

Regional Management Corp.  
Form 4  
September 27, 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.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Regional Management Corp. [RM]

(Check all applicable)

(Last) (First) (Middle)

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

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

ROCKEFELLER CENTER, 1270 AVENUE OF THE AMERICAS, SUITE 2200

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

**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	09/25/2013		S		2,547,335	D	\$ 26.2625 (1)
					1,143,240	I	(2)
							See footnote (3)

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 Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

Palladium Equity Partners III, L.P. \* Name: Marcos A. Rodriguez Title: Managing Member, Palladium Equity Partners III, L.L.C. 09/27/2013  
 \_\_Signature of Reporting Person Date

Palladium Equity Partners III, L.L.C. \* Name: Marcos A. Rodriguez Title: Managing Member 09/27/2013  
 \_\_Signature of Reporting Person Date

\* Signature of Reporting Person 09/27/2013  
 \_\_Signature of Reporting Person Date

\*By: /s/ Erik A. Scott Attorney-in-Fact for Marcos A. Rodriguez 09/27/2013  
 \_\_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) This amount represents the \$27.50 public offering price per share of the common stock of Regional Management Corp. (the "Issuer") less the underwriting discount of \$1.2375 per share.
- The amount stated includes 4,000 shares subject to options either currently exercisable or exercisable within 60 days of the date hereof, over which Palladium Equity Partners III, L.P. will not have voting or investment power until the options are exercised. The Issuer granted such options to David Perez and Erik A. Scott, who are designees of Palladium Equity Partners III, L.P. serving on the Issuer's board of directors, on March 27, 2012. Pursuant to arrangements between Palladium Equity Partners III, L.P., Mr. Perez, and Mr. Scott, Messrs. Perez and Scott are not permitted to retain stock options granted by the Issuer to each of Messrs. Perez and Scott, and each of Messrs. Perez and Scott is required to hold such securities for the benefit of Palladium Equity Partners III, L.P.
- (2) These shares of common stock of the Issuer are held by Palladium Equity Partners III, L.P. 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.

### Remarks:

David Perez and Erik A. Scott serve on the board of directors of the Issuer as representatives of the Reporting Persons. Mr. Perez is chairman of the board of directors of the Issuer and a Managing Director of Palladium Equity Partners III, L.P. Mr. Scott is a member of the board of directors of the Issuer and a Managing Director of Palladium Equity Partners III, L.P.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing should not be an admission that the Reporting Persons are the beneficial owners of any of the securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of the Reporting Persons' pecuniary interest therein.

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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