

Regional Management Corp.
Form 4
December 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Parallel 2005 Equity Partners, LLC

(Last) (First) (Middle)

2100 MCKINNEY AVENUE,, SUITE 1200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.10 per share | 12/10/2013 | | M | | 4,000 | A | \$ 15 | 658,232 | I | See footnotes (1) (4) |
| Common Stock, par value \$0.10 per share | 12/10/2013 | | S | | 658,232 | D | \$ 29.605 (2) | 0 | I | See footnotes (1) (4) |

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

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

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 15 | 12/10/2013 | | M | 4,000 | ⁽⁵⁾ 03/27/2022 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Parallel 2005 Equity Partners, LLC 2100 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | X | X | | |
| Parallel 2005 Equity Fund LP 2100 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201 | X | X | | |
| Parallel 2005 Equity Partners, LP 2100 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201 | X | X | | |
| FLETCHER FRANK BARRON III 2100 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201 | X | X | | |

Signatures

| | |
|---|------------|
| Parallel 2005 Equity Fund, LP By: Parallel 2005 Equity Partners, LP, its General Partner for Parallel 2005 Equity Fund, LP, /s/ F. Barron Fletcher, III Name: F. Barron Fletcher, III, Title: Authorized Person | 12/12/2013 |
| __Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LP By: Parallel 2005 Equity Partners, LLC, its General Partner for Parallel 2005 Equity Partners, LP, /s/ F. Barron Fletcher, III, Name: F. Barron Fletcher, III, Title: Authorized Person | 12/12/2013 |
| __Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LLC, /s/ F. Barron Fletcher, III, Name: F. Barron Fletcher, III, Title: Authorized Person | 12/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ F. Barron Fletcher, III F. Barron Fletcher, III, | 12/12/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 648,850 shares of common stock of Regional Management Corp. (the "Issuer") held directly by Parallel 2005 Equity Fund, LP and 4,691 shares of common stock held by each of Richard T. Dell'Aquila and Jared L. Johnson as nominee holders on behalf of Parallel 2005 Equity Fund, LP.
 - (2) This amount represents the \$31.00 public offering price per share of the common stock of the Issuer less the underwriting discount of \$1.395 per share.
 - (3) These securities are held by Richard T. Dell'Aquila and Jared L. Johnson as nominee holders on behalf of Parallel 2005 Equity Fund, LP.
 - (4) The general partner of Parallel 2005 Equity Fund, LP is Parallel 2005 Equity Partners, LP. The general partner of Parallel 2005 Equity Partners, LP is Parallel 2005 Equity Partners, LLC. F. Barron Fletcher, III is the managing member of Parallel 2005 Equity Partners, LLC. Mr. Johnson is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC. Mr. Dell'Aquila is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC.
 - (5) The option vests in five equal annual installments beginning on March 27, 2013.

Remarks:

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Person.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing is accurate and complete.

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

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