

NICHOLAS FINANCIAL INC  
Form 8-K  
October 18, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): October 17, 2017**

**NICHOLAS FINANCIAL, INC.**  
**(Exact name of registrant as specified in its Charter)**

**British Columbia, Canada**  
**(State or Other Jurisdiction of**

**0-26680**  
**(Commission**

**8736-3354**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**File Number)**

**Identification No.)**

**2454 McMullen Booth Road, Building C**

**33759**

**Clearwater, Florida**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

**(727) 726-0763**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former name, former address and former fiscal year, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On October 17, 2017, Jeffrey Royal, President of Dundee Bank located in Omaha, NE, was elected to the Board of Directors (the Board) of Nicholas Financial, Inc. (the Company). Mr. Royal will be the chairperson of the Audit Committee and a member of both the Compensation Committee and the Nominating/Corporate Governance Committee.

Mr. Royal was awarded 2,024 shares of restricted stock under the Company's 2015 Omnibus Incentive Plan in connection with his appointment to the Board. Such shares will vest on September 7, 2018. Mr. Royal is entitled to receive the same compensation for his services on the Board as other non-employee directors of the Company, as described in the Company's proxy statement for its 2017 Annual General Meeting, filed on July 28, 2017. As previously disclosed, Scott Fink resigned from the board effective October 16, 2017.

*The statements contained in this Current Report on Form 8-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 31E of the Securities Exchange Act of 1934, including statements regarding the Company's expectations, hopes, beliefs, intentions, or strategies regarding the future, constitute forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. All forward-looking statements included in this document are based on information available to the Company on the date hereof and the Company assumes no obligation to update any such forward-looking statement. Prospective investors should also consult the risks described from time to time in the Company's Reports on Forms 10-K, 10-Q and 8-K and Annual Reports to Shareholders.*

**SIGNATURES**

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, hereunto duly authorized.

**NICHOLAS FINANCIAL, INC.**  
(Registrant)

Date: October 18, 2017

/s/ Katie L. MacGillivray  
Katie L. MacGillivray  
Vice President, Chief Financial Officer