

Regional Management Corp.
Form 4
May 02, 2014

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 *
EJF Capital LLC

(Last) (First) (Middle)

2107 WILSON
BOULEVARD, SUITE 410

(Street)

ARLINGTON, VA 22201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/26/2014 | | S | | 3,300 | D | \$ 26.04 | 1,279,417 | I | See footnotes (1) (2) |
| Common Stock | 04/30/2014 | | S | | 17,566 | D | \$ 16.05 | 1,261,851 | I | See footnotes (1) (2) |
| Common Stock | 04/30/2014 | | S | | 85,000 | D | \$ 16.29 | 1,176,851 | I | See footnotes (1) (2) |

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

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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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EJF Capital LLC 2107 WILSON BOULEVARD SUITE 410 ARLINGTON, VA 22201 | | X | | |

Signatures

/s/ Emanuel J. Friedman, Authorized Signatory
Date: 05/02/2014

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) EJF Capital LLC serves as the investment manager or the sole member of the investment manager of each of EJF Debt Opportunities Master Fund, L.P., EJF Debt Opportunities Master Fund II, LP, Beltway Strategic Opportunities Fund L.P. and EJF Financial Services Fund, LP as well as of a managed account (the "Record Owners"), each of which individually owns less than 5% of the shares of common stock of Regional Management Corp. (the "Common Stock"). Emanuel J. Friedman is the controlling member of EJF Capital LLC. As a result, each of Emanuel J. Friedman and EJF Capital LLC may be deemed to share beneficial ownership with each such Record Owner over the Common Stock held by such Record Owner. (continued in Footnote 2)

(2) Each of EJF Capital LLC and Emanuel J. Friedman disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein and this report shall not be deemed an admission that EJF Capital LLC or Emanuel J. Friedman is the beneficial owner of the securities for purposes of Section 16, or for any other purpose.

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Remarks:

The Reporting Persons are members of a group which in aggregate holds 1,176,851 shares.

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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