

Edgar Filing: Regional Management Corp. - Form SC 13D

Regional Management Corp.
Form SC 13D
December 15, 2017
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934

Regional Management Corp.

(Name of Issuer)

Common Stock, \$0.10 Par Value

(Title of Class of Securities)

75902K106
(CUSIP Number)

Matthew Lindenbaum
Basswood Capital Management, L.L.C.
645 Madison Avenue, 10th Floor
New York, NY 10022
(212) 521-9500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

(with copies to)
Michael A. Schwartz, Esq.
Michael E. Brandt, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
(212) 728-8000

December 7, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
75902K106

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Pages

1 NAME OF REPORTING
PERSON

Basswood Capital
Management, L.L.C.

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES⁸
BENEFICIALLY
OWNED
BY
EACH⁹
REPORTING
PERSON
WITH

SHARED
VOTING
POWER
1,529,879 (see
Item 5)
SOLE
DISPOSITIVE

POWER
0

10 SHARED
DISPOSITIVE
POWER
1,529,879 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
1,529,879 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
13.11%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
IA

CUSIP No.
75902K106

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Pages

1 NAME OF REPORTING
PERSON

Basswood Partners, L.L.C.

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
413,257 (see
Item 5)

SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER
413,257 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
413,257 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
3.54%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
OO

CUSIP No.
75902K106

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Pages

1 NAME OF REPORTING
PERSON

Basswood Financial Fund,
LP

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
129,152 (see
Item 5)

SOLE
DISPOSITIVE

POWER
0

10 SHARED
DISPOSITIVE
POWER
129,152 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
129,152 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
1.11%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

CUSIP No.
75902K106

Page 5 of 19
Pages

1 NAME OF REPORTING
PERSON

Basswood Financial Fund,
Inc.

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Cayman Islands

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
76,193 (see
Item 5)

SOLE
DISPOSITIVE

POWER
0

10 SHARED
DISPOSITIVE
POWER
76,193 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
76,193 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
0.65%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
CO

CUSIP No.
75902K106

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Pages

1 NAME OF REPORTING
PERSON

Basswood Financial Long
Only Fund, LP

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
27,470 (see
Item 5)

SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER
27,470 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
27,470 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
0.24%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

CUSIP No.
75902K106

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Pages

1 NAME OF REPORTING
PERSON

Basswood Enhanced Long
Short GP, LLC

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
690,180 (see
Item 5)

SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER
690,180 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
690,180 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
5.92%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
OO

CUSIP No.
75902K106

Page 8 of 19
Pages

1 NAME OF REPORTING
PERSON

Basswood Enhanced Long
Short Fund, LP

2 CHECK THE
APPROPRIATE^(a)
BOX IF A^(b)
MEMBER OF
A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON⁹
WITH

SHARED
VOTING
POWER
690,180 (see
Item 5)

SOLE
DISPOSITIVE

POWER
0

10 SHARED
DISPOSITIVE
POWER
690,180 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
690,180 (see Item 5)

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
5.92%

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN
