

Regional Management Corp.

Form 4

August 16, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Godley Richard A

(Last) (First) (Middle)

C/O REGIONAL MANAGEMENT
CORP., 509 WEST BUTLER ROAD

(Street)

GREENVILLE, SC 29607

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2013

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 Beneficial Ownership (Instr. 4)
Common Stock	08/14/2013		M(2)	2,000 A \$ 15	329,220	I	see footnote (2)
Common Stock					180,000	I	see footnote (3)
Common Stock					60,000	I	see footnote (4)
Common Stock					61,505	I	see footnote (5)

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 (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	08/14/2013		M	2,000	⁽¹⁾ 03/27/2022	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Godley Richard A C/O REGIONAL MANAGEMENT CORP. 509 WEST BUTLER ROAD GREENVILLE, SC 29607	X

Signatures

/s/ A. Michelle Masters,
attorney-in-fact

08/16/2013

__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).

(1) The exercised portion of the option vested on March 27, 2013. The unexercisable portion of the option vests in four equal annual installments beginning on March 27, 2014.

(2) The reporting person holds the exercised stock option in his individual capacity, but upon exercise, the reporting person directed the Issuer to issue the shares in the name of the Richard A. Godley, Sr. Revocable Trust. As a result, these shares of common stock of the Issuer are held by the Richard A. Godley, Sr. Revocable Trust. The reporting person is the sole trustee of the Richard A. Godley, Sr. Revocable Trust.

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- These shares of common stock of the Issuer are held by the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012.
- (3) The reporting person's wife, Pamela Denise Godley, is the trustee of the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012.
- These shares of common stock of the Issuer are held by the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012.
- (4) The reporting person's wife, Pamela Denise Godley, is the trustee of the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012.
- (5) These shares of common stock of the Issuer are held by the Pamela Denise Godley Revocable Trust. The reporting person's wife, Pamela Denise Godley, is the trustee of the Pamela Denise Godley Revocable Trust.

Remarks:

Mr. Godley disclaims beneficial ownership of the shares of common stock of the Issuer reported herein, except to the extent of

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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