

Regional Management Corp.
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

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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.

(Last) (First) (Middle)

ROCKEFELLER CENTER, 1270 AVENUE OF THE AMERICAS, SUITE 2200

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regional Management Corp. [RM]

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

10/28/2013

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.10 per share	10/28/2013		A ⁽¹⁾	5,382 A <u>(1)</u>	1,144,622 ⁽²⁾	I	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.: By Palladium Equity Partners III, L.L.C., its general partner, By: /s/ Erik A. Scott Name: Erik A. Scott Title: Attorney-in-Fact for Marcos A. Rodriguez, Managing Member 11/19/2013

__Signature of Reporting Person Date

Palladium Equity Partners III, L.L.C. By: Erik A. Scott Name: Erik A. Scott Title: Attorney-in-Fact for Marcos A. Rodriguez, Managing Member 11/19/2013

__Signature of Reporting Person Date

Marcos A. Rodriguez: By: /s/ Erik A. Scott Name: Erik A. Scott, Title: Attorney-in-Fact for Marcos A. Rodriguez 11/19/2013

__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).

Represents a grant of 2,691 shares of common stock of Regional Management Corporation (the "Issuer") to each of David Perez and Erik A. Scott, who are designees of Palladium Equity Partners III, L.P serving on the Issuer's board of directors, as a component of their annual director compensation for their service on the Issuer's board of directors. Pursuant to arrangements between Palladium Equity Partners III, L.P and each of Mr. Perez and Mr. Scott, Messrs. Perez and Scott are not permitted to retain equity awards 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.

(1) Includes 1,139,240 shares of common stock of the Issuer held directly by Palladium Equity Partners III, L.P.

Shares of common stock of the Issuer are held by Palladium Equity Partners III, L.P and by each of David Perez and Erik A. Scott as

(3) nominee holders on behalf of 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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