Board

/s/ WILLIAM R. McCAMEY
William R. McCamey
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Atlanticus Holdings Corporation and will be retained by Atlanticus Holdings Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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