

PORTFOLIO RECOVERY ASSOCIATES INC

Form 10-K/A

March 29, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A  
Amendment No. 1**

- x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) ACT OF 1934 OF THE SECURITIES EXCHANGE

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-50058

**Portfolio Recovery Associates, Inc.**

*(Exact name of registrant as specified in its charter)*

Delaware

75-3078675

*(State or other jurisdiction of  
incorporation or organization)*

*(I.R.S. Employer  
Identification No.)*

120 Corporate Boulevard, Norfolk, Virginia

23502

*(Address of principal executive offices)*

*(zip code)*

Registrant's telephone number, including area code: (888) 772-7326

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$0.01 par value per share

*(Title of Class)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant as of February 12, 2004 was \$229,374,131.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

The number of shares of the registrant's Common Stock outstanding as of February 12, 2004 was 15,299,676.

Documents incorporated by reference: Portions of the Proxy Statement for the Company's 2003 Annual Meeting of Stockholders are incorporated by reference into Items 11, 12 and 13 of Part III of this Form 10-K.

---

**EXPLANATORY NOTE**

This Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2003 of Portfolio Recovery Associates, Inc., is being filed solely to add exhibits and schedules to certain agreements included as an exhibit and to remove certain other agreements formerly included as exhibits, all in accordance with Item 601 of Regulation S-K. Other than these corrections, none of the information contained in the Annual Report on Form 10-K filed on February 18, 2004 has been revised or amended.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K.**

**(a) Financial Statements.**

The following financial statements of the Company are included in Item 8 of the Annual Report on Form 10-K:

	<u>Page</u>
Report of Independent Auditors	39
Consolidated Statements of Financial Position at December 31, 2003 and 2002	40
Consolidated Statements of Operations for the years ended December 31, 2003, 2002 and 2001	41
Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2003, 2002 and 2001	42
Consolidated Statements of Cash Flows For the years ended December 31, 2003, 2002 and 2001	43
Notes to Consolidated Financial Statements	44-58

**(b) Reports on Form 8-K.**

Filed October 27, 2003, issuance of a quarterly earnings press release for the three and nine months ended September 30, 2003.

**(c) Exhibits.**

- 2.1 Equity Exchange Agreement between Portfolio Recovery Associates, L.L.C. and Portfolio Recovery Associates, Inc. (Incorporated by reference to Exhibit 2.1 of the Registration Statement on Form S-1.)
- 3.1 Amended and Restated Certificate of Incorporation of Portfolio Recovery Associates, Inc. (Incorporated by reference to Exhibit 3.1 of the Registration Statement on Form S-1.)
- 3.2 Amended and Restated By-Laws of Portfolio Recovery Associates, Inc. (Incorporated by reference to Exhibit 3.2 of the Registration Statement on Form S-1.)
- 4.1 Form of Common Stock Certificate (Incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-1.)
- 4.2

Edgar Filing: PORTFOLIO RECOVERY ASSOCIATES INC - Form 10-K/A

Form of Warrant (Incorporated by reference to Exhibit 4.2 of the Registration Statement on Form S-1.)

- 10.1 Employment Agreement, dated December 8, 2002, by and between Steven D. Fredrickson and Portfolio Recovery Associates, Inc.
  - 10.2 Employment Agreement, dated December 8, 2002, by and between Kevin P. Stevenson and Portfolio Recovery Associates, Inc.
  - 10.3 Employment Agreement, dated December 8, 2002, by and between Craig A. Grube and Portfolio Recovery Associates, Inc.
  - 10.4 Employment Agreement, dated December 27, 2002, by and between James L. Keown and Portfolio Recovery Associates, Inc.
  - 10.5 Employment Agreement, dated December 8, 2002, by and between Judith S. Scott and Portfolio Recovery Associates, Inc.
-

- 10.6 Portfolio Recovery Associates, Inc. 2002 Stock Option Plan. (Incorporated by reference to Exhibit 10.12 of the Registration Statement on Form S-1.)
  - 10.7 Loan and Security Agreement, dated November 28, 2003, by and between Portfolio Recovery Associates, Inc. and RBC Centura Bank.
  - 10.8 Commercial Promissory Note, dated November 28, 2003, by and between Portfolio Recovery Associates, Inc. and RBC Centura Bank.
  - 21.1 Subsidiaries of Portfolio Recovery Associates, Inc. (Incorporated by reference to Exhibit 2.1 of the Registration Statement on Form S-1.)
  - 23.1 Consent of PricewaterhouseCoopers LLP (Incorporated by reference to Exhibit 23.1 of the Annual Report on Form 10-K for the year ended December 31, 2003.)
  - 24.1 Powers of Attorney. (Incorporated by reference to Exhibit 24.1 of the Annual Report on Form 10-K for the year ended December 31, 2003.)
  - 31.1 Section 302 Certifications of Chief Executive Officer and Chief Financial Officer
  - 32.1 Section 906 Certifications of Chief Executive Officer and Chief Financial Officer
-

**SIGNATURES**

In accordance with Section 13 or 15(d) 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.

Portfolio Recovery Associates, Inc.  
(Registrant)

Dated: March 29, 2004

By: /s/ Steven D. Fredrickson  
Steven D. Fredrickson  
President, Chief Executive Officer  
and Chairman of the Board

Dated: March 29, 2004

By: /s/ Kevin P. Stevenson  
Kevin P. Stevenson  
Chief Financial Officer, Executive Vice  
President,  
Treasurer and Assistant Secretary