

Regional Management Corp.
Form 4
April 24, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunn Michael R

(Last) (First) (Middle)

C/O REGIONAL MANAGEMENT CORP., 979 BATESVILLE ROAD, SUITE B

(Street)

GREER, SC 29651

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Regional Management Corp. [RM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 04/20/2017 | | S ⁽¹⁾ | 5,252 | D | \$ 20.09 | 153,961 | D |
| | | | | | | (2) | | |
| Common Stock | 04/21/2017 | | S ⁽¹⁾ | 12,478 | D | \$ 20.24 | 141,483 | D |
| | | | | | | (3) | | |
| Common Stock | 04/24/2017 | | S ⁽¹⁾ | 5,387 | D | \$ 20.57 | 136,096 | D |
| | | | | | | (4) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunn Michael R C/O REGIONAL MANAGEMENT CORP. 979 BATESVILLE ROAD, SUITE B GREER, SC 29651 | X | | | |

Signatures

/s/ Brian J. Fisher, 04/24/2017
attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The transactions covered by this Form 4 have been effected pursuant to a Rule 10b5-1 Sales Plan adopted on February 13, 2017, as amended on March 7, 2017, under which the reporting person intends to sell up to a total of 75,000 shares. The Rule 10b5-1 Sales Plan is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.19, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.05 to \$20.44, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional

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Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.25 to \$20.75, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.