

Rodriguez Marcos A
 Form 4
 March 29, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Palladium Equity Partners III, L.L.C.

(Last) (First) (Middle)

ROCKEFELLER CENTER, 1270 AVENUE OF THE AMERICAS, SUITE 2200

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regional Management Corp. [RM]

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

03/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15	03/27/2012	A	20,000		<u>(1)</u>	03/27/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palladium Equity Partners III, L.L.C. ROCKEFELLER CENTER 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020	X	X		
Palladium Equity Partners III L P ROCKEFELLER CENTER 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020	X	X		
Rodriguez Marcos A ROCKEFELLER CENTER 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020	X	X		

Signatures

Palladium Equity Partners III, L.P. /s/ Kevin L. Reymond Name: Kevin L. Reymond Title: Chief Financial Officer					03/29/2012
	**Signature of Reporting Person				Date
Palladium Equity Partners III, L.L.C. /s/ Erik A. Scott Name: Erik A. Scott Title: Member					03/29/2012
	**Signature of Reporting Person				Date
/s/ Marcos A. Rodriguez					03/29/2012
	**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) The option vests in five equal annual installments beginning on the first anniversary of the grant date.
- (2)

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The Reporting Persons received the option award from Regional Management Corp. (the "Issuer") as a director by deputization of the Issuer. The grant to the Reporting Persons was approved by the Board of Directors of the Issuer.

- (3) The securities reported herein are held by David Perez and Erik A. Scott as nominee holders. Pursuant to the arrangements between Palladium Equity Partners III, L.P. (the "Fund") and Mr. Perez and Mr. Scott, Mr. Perez and Mr. Scott are not permitted to retain the Stock Options granted by Regional Management Corp., and Mr. Perez and Mr. Scott are required to hold such securities for the benefit of the Fund. Mr. Perez is chairman of the board of directors of the Issuer and a Managing Director of Palladium. Mr. Scott is a member of the board of directors of the Issuer and a Managing Director of Palladium. The general partner of Palladium Equity Partners III, L.P. is Palladium Equity Partners III, L.L.C. Marcos A. Rodriguez is the managing member of Palladium Equity Partners III, L.L.C.

Remarks:

David Perez and Erik A. Scott serve on the board of directors of the Issuer as representatives of the Reporting Persons. Mr. Pe

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

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

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