

Regional Management Corp.  
Form 4  
April 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Dunn Michael R  
  
(Last) (First) (Middle)  
  
C/O REGIONAL MANAGEMENT CORP., 979 BATESVILLE ROAD, SUITE B

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2017

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

(Street)  
  
GREER, SC 29651

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

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	04/17/2017		S <sup>(1)</sup>	917 D 20.03	160,092	D	
				(2)			
Common Stock	04/18/2017		S <sup>(1)</sup>	30 D 20.01	160,062	D	
Common Stock	04/19/2017		S <sup>(1)</sup>	849 D 20.03	159,213	D	
					(3)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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 Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn Michael R C/O REGIONAL MANAGEMENT CORP. 979 BATESVILLE ROAD, SUITE B GREER, SC 29651		X		

## Signatures

/s/ Brian J. Fisher, attorney-in-fact  
Date: 04/19/2017

## 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) The transactions covered by this Form 4 have been effected pursuant to a Rule 10b5-1 Sales Plan adopted on February 13, 2017, as amended on March 7, 2017, under which the reporting person intends to sell up to a total of 75,000 shares. The Rule 10b5-1 Sales Plan is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.12, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.09, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional

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Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.

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.