

REGIS CORP
Form SC 13G/A
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 1)*

Name of issuer: Regis Corp

Title of Class of Securities: Common Stock

CUSIP Number: 758932107

Date of Event Which Requires Filing of this Statement: **December 31, 2013**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on the following page(s))

13G

CUSIP No.: 758932107

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A.

B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

79,248

6. SHARED VOTING POWER

03/31/2018 Class A Common Stock 3,695 ⁽¹⁾ \$ 0.00 D Director Stock Option (right to buy) \$ 2.48 ⁽²⁾ 12/07/2009 M 1,384 ⁽²⁾ 12/07/2010 12/07/2019 Class A Common Stock 1,384 ⁽²⁾ \$ 0.00 D Director Stock Option (right to buy) \$ 6.05 ⁽³⁾ 12/07/2012 A 1,216 ⁽³⁾ 12/07/2013 12/07/2022 Class A Common Stock 1,216 ⁽³⁾ \$ 6.05 ⁽³⁾ 1,216 ⁽³⁾ D Director Stock Option (right to buy) \$ 4.16 ⁽⁴⁾ 12/06/2013 A 5,605 ⁽⁴⁾ 12/06/2014 12/06/2023 Class A Common Stock 5,605 ⁽⁴⁾ \$ 4.16 ⁽⁴⁾ 5,605 ⁽⁴⁾ D Director Stock Option (right to buy) \$ 4.16 ⁽⁵⁾ 12/07/2013 A 1,158 ⁽⁵⁾ 12/07/2014 12/07/2023 Class A Common Stock 1,158 ⁽⁵⁾ \$ 4.16 ⁽⁵⁾ 1,158 ⁽⁵⁾ D Director Stock Option (right to buy) \$ 4.53 ⁽⁶⁾ 12/05/2014 A 5,513 ⁽⁶⁾ 12/05/2015 12/05/2024 Class A Common Stock 5,513 ⁽⁶⁾ \$ 4.53 ⁽⁶⁾ 5,513 ⁽⁶⁾ D Director Stock Option (right to buy) \$ 4.53 ⁽⁷⁾ 12/07/2014 A 1,103 ⁽⁷⁾ 12/07/2015 12/07/2024 Class A Common Stock 1,103 ⁽⁷⁾ \$ 4.53 ⁽⁷⁾ 1,103 ⁽⁷⁾ D Director Stock Option (right to buy) \$ 6.38 ⁽⁸⁾ 12/04/2015 A 5,250 ⁽⁸⁾ 12/04/2016 ⁽⁸⁾ 12/04/2025 Class A Common Stock 5,250 ⁽⁸⁾ \$ 6.38 ⁽⁸⁾ 5,250 ⁽⁸⁾ D Director Stock Option (right to buy) \$ 6.38 ⁽⁹⁾ 12/07/2015 A 1,050 ⁽⁹⁾ 12/07/2016 ⁽⁹⁾ 12/07/2025 Class A Common Stock 1,050 ⁽⁹⁾ \$ 6.38 ⁽⁹⁾ 1,050 ⁽⁹⁾ D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilbur Norman G 2637 MUSTANG DRIVE MEAD, CO 80542	X			

Signatures

/s/Norman Gilbert
Wilbur
02/03/2016
**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 option was granted on March 31, 2008 as an option to purchase 2,500 shares of Class A Common Stock under the 2006 Director Stock Option Plan at an exercise price of \$3.85 per share, but adjusted pursuant to the anti-dilution provisions of the 2006 Director Stock Option Plan to reflect 5% stock dividends paid on February 6, 2009, February 5, 2010, February 4, 2011, February 3, 2012, February 1, 2013, February 7, 2014, February 6, 2015, and February 5, 2016.
 - (2) This option was granted on December 7, 2009 as an option to purchase 1,000 shares of Class A Common Stock under the 2006 Director Stock Option Plan at an exercise price of \$3.52 per share, but adjusted pursuant to the anti-dilution provisions of the 2006 Director Stock Option Plan to reflect 5% stock dividends paid on February 5, 2010, February 4, 2011, February 3, 2012, February 1, 2013, February 7, 2014, February 6, 2015, and February 5, 2016. On April 13, 2015, the reporting person exercised part of this option to purchase 23 shares of Class A Common Stock.
 - (3)

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This option was granted on December 7, 2012 as an option to purchase 1,000 shares of Class A Common Stock under the 2006 Director Stock Option Plan at an exercise price of \$7.42 per share, but adjusted pursuant to the anti-dilution provisions of the 2006 Stock Option Plan to reflect 5% stock dividends paid on February 1, 2013, February 7, 2014, February 6, 2015, and February 5, 2016.

- (4) This option was granted on December 6, 2013 as an option to purchase 4,842 shares of Class A Common Stock under the 2006 Director Stock Option Plan at an exercise price of \$4.85 per share, but adjusted pursuant to the anti-dilution provisions of the 2006 Director Stock Option Plan to reflect 5% stock dividends paid on February 7, 2014, February 6, 2015, and February 5, 2016.

- (5) This option was granted on December 7, 2013 as an option to purchase 1,000 shares of Class A Common Stock under the 2006 Director Stock Option Plan at an exercise price of \$4.85 per share, but adjusted pursuant to the anti-dilution provisions of the 2006 Director Stock Option Plan to reflect 5% stock dividends paid on February 7, 2014, February 6, 2015, and February 5, 2016.

- (6) This option was granted on December 5, 2014 as an option to purchase 5,000 shares of Class A Common Stock under the 2014 Director Stock Option Plan at an exercise price of \$5.02 per share but adjusted pursuant to the anti-dilution provisions of the 2014 Director Stock Option Plan to reflect 5% stock dividends paid on February 6, 2015 and February 5, 2016.

- (7) This option was granted on December 7, 2014 as an option to purchase 1,000 shares of Class A Common Stock under the 2014 Director Stock Option Plan at an exercise price of \$5.02 per share, but adjusted pursuant to the anti-dilution provisions of the 2014 Director Stock Option Plan to reflect 5% stock dividends paid on February 6, 2015 and February 5, 2016.

- (8) This option was granted on December 4, 2015 as an option to purchase 5,000 shares of Class A Common Stock under the 2014 Director Stock Option Plan at an exercise price of \$6.72 per share, but adjusted pursuant to the anti-dilution provisions of the 2014 Director Stock Option Plan to reflect a 5% stock dividend paid on February 5, 2016. This option vests on December 4, 2016.

- (9) This option was granted on December 7, 2015 as an option to purchase 1,000 shares of Class A Common Stock under the 2014 Director Stock Option Plan at an exercise price of \$6.72 per share, but adjusted pursuant to the anti-dilution provisions of the 2014 Director Stock Option Plan to reflect a 5% stock dividend paid on February 5, 2016. This option vests on December 7, 2016.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

margin-right:0in;margin-top:0in;"> (iii) sole power to dispose of or to direct the disposition of: 2,769,898

(iv) shared power to dispose or to direct the disposition of: 72,848

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Explanation of Responses:

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/6/14

Explanation of Responses:

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 72,848 shares or .12% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 6,400 shares or .01% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Explanation of Responses:

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Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference