

Regional Management Corp.  
Form 4  
December 12, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Palladium Equity Partners III, L.L.C.

(Last) (First) (Middle)

ROCKEFELLER CENTER, 1270 AVENUE OF THE AMERICAS, SUITE 2200

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regional Management Corp. [RM]

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

12/10/2013

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.10 per share | 12/10/2013                           |  | M                              |   | 4,000   | A  | \$ 15                                      |
|  |                                      |  |                                |   |   |  | 1,148,622                                  |
|  |                                      |  |                                |   |   |  | I  |
|  |                                      |  |                                |   |   |  | See footnotes (1) (4)                      |
| Common Stock, par value \$0.10 per share | 12/10/2013                           |  | S                              |   | 1,148,622   | D  | \$ 29.605                                  |
|  |                                      |  |                                |   |   |  | 0  |
|  |                                      |  |                                |   |   |  | (2)  |
|  |                                      |  |                                |   |   |  | I  |
|  |                                      |  |                                |   |   |  | See footnotes (1) (4)                      |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 15  | 12/10/2013                           |  | M                              | 4,000   | <sup>(5)</sup> 03/27/2022                                | Common Stock  | 4,000                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Palladium Equity Partners III, L.L.C.<br>ROCKEFELLER CENTER<br>1270 AVENUE OF THE AMERICAS, SUITE 2200<br>NEW YORK, NY 10020 | X             | X         |         |       |
| Palladium Equity Partners III L P<br>ROCKEFELLER CENTER<br>1270 AVENUE OF THE AMERICAS, SUITE 2200<br>NEW YORK, NY 10020     |               |           | X       |       |
| Rodriguez Marcos A<br>ROCKEFELLER CENTER<br>1270 AVENUE OF THE AMERICAS, SUITE 2200<br>NEW YORK, NY 10020                    |               |           | X       |       |

## Signatures

Palladium Equity Partners III, L.P.: By Palladium Equity Partners III, L.L.C., its general partner, By: /s/ Erik A. Scott Name: Erik A. Scott Title: Attorney-in-Fact for Marcos A. Rodriguez, Managing Member,

12/12/2013

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| <u>Signature of Reporting Person</u>  | Date       |
|---|------------|
| Palladium Equity Partners III, L.L.C. By: Erik A. Scott Name: Erik A. Scott Title:<br>Attorney-in-Fact for Marcos A. Rodriguez, Managing Member | 12/12/2013 |
| <u>Signature of Reporting Person</u>  | Date       |
| Marcos A. Rodriguez: By: /s/ Erik A. Scott Name: Erik A. Scott, Title: Attorney-in-Fact for<br>Marcos A. Rodriguez                              | 12/12/2013 |
| <u>Signature of Reporting Person</u>  | 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).
  - (1) Includes 1,139,240 shares of common stock of Regional Management Corp. (the "Issuer") held directly by Palladium Equity Partners III, L.P. and 4,691 shares of common stock held by each of David Perez and Erik A. Scott as nominee holders on behalf of Palladium Equity Partners III, L.P.
  - (2) This amount represents the \$31.00 public offering price per share of the common stock of the Issuer less the underwriting discount of \$1.395 per share.
  - (3) These securities are held by David Perez and Erik A. Scott as nominee holders on behalf of Palladium Equity Partners III, L.P.
  - (4) The general partner of Palladium Equity Partners III, L.P. is Palladium Equity Partners III, L.L.C. Marcos A. Rodriguez is the managing member of Palladium Equity Partners III, L.L.C. Mr. Perez is a Managing Director of Palladium Equity Partners III, L.P. Mr. Scott is a Managing Director of Palladium Equity Partners III, L.P.
  - (5) The option vests in five equal annual installments beginning on March 27, 2013.

### Remarks:

David Perez and Erik A. Scott serve on the board of directors of the Issuer as representatives of the Reporting Persons. Mr. Pe

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing s

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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