

Item 5.07.

Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Shareholders on May 11, 2012. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, and there was no solicitation in opposition to the Board's solicitation. The only matter acted upon at the meeting was a proposal to elect five directors for terms expiring at the 2013 Annual Meeting of Shareholders. The proposal was approved by the shareholders pursuant to the voting results set forth below.

Nominee	For	Withheld	Broker Non-Votes
David G. Hanna	16,951,799	312,931	--
Richard R. House, Jr.	16,941,698	323,032	--
Deal W. Hudson	16,848,240	416,490	--
Mack F. Mattingly	16,949,057	315,673	--
Thomas G. Rosencrants	16,821,135	443,595	--

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 hereunto duly authorized.

COMPUCREDIT
HOLDINGS
CORPORATION

Date: May 14, 2012 By: /s/J.Paul Whitehead,
III
Name: J.Paul Whitehead, III
Title: Chief Financial Officer

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