Regional Management Corp.
Form 10-Q
May 13, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period ended _________

Commission File Number: 001-35477

Regional Management Corp.

(Exact name of registrant as specified in its charter)

Delaware	**57-0847115**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
509 West Butler Road Greenville, South Carolina	**29607**
(Address of principal executive offices)	**(Zip Code)**

(864) 422-8011

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of May 6, 2013, the registrant had outstanding 12,584,942 shares of Common Stock, $0.10 par value.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Regional Management Corp. and Subsidiaries

Consolidated Balance Sheets

March 31, 2013 (Unaudited) and December 31, 2012

($ in thousands, except per share amounts)

	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Cash	$ 857	$ 3,298
Gross finance receivables	515,844	529,583
Less unearned finance charges, insurance premiums, and commissions	(85,413)	(92,024)
Finance receivables	430,431	437,559
Allowance for credit losses	(24,630)	(23,616)
Net finance receivables	405,801	413,943
Property and equipment, net of accumulated depreciation	5,585	5,111
Repossessed assets at net realizable value	659	711
Goodwill	363	363
Intangible assets, net	1,813	1,815
Other assets	6,770	9,750
Total assets	$ 421,848	$ 434,991
Liabilities and Stockholders Equity		
Liabilities:		
Deferred tax liability, net	$ 5,736	$ 5,947
Accounts payable and accrued expenses	4,387	6,096
Senior revolving credit facility	273,037	292,379
Other notes payable	68	
Total liabilities	283,228	304,422
Commitments and Contingencies		
Stockholders equity:		
Preferred stock, $0.10 par value, 100,000,000 shares authorized, no shares issued and outstanding at March 31, 2013 and December 31, 2012		
Common stock, $0.10 par value, 1,000,000,000 shares authorized, 12,584,942 shares issued and outstanding at March 31, 2013; 1,000,000,000 shares authorized, 12,486,727 shares issued and outstanding at December 31, 2012	1,258	1,249
Additional paid-in-capital	81,272	80,158
Retained earnings	56,090	49,162
Total stockholders equity	138,620	130,569

Total liabilities and stockholders equity	$ 421,848	$ 434,991

See accompanying notes to consolidated financial statements (unaudited).

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Regional Management Corp. and Subsidiaries

Consolidated Statements of Income

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

($ in thousands, except per share amounts)

	2013	2012
Revenue		
Interest and fee income	$ 34,046	$ 27,069
Insurance income, net	2,933	2,635
Other income	1,590	1,836
Total revenue	38,569	31,540
Expenses		
Provision for credit losses	8,071	5,627
General and administrative expenses		
Personnel	10,033	7,997
Occupancy	2,516	1,894
Advertising	505	593
Other	3,366	2,308
Consulting and advisory fees		1,451
Interest expense		
Senior revolving credit facility and other debt	3,081	2,510
Mezzanine debt-related parties		1,030
Total interest expense	3,081	3,540
Total expenses	27,572	23,410
Income before income taxes	10,997	8,130
Income taxes	4,069	3,008
Net income	$ 6,928	$ 5,122
Net income per common share:		
Basic	$ 0.55	$ 0.55
Diluted	$ 0.54	$ 0.53
Weighted average common shares outstanding:		
Basic	12,502,378	9,336,727
Diluted	12,780,508	9,616,497

See accompanying notes to consolidated financial statements (unaudited).

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Regional Management Corp. and Subsidiaries

Consolidated Statements of Stockholders Equity

(Unaudited)

($ in thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance, December 31, 2011	934	28,150	23,795	52,879
Sale of common stock	315	46,935		47,250
Underwriting discount and offering expense		(7,469)		(7,469)
Reclassification of temporary equity		12,000		12,000
Stock option expense		542		542
Net income			25,367	25,367
Balance, December 31, 2012	1,249	80,158	49,162	130,569
Proceeds from exercise of stock options	9	935		944
Stock option expense		179		179
Net income			6,928	6,928
Balance, March 31, 2013	$ 1,258	$ 81,272	$ 56,090	$ 138,620

See accompanying notes to consolidated financial statements (unaudited).

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Regional Management Corp. and Subsidiaries

Consolidated Statements of Cash Flows

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

($ in thousands)

	2013	2012
Cash Flows From Operating Activities		
Net income	$ 6,928	$ 5,122
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	8,071	5,627
Depreciation and amortization	730	677
Amortization of stock compensation expense	179	22
Fair value adjustment on interest rate caps		17
Deferred income taxes, net	(211)	2,477
Changes in operating assets and liabilities:		
Decrease (increase) in other assets	2,773	(1,775)
Increase (decrease) in other liabilities	(1,709)	309
Net cash provided by operating activities	16,761	12,476
Cash flows from investing activities:		
Net repayment of finance receivables	71	9,368
Payment for business combination, net of cash		(28,388)
Purchase of property and equipment	(943)	(368)
Net cash used in investing activities	(872)	(19,388)
Cash flows from financing activities:		
Increase in cash overdraft		5
Issuance of other notes payable, net	68	889
Proceeds from exercise of stock options	536	
Excess tax benefits from exercise of stock options	408	
Net advances (payments) on senior revolving credit facility	(19,342)	3,598
Net cash provided by (used in) financing activities	(18,330)	4,492
Net change in cash	(2,441)	(2,420)
Cash:		
Beginning	3,298	4,849
Ending	$ 857	$ 2,429
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest		
Paid to third parties	$ 2,965	$ 2,459
Paid to related parties	$	$ 788

Cash payments for income taxes	$ 473	$ 2,553

See accompanying notes to consolidated financial statements (unaudited).

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Regional Management Corp. and Subsidiaries

Notes to Financial Statements

March 31, 2013 and 2012

($ in thousands, except per share amounts)

(Unaudited)

Note 1. Basis of presentation

Basis of presentation: The consolidated financial statements of Regional Management Corp. (the Company) have been prepared in accordance with the instructions to Form 10-Q and generally accepted accounting principles in the United States of America (GAAP) for interim financial information and accordingly, do not include all information and note disclosures required by GAAP for complete financial statements. The interim financial statements in this Form 10-Q have not been audited by an independent registered public accounting firm in accordance with standards of the Public Company Accounting Oversight Board (U.S.), but in the opinion of management include all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation of the Company s financial position, results of operations and cash flows in accordance with GAAP. These consolidated financial statements should be read in conjunction with our current Annual Report on Form 10-K for the year ended December 31, 2012 and filed with the SEC.

Note 2. Nature of Business and Significant Accounting Policies

Nature of business: The Company was incorporated and began operations in 1987. The Company is engaged in the consumer finance business, offering small installment loans, large installment loans, automobile purchase loans, furniture and appliance purchase loans, related credit insurance, and ancillary products and services. As of March 31, 2013, the Company operates offices in 232 locations in the states of Alabama (46 offices), New Mexico (2 offices), North Carolina (28 offices), Oklahoma (7 offices), South Carolina (70 offices), Tennessee (20 offices), and Texas (57 offices) under the names Regional Finance, RMC Financial Services, Anchor Finance, Superior Financial Services, First Community Credit, AutoCredit Source, RMC Retail, and Sun Finance. The Company opened 11 new offices during the three months ended March 31, 2013.

Seasonality: Our loan volume and corresponding finance receivables follow seasonal trends. Demand for our loans is typically highest during the fourth quarter, largely due to customers borrowing money for holiday spending. Loan demand has generally been the lowest during the first quarter, largely due to the timing of income tax refunds. During the remainder of the year, our loan volume typically grows from customer loan activity. In addition, we typically generate higher loan volumes in the second half of the year from our live check campaigns, which are timed to coincide with seasonal consumer demand. Consequently, we experience significant seasonal fluctuations in our operating results and cash needs.

The following is a description of significant accounting policies used in preparing the financial statements.

Principles of consolidation: The consolidated financial statements include the accounts of Regional Management Corp. and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The Company operates through a separate subsidiary in each state.

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the consumer finance industry.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to change relate to the determination of the allowance for credit losses, fair value of stock based compensation, the valuation of deferred tax assets and liabilities, and allocation of the purchase price to assets acquired in business combinations.

Reclassifications: Certain prior period amounts have been reclassified to conform to the current presentation. Such reclassifications had no impact on previously reported net income or stockholders equity.

Accounting pronouncements issued and adopted:

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment*. ASU 2011-08 permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit s fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it need not perform the two-step impairment test. The ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption did not have any impact on the Company s consolidated financial statements.

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Note 3. Finance Receivables, Allowance for Credit losses and Credit Quality Information

Finance receivables consisted of the following:

	March 31, 2013 (Unaudited)	December 31, 2012
Small installment loans	$ 182,465	$ 190,339
Large installment loans	51,895	57,428
Automobile purchase loans	165,812	159,837
Furniture and appliance purchase loans	30,259	29,955
Finance receivables	$ 430,431	$ 437,559

Changes in the allowance for credit losses for the periods indicated (unaudited):

	Three Months Ended March 31,	
	2013	2012
Balance at beginning of year	$ 23,616	$ 19,300
Provision for credit losses	8,071	5,627
Finance receivables charged off	(7,356)	(5,242)
Recoveries	299	175
Balance at end of year	$ 24,630	$ 19,860

The following is a reconciliation of the allowance for credit losses by product for the three months ended March 31, 2013 and 2012 (unaudited):

	Balance January 1, 2013	Provision	Charge-Offs	Recoveries	Balance March 31, 2013	Finance Receivables March 31, 2013	Allowance as Percentage of Finance Receivables March 31, 2013
Small installment	$ 11,369	$ 3,572	$ (4,103)	$ 128	$ 10,966	$ 182,465	6.0%
Large installment	2,753	1,094	(785)	89	3,151	51,895	6.1%
Automobile purchase	8,424	2,761	(2,038)	67	9,214	165,812	5.6%
Furniture and appliance purchase	1,070	644	(430)	15	1,299	30,259	4.3%
Total	$ 23,616	$ 8,071	$ (7,356)	$ 299	$ 24,630	$ 430,431	5.7%

	Balance January 1, 2012	Provision	Charge-Offs	Recoveries	Balance March 31, 2012	Finance Receivables March 31, 2012	Allowance as Percentage of Finance Receivables

							March 31, 2012
Small installment	$ 8,838	$ 2,450	$ (3,263)	$ 122	$ 8,147	$ 109,970	7.4%
Large installment	2,448	1,490	(473)	25	3,490	57,594	6.1%
Automobile purchase	7,618	1,547	(1,436)	27	7,756	135,848	5.7%
Furniture and appliance purchase	396	140	(70)	1	467	14,088	3.3%
Total	$ 19,300	$ 5,627	$ (5,242)	$ 175	$ 19,860	$ 317,500	6.3%

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Following is a summary of the finance receivables associated with customers in bankruptcy as of the periods indicated:

	Finance Receivables in Bankruptcy as of	
	March 31, 2013 (Unaudited)	December 31, 2012
Small installment	$ 565	$ 420
Large installment	1,645	1,696
Automobile purchase	3,187	3,044
Furniture and appliance purchase	96	98
Total	$ 5,493	$ 5,258

The following is an assessment of the credit quality of finance receivables at March 31, 2013 and December 31, 2012. The contractual delinquency of the finance receivable portfolio by component at March 31, 2013 and December 31, 2012 was:

	March 31, 2013 (Unaudited)									
	Small Installment		Large Installment		Automobile Purchase		Furniture and Appliance Purchase		Total	
	$	%	$	%	$	%	$	%	$	%
Current	$ 148,520	81.4%	$ 39,381	75.9%	$ 123,238	74.3%	$ 24,805	82.0%	$ 335,944	78.0%
1 to 29 days delinquent	20,854	11.4%	8,821	17.0%	34,391	20.7%	3,915	12.9%	67,981	15.8%
Delinquent accounts										
30 to 59 days	3,999	2.2%	1,384	2.7%	4,086	2.5%	493	1.6%	9,962	2.3%
60 to 89 days	2,786	1.5%	705	1.3%	1,646	1.0%	313	1.1%	5,450	1.3%
90 days and over	6,306	3.5%	1,604	3.1%	2,451	1.5%	733	2.4%	11,094	2.6%
Total delinquency	$ 13,091	7.2%	$ 3,693	7.1%	$ 8,183	5.0%	$ 1,539	5.1%	$ 26,506	6.2%
Total finance receivables	$ 182,465	100.0%	$ 51,895	100.0%	$ 165,812	100.0%	$ 30,259	100.0%	$ 430,431	100.0%
Finance receivables in nonaccrual status	$ 6,306	3.5%	$ 1,604	3.1%	$ 2,451	1.5%	$ 733	2.4%	$ 11,094	2.6%

	December 31, 2012									
	Small Installment		Large Installment		Automobile Purchase		Furniture and Appliance Purchase		Total	
	$	%	$	%	$	%	$	%	$	%
Current	$ 151,349	79.4%	$ 42,437	73.8%	$ 110,147	69.0%	$ 23,868	79.6%	$ 327,801	74.9%
1 to 29 days delinquent	25,285	13.3%	10,714	18.7%	39,863	24.9%	4,361	14.6%	80,223	18.3%
Delinquent accounts										
30 to 59 days	4,514	2.4%	1,767	3.1%	5,354	3.3%	751	2.6%	12,386	2.9%
60 to 89 days	2,996	1.6%	807	1.4%	1,912	1.2%	333	1.1%	6,048	1.4%

90 days and over	6,195	3.3%	1,703	3.0%	2,561	1.6%	642	2.1%	11,101	2.5%
Total delinquency	$ 13,705	7.3%	$ 4,277	7.5%	$ 9,827	6.1%	$ 1,726	5.8%	$ 29,535	6.8%
Total finance receivables	$ 190,339	100.0%	$ 57,428	100.0%	$ 159,837	100.0%	$ 29,955	100.0%	$ 437,559	100.0%
Finance receivables in nonaccrual status	$ 6,195	3.3%	$ 1,703	3.0%	$ 2,561	1.6%	$ 642	2.1%	$ 11,101	2.5%

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Following is a summary of finance receivables evaluated for impairment at March 31, 2013 and December 31, 2012:

	March 31, 2013 (Unaudited)				
	Small Installment	Large Installment	Automobile Purchase	Furniture and Appliance Purchase	Total
Accounts 180 or more days past due, excluding accounts of customers in bankruptcy	$ 1,380	$ 326	$ 403	$ 167	$ 2,276
Customers in Chapter 13 bankruptcy	565	1,645	3,187	96	5,493
Total impaired accounts specifically evaluated	$ 1,945	$ 1,971	$ 3,590	$ 263	$ 7,769
Finance receivables evaluated collectively	180,520	49,924	162,222	29,996	422,662
Finance receivables outstanding	$ 182,465	$ 51,895	$ 165,812	$ 30,259	$ 430,431
Accounts in bankruptcy in nonaccrual status	$ 116	$ 489	$ 788	$ 38	$ 1,431
Amount of the specific reserve for impaired accounts	$ 1,562	$ 932	$ 1,574	$ 192	$ 4,260
Average impaired accounts	$ 1,564	$ 2,000	$ 3,576	$ 212	$ 7,352
Amount of the general component of the reserve	$ 9,404	$ 2,219	$ 7,640	$ 1,107	$ 20,370

	December 31, 2012				
	Small Installment	Large Installment	Automobile Purchase	Furniture and Appliance Purchase	Total
Accounts 180 or more days past due, excluding accounts of customers in bankruptcy	$ 725	$ 266	$ 349	$ 76	$ 1,416
Customers in Chapter 13 bankruptcy	420	1,696	3,044	98	5,258
Total impaired accounts specifically evaluated	$ 1,145	$ 1,962	$ 3,393	$ 174	$ 6,674
Finance receivables evaluated collectively	189,194	55,466	156,444	29,781	430,885
Finance receivables outstanding	$ 190,339	$ 57,428	$ 159,837	$ 29,955	$ 437,559
Accounts in bankruptcy in nonaccrual status	$ 97	$ 463	$ 850	$ 41	$ 1,451
Amount of the specific reserve for impaired accounts	$ 854	$ 802	$ 1,405	$ 109	$ 3,170
Average impaired accounts	$ 1,191	$ 1,779	$ 2,901	$ 113	$ 5,984
Amount of the general component of the reserve	$ 10,515	$ 1,951	$ 7,019	$ 961	$ 20,446

It is not practical to compute the amount of interest earned on impaired loans.

Note 4. Debt

The Company s senior revolving credit facility contains restrictive covenants. At March 31, 2013, the Company was in compliance with all debt covenants.

Note 5. Disclosure about fair value of financial instruments

Note 5. Disclosure about fair value of financial instruments: The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Finance receivables: Finance receivables are originated either at prevailing market rates or at statutory limits. The Company s finance receivable portfolio turns approximately 1.2 times per year from cash payments and renewals. Management believes that the carrying value approximates the fair value of its finance receivable portfolio.

Interest rate caps: The fair value of the interest rate caps is the estimated amount the Company would receive to terminate the cap agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities.

Debt: The Company refinanced its senior revolving credit facility in January 2012, and further amended the senior revolving credit facility in July 2012 and March 2013. As a result of the refinancing, the Company believes that the fair value of this variable rate debt approximates its carrying value at March 31, 2013. The Company also considered its creditworthiness in its determination of fair value.

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The carrying amount and estimated fair values of the Company s financial instruments summarized by level are as follows:

	March 31, 2013 (Unaudited)		December 31, 2012	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets				
Level 1 inputs				
Cash	$ 857	$ 857	$ 3,298	$ 3,298
Restricted cash	1,338	1,338	1,338	1,338
Level 2 inputs				
Interest rate caps			1	1
Level 3 inputs				
Net finance receivables	405,801	405,801	413,943	413,943
Repossessed assets	659	659	711	711
Liabilities				
Level 3 inputs				
Senior revolving credit facility	273,037	273,037	292,379	292,379
Other notes payable	68	68		

Certain of the Company s assets carried at fair value are classified and disclosed in one of the following three categories:

Level 1 Quoted market prices in active markets for identical assets or liabilities.

Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Company performs an analysis of the assets and liabilities that are carried at fair value. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

Note 6. Income Taxes

Regional Management Corp. and its subsidiaries file a consolidated federal income tax return. The Company files consolidated or separate state income tax returns as permitted by individual states in which it operates.

Note 7. Earnings Per Share

The following schedule reconciles the computation of basic and diluted earnings per share for the three months ended March 31, 2013 and 2012:

	Three Months Ended March 31, 2013 (Unaudited)		
	Net Income	Shares	Per Share
Basic earnings per share			
Income available to common stockholders	$ 6,928	12,502,378	$ 0.55
Effect of dilutive securities			
Options to purchase common stock		278,130	
Diluted earnings per share			
Income available to common stockholders plus assumed exercise of options to purchase common stock	$ 6,928	12,780,508	$ 0.54

	Three Months Ended March 31, 2012 (Unaudited)		
	Net Income	**Shares**	**Per Share**
Basic earnings per share			
Income available to common stockholders	$ 5,122	9,336,727	$ 0.55
Effect of dilutive securities			
Options to purchase common stock		279,770	
Diluted earnings per share			
Income available to common stockholders plus assumed exercise of options to purchase common stock	$ 5,122	9,616,497	$ 0.53

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Options to purchase 410,000 shares of common stock at $15.00-$16.73 per share were outstanding during the three months ended March 31, 2013, but were not included in the computation of diluted earnings per share because they were anti-dilutive.

Note 8. Stock-Based Compensation

Stock compensation plans: The Company has the 2007 Management Incentive Plan (the 2007 Stock Plan) and the 2011 Stock Incentive Plan (the 2011 Stock Plan). Under these plans, 1,987,412 shares of authorized common stock have been reserved for issuance pursuant to grants approved by the Company s Board of Directors (the Board). All grants are made at 100% of the fair value at the date of grant. Options granted under the 2007 plan vest at 20% at the date of grant and 20% on the anniversary date of the grant each year thereafter for 4 years. Options granted under the 2011 plan vest at 20% each year for 5 years. In addition, these options vest and become exercisable in full upon the occurrence of a Change of Control (as defined in the Option Award Agreements). Participants who are awarded options must exercise their options within a maximum of 10 years of the grant. At March 31, 2013, there were 987,790 shares available for grant under the 2007 Stock Plan and 2011 Stock Plan, collectively.

The Company recognizes compensation expense in the financial statements for all stock-based payments granted based upon the fair value estimated.

The fair value of option grants is estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	The Three Months Ended March 31,	
	2013	2012
Expected volatility	48.49%	48.49%
Expected dividends	0.00%	0.00%
Expected term (in years)	10.00	10.00
Risk-free rate	1.76%	2.20%
Vesting period (in years)	5	5

Expected volatility is based on the historic volatility of a publicly traded company in the same industry. The risk free interest rate is based on the U.S. Treasury yield at the date the Board approved the option awards for the period (9 to 10 years) over which options are exercisable.

For the three months ended March 31, 2013 and 2012, the Company recorded stock-based compensation expense in the amount of $179 and $22, respectively. As of March 31, 2013, unrecognized stock-based compensation expense to be recognized over future periods approximated $3,013. This amount will be recognized as expense over a period of 4.2 years. The total income tax benefit recognized in the income statement for the stock-based compensation arrangements was $69.8 and $9.0, for the three months ended March 31, 2013 and 2012, respectively.

A summary of the status of the Company s stock option plan is presented below (shares in thousands):

	Number of Shares	Weighted Average Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2013	887	$ 8.66		
Granted	100	16.73		
Exercised	98	5.46		
Forfeited				
Options outstanding at March 31, 2013	889	$ 9.92	6.2	$ 9,136
Options exercisable at March 31, 2013	561	$ 6.64	4.4	$ 7,604

Available for grant at March 31, 2013	988

At March 31, 2013, the options have a weighted-average remaining contractual life of 6.2 years.

The intrinsic value was calculated by applying the Company s own market value for March 31, 2013. The total intrinsic value of options exercised was $1,423 for the three months ended March 31, 2013.

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Information on the activity of options for the three months ended March 31, 2013 follows (shares in thousands):

	2013	
	Shares	Weighted Average Grant Date Fair Value
Non-vested options at January 1, 2013	285	$ 15.00
Granted	100	16.73
Vested	57	15.00
Forfeited		
Non-vested options at March 31, 2013	328	$ 15.53

Note 9. Commitments and Contingencies

The Company is a defendant in various pending or threatened lawsuits. These matters are subject to various legal proceedings in the ordinary course of business. Each of these matters is subject to various uncertainties and some of them may have an unfavorable outcome to the Company. The Company has established accruals for the matters that are probable and reasonably estimable. The Company is not party to any legal proceedings that management believes would have a material adverse effect on the Company s consolidated financial statements.

Note 10. Restricted Assets

RMC Reinsurance, Ltd. is a wholly-owned life insurance subsidiary of the Company. RMC Reinsurance is required to maintain cash reserves against life insurance policies ceded to it, as determined by the ceding company. In 2011, the letter of credit was increased to $1,338 in favor of the ceding company. The letter of credit is secured by a cash deposit of $1,388. The cash securing the letter of credit is presented as restricted cash in the other asset category in the accompanying balance sheets, which totaled $1,338 at March 31, 2013 and December 31, 2012.

Note 11: Subsequent Events

On April 3, 2013 RMC Reinsurance increased its letter of credit from $1,338 to $1,900. The letter of credit is secured by a cash deposit of $1,900.

On April 5, 2013, the Company purchased the assets of two branches in a business combination with a consumer loan company in the state of Georgia. Substantially all the acquired finance receivables will be classified as small installment loans in the Company s consolidated financial statements due to their similar maturity and loan size. Management is evaluating the purchase transaction and has not determined the allocation of the purchase price among the tangible and intangible assets.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. These discussions contain forward-looking statements reflecting our current expectations that involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, expectations regarding demand and acceptance for our financial products, growth opportunities and trends in the market in which we operate, prospects, and plans and objectives of management. The words anticipates, believes, estimates, expects, intends, may, plans, projects, will, would, and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results or events could differ materially from the plans, intentions, and expectations disclosed in the forward-looking statements that we make, and you therefore should not place undue reliance on our forward-looking statements. These forward-looking statements involve risks and uncertainties, including, without limitation, the risks set forth in our filings with the Securities and Exchange Commission (the SEC), including our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (which was filed with the Securities and Exchange Commission on March 18, 2013). The forward-looking information we have provided in this Quarterly Report on Form 10-Q pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 should be evaluated in the context of these factors. Forward-looking statements speak only as of the date they were made and we undertake no obligation to update or revise such statements, except as required by the federal securities laws.

The following discussion should be read in conjunction with, and is qualified in its entirety by reference to, our unaudited consolidated financial statements contained elsewhere in this report, as well as our audited consolidated financial statements, including the notes thereto, and the Risk Factors and Management s Discussion and Analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2012.

Overview

We are a diversified specialty consumer finance company providing a broad array of loan products primarily to customers with limited access to consumer credit from banks, thrifts, credit card companies, and other traditional lenders. We began operations in 1987 with four branches in South Carolina and have expanded our branch network to 232 locations in the states of South Carolina, Texas, North Carolina, Tennessee, Alabama, Oklahoma, New Mexico, and Georgia as of March 31, 2013. Most of our loan products are secured, and each is structured on a fixed rate, fixed term basis with fully amortizing equal monthly installment payments, repayable at any time without penalty. Our loans are sourced through our multiple channel platform, including in our branches, through direct mail campaigns, independent and franchise automobile dealerships, online credit application networks, furniture and appliance retailers, and our consumer website. We operate an integrated branch model in which all loans, regardless of origination channel, are serviced through our branch network, providing us with frequent in-person contact with our customers, which we believe improves our credit performance and customer loyalty. Our goal is to consistently and soundly grow our finance receivables and manage our portfolio risk while providing our customers with attractive and easy-to-understand loan products that serve their varied financial needs.

Our diversified product offerings include:

Small Installment Loans As of March 31, 2013, we had approximately 181,000 small installment loans outstanding, representing $182.5 million in finance receivables.

Large Installment Loans As of March 31, 2013, we had approximately 17,000 large installment loans outstanding, representing $51.9 million in finance receivables.

Automobile Purchase Loans As of March 31, 2013, we had approximately 18,000 automobile purchase loans outstanding, representing $165.8 million in finance receivables.

Furniture and Appliance Purchase Loans As of March 31, 2013, we had approximately 28,000 furniture and appliance purchase loans outstanding, representing $30.3 million in finance receivables.

Insurance Products We offer our customers optional payment protection insurance options relating to many of our loan products. Our primary sources of revenue are interest and fee income from our loan products, of which interest and fees relating to installment loans and automobile purchase loans have historically been the largest component. In 2009, we introduced furniture and appliance purchase loans and expanded our automobile purchase loans to offer loans through online credit application networks. In addition to interest and fee income from loans, we derive revenue from insurance products sold to customers of our direct loan products.

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Factors Affecting Our Results of Operations

Our business is driven by several factors affecting our revenues, costs, and results of operations, including the following:

Growth in Loan Portfolio. The revenue that we derive from interest and fees from our loan products is largely driven by the amount of loans that we originate. Average finance receivables grew 32.3% from $240.8 million in 2011 to $318.6 million in 2012. Average finance receivables grew 37.2% from $318.6 in the first three months of 2012 to $437.0 million in the first three months of 2013. We originated or purchased 67,300, 120,900, and 27,200 new loans during 2011, 2012, and the first three months of 2013, respectively. We source our loans through our branches and our live check program, as well as through automobile dealerships and furniture and appliance retailers that partner with us. Our loans are made almost exclusively in geographic markets served by our network of branches. Increasing the number of branches we operate allows us to increase the number of loans that we are able to service. We opened or acquired 36, 51, and 11 new branches in 2011, 2012, and the first three months of 2013, respectively. Our 2013 plans include opening 35 to 45 de novo branch locations, which would be a 15.8% to 20.4% increase in our branch network. We have the opportunity to add as many as 800 additional branches over time in the states in which it is favorable for us to conduct business, and we have plans to continue to grow our branch network.

Product Mix. We offer a number of different loan products, including small installment loans, large installment loans, automobile purchase loans, and furniture and appliance purchase loans. We charge different interest rates and fees and are exposed to different credit risks with respect to the various types of loans we offer. For example, in recent years, we have sought to increase our product diversification by growing our automobile purchase and furniture and appliance purchase loans, which have lower interest rates and fees than our small and large installment loans but also have lower charge-off rates. Our product mix also varies to some extent by state. For example, small installment loans make up a smaller percentage of our loan portfolio in North Carolina than in the other states in which we operate because customers find the rate structure in North Carolina to be more favorable for larger loans. Small installment loans make up a larger percentage of our loan portfolio in Texas than our other loan products because customers find the rate structure in Texas to be more favorable for small installment loans. However, we expect to continue to diversify our product mix in the future.

Asset Quality. Our results of operations are highly dependent upon the quality of our asset portfolio. We recorded a $27.8 million provision for credit losses during 2012 (or 7.7% as a percentage of average finance receivables) and an $8.1 million provision for credit losses during the first three months of 2013 (or 7.4% as a percentage of average finance receivables (annualized)). The quality of our asset portfolio is the result of our ability to enforce sound underwriting standards, maintain diligent portfolio oversight, and respond to changing economic conditions as we grow our loan portfolio.

Allowance for Credit Losses. We evaluate losses in each of our four categories of loans in establishing the allowance for credit losses. The following table sets forth our allowance for credit losses compared to the related finance receivables as of March 31, 2013 and December 31, 2012:

	As of March 31, 2013 (Unaudited)			As of December 31, 2012		
	Finance Receivables	Allowance for Credit Losses	Allowance as Percentage of Related Finance Receivables	Finance Receivables	Allowance for Credit Losses	Allowance as Percentage of Related Finance Receivables
	(Dollars in thousands)					
Small installment loans	$ 182,465	$ 10,966	6.0%	$ 190,339	$ 11,369	6.0%
Large installment loans	51,895	3,151	6.1%	57,428	2,753	4.8%
Automobile purchase loans	165,812	9,214	5.6%	159,837	8,424	5.3%
Furniture and appliance purchase loans	30,259	1,299	4.3%	29,955	1,070	3.6%
Total	$ 430,431	$ 24,630	5.7%	$ 437,559	$ 23,616	5.4%

The allowance for small installment loans uses the most recent eight months of net charge-offs as a percentage of the average of the most recent month-end balance of loans as a key data point in estimating the allowance. The allowance for each other loan type is based on the most recent 12 months of net charge-offs as a percentage of the average of the most recent month-end balance of loans as a key data point for estimating the allowance. We believe that the primary underlying factor driving the provision for credit losses for each of these loan types is the same: general economic conditions in the areas in which we conduct business. In addition, gasoline prices and the market for repossessed automobiles at

auction are additional underlying factors that we believe influence the provision for credit losses for automobile purchase loans and, to a lesser extent, large installment loans. We monitor these factors, the monthly trend of delinquencies, and the slow file (which consists of all loans one or more days past due) to identify trends that might require an increased provision, and we modify the provision for credit losses accordingly.

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Interest Rates. Our costs of funds are affected by changes in interest rates, and the interest rate that we pay on our senior revolving credit facility is a floating rate. Although we have purchased interest rate caps to protect a notional amount of $150.0 million of our outstanding senior revolving credit facility should the three-month LIBOR exceed 6.0%, our cost of funding will increase if LIBOR increases.

Efficiency Ratio. One of our key operating metrics is our efficiency ratio, which is calculated by dividing the sum of general and administrative expenses by total revenue. Our efficiency ratio was 42.6% in the first three months of 2013, compared to 40.6% in the same period of 2012. The increase in the ratio in 2013 reflects the additional personnel and other costs of being a public company. However, the primary reason for the increase is the decline in our composite yield.

Components of Results of Operations

Interest and Fee Income. Our interest and fee income consists primarily of interest earned on outstanding loans. We cease accruing interest on a loan when the customer is contractually past due 90 days. Interest accrual resumes when the customer makes at least one full payment and the account is less than 90 days contractually past due.

Loan fees are additional charges to the customer, such as loan origination fees, acquisition fees, and maintenance fees, as permitted by state law. The fees may or may not be refundable to the customer in the event of an early payoff, depending on state law. Fees are accreted to income over the life of the loan on the constant yield method and are included in the customer s truth in lending disclosure.

Insurance Income. Our insurance income consists of revenue from the sale of various optional credit insurance products and other payment protection options offered to customers who obtain loans directly from us. We do not sell insurance to non-borrowers. The type and terms of our optional credit insurance products vary from state to state based on applicable laws and regulations. We offer optional credit life insurance, credit accident and health insurance, and involuntary unemployment insurance. We require property insurance on any personal property securing loans and offer customers the option of providing proof of such insurance purchased from a third party (such as homeowners or renters insurance) in lieu of purchasing property insurance from us. We also require proof of liability and collision insurance for any vehicles securing loans, and we obtain property insurance on behalf of customers who permit their other insurance coverage to lapse.

We issue insurance certificates as agents on behalf of an unaffiliated insurance company and then remit to the unaffiliated insurance company the premiums we collect (net of refunds on paid out or renewed loans). The unaffiliated insurance company cedes life insurance premiums to our wholly-owned insurance subsidiary, RMC Reinsurance, Ltd. (RMC Reinsurance), as written and non-life premiums to RMC Reinsurance as earned. As of March 31, 2013, we had pledged a $1.3 million letter of credit to the unaffiliated insurance company to secure payment of life insurance claims. We maintain a cash reserve for life insurance claims in an amount determined by the unaffiliated insurance company. The unaffiliated insurance company maintains the reserves for non-life claims.

Other Income. Our other income consists primarily of late charges assessed on customers who fail to make a payment within a specified number of days following the due date of the payment (except in North Carolina, which does not permit late charges on direct consumer loans). Other income also includes fees for extending the due date of a loan and returned check charges. Due date extensions are only available to a customer once every thirteen months, are available only to customers who are current on their loans, and must be approved by personnel at our headquarters.

Provision for Credit Losses. Provisions for credit losses are charged to income in amounts that we judge as sufficient to maintain an allowance for credit losses at an adequate level to provide for losses on the related finance receivables portfolio. Credit loss experience, contractual delinquency of finance receivables, the value of underlying collateral, and management s judgment are factors used in assessing the overall adequacy of the allowance and the resulting provision for credit losses. Our provision for credit losses fluctuates so that we maintain an adequate credit loss allowance that accurately reflects our estimates of losses in our loan portfolio. Therefore, changes in our charge-off rates may result in changes to our provision for credit losses. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or portfolio performance.

General and Administrative Expenses. Our general and administrative expenses are comprised of four categories: personnel, occupancy, advertising, and other. We typically measure our general and administrative expenses as a percentage of total revenue, which we refer to as our efficiency ratio.

Our personnel expenses are the largest component of our general and administrative expenses and consist primarily of the salaries, bonuses, and benefits associated with all of our branch, field, and headquarters employees, and related payroll taxes. In 2012 and 2013, we granted awards of stock options to purchase an aggregate of 380,000 shares of our common stock to our executive officers and directors and stock options to purchase an aggregate of 30,000 shares to other employees, each pursuant to the Regional Management Corp. 2011 Stock Incentive Plan (the

2011 Stock Plan). These stock options have an exercise price of $15.00-$16.73 per share and

vest in five equal annual installments beginning on the first anniversary of the grant date. Deferred stock-based compensation expense equal to the grant-date fair value of the stock options issued of $3.8 million is being recognized as compensation expense over the vesting period.

Our occupancy expenses consist primarily of the cost of renting our branches, all of which are leased, as well as the utility and other non-personnel costs associated with operating our branches.

Our advertising expenses consist primarily of costs associated with our live check direct mail campaigns (including postage and costs associated with selecting recipients) and maintaining our web site, as well as telephone directory advertisements and some local advertising by branches. These costs are expensed as incurred.

Other expenses consist primarily of various other expenses, including legal, audit, office supplies, credit bureau charges, and postage. In addition, for a discussion regarding how risks and uncertainties associated with the current regulatory environment may impact our future expenses, net income, and overall financial condition, see Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Our general and administrative expenses have increased as a result of the additional legal, accounting, insurance, and other expenses associated with being a public company.

Consulting and Advisory Fees. Consulting and advisory fees consisted of amounts payable to Palladium Equity Partners III, L.P. and Parallel 2005 Equity Fund, LP (which we sometimes refer to herein as our sponsors) and certain former major stockholders, who were members of our management before our acquisition by the sponsors, pursuant to certain agreements that were terminated in connection with our initial public offering that closed in April 2012.

Interest Expense. Our interest expense consists primarily of interest payable and amortization of debt issuance costs in respect of borrowings under our senior revolving credit facility and our mezzanine debt, which was repaid with the proceeds of our initial public offering. Interest expense also includes costs attributable to the interest rate caps we enter into to manage our interest rate risk and unused line fees. Changes in the fair value of the interest rate cap are reflected in interest expense for the senior revolving credit facility and other debt.

Income Taxes. Income taxes consist primarily of state and federal income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effects of future tax rate changes are recognized in the period when the enactment of new rates occurs.

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Results of Operations

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of total revenue (unaudited):

	Three Months Ended March 31, 2013		2012	
	Amount	% of Revenue	Amount	% of Revenue
	(Dollars in Thousands)			
Revenue:				
Interest and fee income	$ 34,046	88.3%	$ 27,069	85.8%
Insurance income, net	2,933	7.6%	2,635	8.4%
Other income	1,590	4.1%	1,836	5.8%
Total revenue	38,569	100.0%	31,540	100.0%
Expenses:				
Provision for credit losses	8,071	20.9%	5,627	17.8%
General and administrative expenses				
Personnel	10,033	26.0%	7,997	25.4%
Occupancy	2,516	6.5%	1,894	6.0%
Advertising	505	1.3%	593	1.9%
Other	3,366	8.7%	2,308	7.3%
Consulting and advisory fees			1,451	4.6%
Interest expense				
Senior revolving credit facility and other debt	3,081	8.0%	2,510	7.9%
Mezzanine debt-related parties			1,030	3.3%
Total interest expense	3,081	8.0%	3,540	11.2%
Total expenses	27,572	71.4%	23,410	74.2%
Income before taxes	10,997	28.5%	8,130	25.8%
Income taxes	4,069	10.5%	3,008	9.6%
Net income	$ 6,928	18.0%	$ 5,122	16.2%

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Regional Management Corp.

Selected Financial Data

As of and for the Three Months Ended March 31, 2013 and 2012

(Unaudited)

(Dollars in thousands)

	Components of Increase in Interest Income Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012 Increase (Decrease)		
	Volume	**Rate**	**Net**
Small installment loans	$ 7,782	$ (2,276)	$ 5,506
Large installment loans	24	(431)	(407)
Automobile purchase loans	1,614	(512)	1,102
Furniture and appliance purchase loans	964	(188)	776
Total increase in interest income	$ 10,384	$ (3,407)	$ 6,977

	Loans Originated (1) Three Months Ended March 31,	
	2013	**2012**
Small installment loans	$ 101,710	$ 56,811
Large installment loans	14,736	12,517
Automobile purchase loans	32,706	30,140
Furniture and appliance purchase loans	8,923	6,733
Total finance receivables	$ 158,075	$ 106,201

(1) Represents gross balance of loan originations, including unearned finance charges

	Three Months Ended March 31, 2013		2012	
	Amount	**Percentage of Average Finance Receivables (Annualized)**	**Amount**	**Percentage of Average Finance Receivables (Annualized)**
Net charge-offs as a percentage of average finance receivables	$ 7,057	6.5%	$ 5,067	6.4%

	Amount	**Percentage of Total**	**Amount**	**Percentage of Total**

		Revenue		Revenue
Provision for credit losses	$ 8,071	20.9%	$ 5,627	17.8%
General and administrative expenses	$ 16,420	42.6%	$ 12,792	40.6%

	Amount	Growth Rate	Amount	Growth Rate
Same store finance receivables at period-end/Growth rate	$ 373,563	28.7%	$ 251,767	6.9%
Same store revenue growth rate		14.4%		9.4%

	Finance Receivables	
	As of March 31,	
	2013	2012
Small installment loans	$ 182,465	$ 109,970
Large installment loans	51,895	57,594
Automobile purchase loans	165,812	135,848
Furniture and appliance purchase loans	30,259	14,088
Total finance receivables	$ 430,431	$ 317,500
Composite yields	35.3%	39.6%

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	As of March 31,			
	2013		2012	
	Amount	Percentage of Total Finance Receivables	Amount	Percentage of Total Finance Receivables
Allowance for credit losses	$ 24,630	5.7%	$ 19,860	6.3%
Over 90 days contractually delinquent	$ 11,094	2.6%	$ 7,429	2.3%
Over 180 days contractually delinquent	$ 2,986	0.7%	$ 1,712	0.5%
Number of branches at period end	232		194	

Comparison of March 31, 2013, Versus March 31, 2012

The following is a discussion of the changes by product type:

Small Installment Loans Small installment loans (loans with an original principal balance of $2,500 or less) outstanding increased by $72.5 million, or 65.9%, to $182.5 million at March 31, 2013, from $110.0 million at March 31, 2012. Our live check campaigns drove significant loan growth in existing and new branches. In addition, the growth in receivables at the new branches opened in 2012 contributed to the growth in overall small installment loans outstanding.

Large Installment Loans Large installment loans outstanding decreased by $5.7 million, or 9.9%, to $51.9 million at March 31, 2013, from $57.6 million at March 31, 2012. The decrease was due to the application of the Company s underwriting standards on large loans purchased in the prior year resulting in smaller renewals and originations than those loans originally purchased.

Automobile Purchase Loans Automobile purchase loans outstanding increased by $30.0 million, or 22.1%, to $165.8 million at March 31, 2013, from $135.8 million at March 31, 2012. The increase in automobile purchase loans outstanding was principally due to our increased emphasis on such loans, including our new initiatives relating to indirect lending through our AutoCredit Source branches. The addition in recent years of indirect lending at a lower interest rate has slightly lowered the overall yield of our automobile purchase loan category.

Furniture and Appliance Purchase Loans Furniture and appliance purchase loans outstanding increased $16.2 million, or 114.8%, to $30.3 million at March 31, 2013, from $14.1 million at March 31, 2012. The increase in furniture and appliance purchase loans outstanding resulted from the additional relationships we established with new furniture and appliance retailers, as well as an expansion of volume through our existing relationships.

Comparison of the Three Months Ended March 31, 2013, Versus the Three Months Ended March 31, 2012

Net Income and Revenue. Net income increased $1.8 million for the three months ended March 31, 2013, or 35.3%, to $6.9 million, from $5.1 million for the three month period ended March 31, 2012. Total revenues increased $7.0 million during the quarter ended March 31, 2013, a 22.3% increase over the corresponding quarter in March 31, 2012. The increase in 2013 revenues and net income is attributable to strong loan growth in existing branches, combined with the opening of 38 additional branches since March 31, 2012.

Interest and Fee Income. Interest and fee income increased $7.0 million, or 25.8%, to $34.0 million in the three months ended March 31, 2013, from $27.1 million in the three months ended March 31, 2012. The increase in interest and fee income was due primarily to a 37.2% increase in average finance receivables during the year, offset by a decrease in the average yield on loans from 34.0% to 31.2%. The following table sets forth the portions of the increase in interest and fee income attributable to changes in the finance receivables balance and average yield for each of our products for the three months ended March 31, 2013, compared to the three months ended March 31, 2012 (dollars in thousands):

	Three Months Ended March 31, 2013 Compared to the Three Months Ended March 31, 2012

	Increase (Decrease) (Unaudited)		
	Volume	Rate	Net
Small installment loans	$ 7,782	$ (2,276)	$ 5,506
Large installment loans	24	(431)	(407)
Automobile purchase loans	1,614	(512)	1,102
Furniture and appliance purchase loans	964	(188)	776
Total	$ 10,384	$ (3,407)	$ 6,977

Insurance Income. Insurance income increased $298,000, or 11.3%, to $2.9 million in the three months ended March 31, 2013 from $2.6 million in the three months ended March 31, 2012. However, annualized insurance income as a percentage of average finance receivables decreased from 3.3% to 2.7%. The decline is primarily attributable to the increase in indirect automobile purchase and furniture and appliance purchase loans where we do not have the opportunity to discuss our insurance offerings with the customer.

Other Income. Other income decreased $246,000, or 13.4%, to $1.6 million in the three months ended March 31, 2013 from $1.8 million in the same period of 2012. The largest component of other income is late charges, which increased $261,000, or 25.6%, to $1.3 million in the three months ended March 31, 2013 from $1.0 million in the same period of 2012.

In 2012 we recognized $301,000 of revenue from the preparation of income tax returns. The Company no longer provides these services.

Provision for Credit Losses. Our provision for credit losses increased $2.4 million, or 43.4%, to $8.1 million in the three months ended March 31, 2013 from $5.6 million in the comparable period of 2012. The increase in the provision was made in recognition of growth in the loan portfolio. Net loans charged-off were 6.5% and 6.4% (annualized) of average finance receivables for the three months ended March 31, 2013 and 2012, respectively.

General and Administrative Expenses. Our general and administrative expenses, comprising expenses for personnel, occupancy, advertising, and other expenses, increased $3.6 million, or 28.4%, to $16.4 million during the three months ended March 31, 2013 from $12.8 million in the comparable period of 2012. This increase was primarily the result of adding 38 branches to our network since March 31, 2012. Our efficiency ratio (general and administrative expenses as a percentage of revenue) increased to 42.6% in 2013 from 40.6% in 2012.

Personnel. The largest component of general and administrative expenses is personnel expense, which increased $2.0 million, or 25.5%, to $10.0 million in the three months ended March 31, 2013 from $8.0 million for the same period in 2012. This increase is primarily attributable to the number of new branches opened. At March 31, 2012, we had 194 branches; whereas, at March 31, 2013, we had 232 branches. However, personnel costs as a percentage of average finance receivables declined to 9.2% (annualized) for the three months ended March 31, 2013 from 10.0% (annualized) in the three months ended March 31, 2012.

Occupancy. Occupancy expenses increased $622,000, or 32.8%, to $2.5 million in the three months ended March 31, 2013 from $1.9 million in the same period of 2012. The increase in occupancy expenses is the result of 38 additional branches at March 31, 2013, compared to March 31, 2012. Additionally, we frequently experience increases in rent as we renew existing leases.

Advertising. Advertising expenses decreased $88,000, or 14.8%, to $505,000 in the three months ended March 31, 2013 from $593,000 in the same period of 2012. The Company reduced and deferred some advertising costs in order to accomodate our live check campaigns.

Other Expenses. Other expenses increased $1.1 million, or 45.8%, to $3.4 million in the three months ended March 31, 2013 from $2.3 million in the same period of 2012. The increase was due primarily to costs associated with the addition of 38 new branches since March 31, 2012 and other costs associated with being a public company.

Interest Expense. Interest expense on the senior revolving credit facility and other debt increased $571,000, or 22.7%, to $3.1 million in the three months ended March 31, 2013 from $2.5 million in the same period of 2012. The average cost of our senior revolving credit facility decreased by 34 basis points from 4.65% for the three months ended March 31, 2012 to 4.31% for the three months ended March 31, 2013. The primary difference was the mix between our LIBOR-based portion of the loan and the prime interest rate portion of the loan.

Consulting and Advisory Fees. The consulting and advisory fees paid to related parties terminated with the closing of the initial public offering.

Income Taxes. Income taxes increased $1.1 million, or 35.3%, to $4.1 million in the three months ended March 31, 2013 from $3.0 million compared to the same period in 2012. The increase in income taxes was due to an increase in our net income before taxes.

Quarterly Information and Seasonality

Our loan volume and corresponding finance receivables follow seasonal trends. Demand for our loans is typically highest during the fourth quarter, largely due to customers borrowing money for holiday spending. With the exception of automobile purchase loans, loan demand has generally been the lowest during the first quarter, largely due to the timing of income tax refunds. During the remainder of the year, our loan volume typically grows from customer loan activity. In addition, we typically generate higher loan volumes in the second half of the year from our live check campaigns, which are timed to coincide with seasonal consumer demand. Consequently, we experience significant seasonal fluctuations in our operating results and cash needs.

Liquidity and Capital Resources

Our primary cash needs relate to the funding of our lending activities and, to a lesser extent, capital expenditures relating to expanding and maintaining our branch locations. In connection with our plans to open 35 to 45 new branches in 2013, we will incur $2.1 million to $2.7 million of capital expenditures. We have historically financed, and plan to continue to finance, our short-term and long-term operating liquidity and capital needs through a combination of cash flows from operations and borrowings under our senior revolving credit facility.

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As a holding company, almost all of the funds generated from our operations are earned by our operating subsidiaries. In addition, our wholly-owned subsidiary, RMC Reinsurance, is required to maintain cash reserves against life insurance policies ceded to it, as determined by the ceding company, and has also purchased a cash-collateralized letter of credit in favor of the ceding company. As of March 31, 2013, these reserve requirements totaled $1.3 million. Additionally, we had a reserve for life insurance claims on our balance sheet of $202,000, as determined by the third party, unrelated ceding company.

Cash Flow.

Operating Activities. Net cash provided by operating activities increased by $4.3 million, or 34.3%, to $16.8 million in the first three months of 2013 from $12.5 million in the first three months of 2012. The increase was primarily due to higher profitability due to growth in the business.

Investing Activities. Investing activities consist of finance receivables originated and purchased, net change in restricted cash, and the purchase of furniture and equipment for new and existing branches. Net cash used in investing activities for the first three months of 2013 was $873,000 compared to $19.4 million in the first three months of 2012, a net decrease of $18.5 million. The decrease is due primarily to the prior year payment for a business combination of $28.4 million.

Financing Activities. Financing activities consist of borrowings and payments on our outstanding indebtedness and issuance of common stock. During the three months ended March 31, 2012, net cash provided by financing activities was $4.5 million. During the first three months of 2013, net cash used in financing activities was $18.3 million, resulting in a decrease in net cash provided by financing activities of $22.8 million. The decrease in net cash provided by financing activities was primarily the result of paying down the senior revolving credit facility.

Financing Arrangements.

Senior Revolving Credit Facility. We entered into an amended and restated senior revolving credit facility with a syndicate of banks in January 2012, which was subsequently amended in July 2012 and March 2013. The amended and restated senior revolving credit facility provides for up to $325.0 million in availability, with a borrowing base of 85% of eligible finance receivables, and matures in July 2015. The facility has an accordion provision that allows for the expansion of the facility to $400 million. Borrowings under the facility bear interest, payable monthly, at rates equal to LIBOR of a maturity we elect between one month and six months, with a LIBOR floor of 1.00%, plus an applicable margin based on our leverage ratio. Alternatively, we may pay interest at a rate based on the prime rate plus an applicable margin (which was 2.0% as of March 31, 2013). We also pay an unused line fee of 0.50% per annum, payable monthly. This fee decreases to 0.375% when the line exceeds $275 million. The senior revolving credit facility is collateralized by certain of our assets, including substantially all of our finance receivables and equity interests of substantially all of our subsidiaries. The credit agreement contains certain restrictive covenants, including maintenance of specified interest coverage and debt ratios, restrictions on distributions, limitations on other indebtedness, maintenance of a minimum allowance for credit losses, and certain other restrictions.

Our outstanding debt under the senior revolving credit facility was $273.0 million at March 31, 2013. At March 31, 2013, we were in material compliance with our debt covenants. See Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, for a discussion of risks related to our amended and restated senior revolving credit facility, including refinancing risk. A year or more in advance of the maturity date of our amended and restated senior revolving credit facility, we intend to extend its maturity date or take other appropriate action to address repayment upon maturity.

We have entered into interest rate caps to manage interest rate risk associated with a notional amount of $150.0 million of our LIBOR-based borrowings. The interest rate caps have a strike rate of six percent and a maturity of March 4, 2014. When three-month LIBOR exceeds six percent, the counterparty reimburses us for the excess over six percent; no payment is required by us or the counterparty when three-month LIBOR is below six percent.

Mezzanine Debt. In August 2010, we entered into a $25.8 million mezzanine loan from a sponsor and three individual stockholders. Our mezzanine debt was repaid in full from the proceeds of our initial public offering, which closed in April 2012.

Other Financing Arrangements. We have a $1.5 million line of credit with a commercial bank to facilitate our cash management program, which is secured by a mortgage on our headquarters. The interest rate is prime plus 0.25%, with a minimum of 5.00%, and interest is payable monthly. The line of credit matures on January 18, 2015. There are no significant restrictive covenants associated with this line of credit. There was $68,000 outstanding under this line of credit at March 31, 2013.

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Off Balance Sheet Arrangements

We are not a party to any off balance sheet arrangements.

Impact of Inflation

Our results of operations and financial condition are presented based on historical cost, except for the interest rate cap which is carried at fair value. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on our results of operations and financial condition have been immaterial.

Critical Accounting Policies

Management s discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The preparation of these financial statements requires estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases estimates on historical experience and other assumptions it believes to be reasonable under the circumstances and evaluates these estimates on an on-going basis. Actual results may differ from these estimates under different assumptions or conditions.

We set forth below those material accounting policies that we believe are the most critical to an investor s understanding of our financial results and condition and that involve a higher degree of complexity and management judgment.

Credit Losses.

Finance receivables are equal to the total amount due from the customer, net of unearned finance and insurance charges. Net finance receivables are equal to the total amount due from the customer, net of unearned finance and insurance charges and allowance for credit losses.

Provisions for credit losses are charged to income in amounts sufficient to maintain an adequate allowance for credit losses on our related finance receivables portfolio. Credit loss experience, contractual delinquency of finance receivables, the value of underlying collateral, and management s judgment are factors used in assessing the overall adequacy of the allowance and the resulting provision for credit losses.

Our loans within each loan product are homogenous and it is not possible to evaluate individual loans. We evaluate losses in each of the four categories of loans in establishing the allowance for credit losses.

In making an evaluation about the portfolio, we consider the trend of contractual delinquencies and the slow file. The slow file consists of all loans that are one or more days past due. We use the number of accounts in the slow file, rather than the dollar amount, to prevent masking delinquencies of smaller loans compared to larger loans. We evaluate delinquencies and the slow file by each state and by supervision district within states to identify trends requiring investigation. Historically, loss rates have been affected by several factors, including the unemployment rates in the areas in which we operate, the number of customers filing for bankruptcy protection, and the prices paid for vehicles at automobile auctions. Management considers each of these factors in establishing the allowance for credit losses.

We evaluate the loans of customers in Chapter 13 bankruptcy for impairment as troubled debt restructurings. We have adopted the policy of aggregating loans with similar risk characteristics for purposes of computing the amount of impairment. In connection with the adoption of this practice, we compute the estimated impairment on our Chapter 13 bankrupt loans in the aggregate by discounting the projected cash flows at the original contract rates on the loan using the terms imposed by the bankruptcy court. We applied this method in the aggregate to each of our four classes of loans.

Our policy for the accounts of customers in bankruptcy is to charge off the balance of accounts in a confirmed bankruptcy under Chapter 7 of the bankruptcy code. For customers in a Chapter 13 bankruptcy plan, the bankruptcy court reduces the post-petition interest rate we can charge, as it does for most creditors. Additionally, if the bankruptcy court converts a portion of a loan to an unsecured claim, our policy is to charge off the portion of the unsecured balance that we deem uncollectible at the time the bankruptcy plan is confirmed. Once the customer is in a confirmed Chapter 13 bankruptcy plan, we receive payments with respect to the remaining amount of the loan at the reduced interest rate from the bankruptcy trustee. We do not believe that accounts in a confirmed Chapter 13 plan have a higher level of risk than non-bankrupt accounts. If a customer fails to comply with the terms of the bankruptcy order, we will petition the trustee to have the customer dismissed from bankruptcy. Upon dismissal, we restore the account to the original terms and pursue collection through our normal collection activities.

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We fully reserve for all loans at the date that the loan is contractually delinquent 180 days. We initiate repossession proceedings on certain loans when an account is seriously delinquent, we have exhausted other means of collection, and, in the opinion of management, the customer is unlikely to make further payments. We sell substantially all repossessed vehicles through public sales conducted by independent automobile auction organizations, after the required post-possession waiting period. Losses on the sale of repossessed collateral are charged to the allowance for credit losses.

Income Recognition.

Interest income is recognized using the interest (actuarial) method, or constant yield method. Therefore, we recognize revenue from interest at an equal rate over the term of the loan. Unearned finance charges on pre-compute contracts are rebated to customers utilizing the Rule of 78s method. The difference between income recognized under the constant yield method and the Rule of 78s method is recognized as an adjustment to interest income at the time of rebate. Accrual of interest income on finance receivables is suspended when no payment has been received for 90 days or more on a contractual basis. The accrual of income is not resumed until one or more full contractual monthly payments are received and the account is less than 90 days contractually delinquent. Interest income is suspended on finance receivables for which collateral has been repossessed.

We recognize income on credit insurance products using the constant yield method over the life of the related loan. Rebates are computed using the Rule of 78s method, and any difference between the constant yield method and the Rule of 78s is recognized in income at the time of rebate.

We charge a fee to automobile dealers for each loan we purchase from that dealer. We defer this fee and accrete it to income using a method that approximates the constant yield method over the life of the loan.

Charges for late fees are recognized as income when collected.

Insurance Operations. Insurance operations include revenue and expense from the sale of optional insurance products to our customers. These optional products include credit life, credit accident and health, property insurance, and involuntary unemployment insurance. The premiums and commissions we receive are deferred and amortized to income over the life of the insurance policy using the constant yield method.

Stock-Based Compensation.

We have a stock option plan for certain members of management. We did not grant any options in 2009, 2010, or 2011. Upon the closing of the initial public offering in 2012, we granted options to purchase an aggregate of 310,000 shares of our common stock to certain of our officers and directors. An additional 100,000 shares were granted to certain officers in January 2013. We measure compensation cost for stock-based awards made under this plan at estimated fair value and recognize compensation expense over the service period for awards expected to vest. All grants are made at 100% of fair value at the date of the grant.

The fair value of stock options is determined using the Black-Scholes valuation model. The Black-Scholes model requires the input of highly subjective assumptions, including expected volatility, risk-free interest rate, and expected life, changes to which can materially affect the fair value estimate. In addition, the estimation of stock-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised.

Prior to our initial public offering in March 2012, our stock was not publically traded. We used the performance of the common stock of a publicly traded company whose business is comparable to ours to estimate the volatility of our stock. The risk-free rate is based on the U.S. Treasury yield at the date our Board approved the option awards for the period over which the options are exercisable.

Income Taxes.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50% likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. As of March 31, 2013, we had not taken any tax position that exceeds the amount described above.

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Interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the consolidated statements of income.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effects of future tax rate changes are recognized in the period when the enactment of new rates occurs.

Accounting Pronouncements Issued and Adopted.

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment*. ASU 2011-08 permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit s fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it need not perform the two-step impairment test. The ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption did not have any impact on the Company s consolidated financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect our results of operations and financial condition. We originate finance receivables at either prevailing market rates or at statutory limits. Subject to statutory limits, our ability to react to changes in prevailing market rates is dependent upon the speed at which our customers pay off or renew loans in our existing loan portfolio, which allows us to originate new loans at prevailing market rates. Our loan portfolio turns over approximately 1.2 times per year from cash payments and renewals of loans. As our automobile purchase loans and furniture and appliance purchase loans have longer maturities and typically are not refinanced prior to maturity, the rate of turnover of the loan portfolio may decrease as these loans increase as a percentage of our portfolio.

We also are exposed to changes in interest rates as a result of our borrowing activities, which include a senior revolving credit facility with a group of banks used to maintain liquidity and fund the Company s business operations. The nature and amount of our debt may vary as a result of future business requirements, market conditions, and other factors. At March 31, 2013, our outstanding debt under our senior revolving credit facility was $237.0 million and interest on borrowings under this facility was approximately 4.31% for the three months ended March 31, 2013, including amortization of debt issuance costs, an unused line fee, and adjustments to fair value of the Company s interest rate cap. Because the LIBOR interest rates are currently below the 1.00% floor provided for in our senior revolving credit facility, an increase of 100 basis points in the LIBOR interest rate would result in an increase of less than 100 basis points to our borrowing costs. Based on a LIBOR rate of 25 basis points and the outstanding balance at March 31, 2103, an increase of 100 basis points in the LIBOR would result in an increase of 25 basis points to our borrowing costs and would result in $683,000 of increased interest expense on an annual basis.

We have entered into interest rate caps to manage interest rate risk associated with a notional $150.0 million of our LIBOR-based borrowings. The interest rate caps are based on the three-month LIBOR contract, reimburse us for the difference when three-month LIBOR exceeds six percent, and have a maturity of March 4, 2014. The carrying value of the interest rate caps are adjusted to fair value. For the three months ended March 31, 2013 and 2012, we recorded an unfavorable fair value adjustment of $466 and $17,000, respectively, as an increase in interest expense.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2013. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of March 31, 2013, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control

There were no changes in our internal control over financial reporting identified in management s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings and related actions that have arisen in the ordinary course of our business that have not been fully adjudicated. Our management does not believe that these matters, when ultimately concluded and determined, will have a material adverse effect on our financial condition, liquidity, or results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes to our Risk Factors from those included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. In addition to the other information set forth in this report and in our other reports and statements that we file with the SEC, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (which was filed with the SEC on March 18, 2013), which could materially affect our business, financial condition, and/or future operating results. The risks described in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q are not the only risks facing our company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially and adversely affect the Company s business, financial condition, and/or operating results.

ITEM 6. EXHIBITS

The exhibits listed in the accompanying exhibit index are filed as part of this Quarterly Report on Form 10-Q.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REGIONAL MANAGEMENT CORP.

Date: May 13, 2013

By: /s/ Donald E. Thomas
Donald E. Thomas, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Duly Authorized Officer)

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EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.1	Employment Agreement, dated March 18, 2013, between Thomas F. Fortin and Regional Management Corp.	8-K	001-35477	10.1	March 21, 2013	
10.2	Joinder and Second Amendment to the Fourth Amended and Restated Loan and Security Agreement, dated as of March 29, 2013, by and among the lenders named therein, Bank of America, N.A., as the agent, and Regional Management Corp., Regional Finance Corporation of South Carolina, Regional Finance Corporation of Georgia, Regional Finance Corporation of Texas, Regional Finance Corporation of North Carolina, Regional Finance Corporation of Alabama, Regional Finance Corporation of Tennessee, Regional Finance Company of New Mexico, LLC, Regional Finance Company of Oklahoma, LLC, Regional Finance Company of Missouri, LLC, Regional Finance Company of Georgia, LLC, RMC Financial Services of Florida, LLC, Regional Finance Company of Louisiana, LLC, and Regional Finance Company of Mississippi, LLC, as borrowers.	8-K	001-35477	10.1	April 4, 2013	
31.1	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Executive Officer					X
31.2	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Financial Officer					X
32.1	Section 1350 Certifications					X
101+	The following materials from our Quarterly Report on Form 10-Q for the three months ended March 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of March 31, 2013 and December 31, 2012; (ii) the Consolidated Statements of Income for the three months ended March 31, 2013 and March 31, 2012; (iii) the Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and March 31, 2012; and (iv) the Notes to the Condensed Consolidated Financial Statements					X

Indicates a management contract or a compensatory plan, contract, or arrangement.

\+ The XBRL-related information has been furnished electronically herewith. This exhibit, regardless of whether it is an exhibit to a document incorporated by reference into any of our filings and except to the extent specifically stated otherwise, is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.