

ASTA FUNDING INC
Form DEFA14A
March 12, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ASTA FUNDING, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Asta Funding, Inc. (the Company, we or us) will convene its annual meeting of stockholders (the Meeting) on Wednesday, March 21, 2012. One of the proposals to be considered by our stockholders at the Meeting is the adoption of the Asta Funding, Inc. 2012 Stock Option and Performance Award Plan (the 2012 Plan). In our definitive proxy statement (the Proxy Statement) for the Meeting, we indicated that, if our stockholders approve the 2012 Plan, we will issue further awards under our Equity Compensation Plan (the Equity Compensation Plan), until such time as no additional shares remain under the Equity Compensation Plan.

On February 29, 2012, our board of directors adopted amendments to the Equity Compensation Plan and to the Asta Funding, Inc. 2002 Stock Option Plan (the 2002 Plan). The amendments provide that, effective upon receiving stockholder approval of the 2012 Plan, no additional awards will be issued under the Equity Compensation Plan or the 2002 Plan.

Under the rules of the Securities and Exchange Commission (the SEC), this filing may be deemed to be a solicitation by us. We have filed with the SEC and mailed to our stockholders the Proxy Statement in connection with our annual meeting of stockholders to be held on Wednesday, March 21, 2012. The Proxy Statement contains information regarding our directors and executive officers who may be deemed to be participants in this solicitation. The Proxy Statement, the form of proxy card, this filing, and our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, including financial statements, are available on the internet at <http://www.proxydocs.com/asfi>.