

Regional Management Corp.
Form 4
December 12, 2013

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 *
Godley Richard A

(Last) (First) (Middle)

C/O REGIONAL MANAGEMENT CORP., 509 WEST BUTLER ROAD

(Street)

GREENVILLE, SC 29607

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/10/2013		S		329,220	D	\$ 29.605 (5)	0	I	see footnote (1)
Common Stock	12/10/2013		S		180,000	D	\$ 29.605 (5)	0	I	see footnote (2)
Common Stock								4,484	D	
Common Stock								60,000	I	see footnote (3)

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These shares of common stock of the Issuer were held by the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012. The reporting person's wife, Pamela Denise Godley, is the trustee of the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012.

- (3) These shares of common stock of the Issuer are held by the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012. The reporting person's wife, Pamela Denise Godley, is the trustee of the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012.
- (4) These shares of common stock of the Issuer are held by the Pamela Denise Godley Revocable Trust. The reporting person's wife, Pamela Denise Godley, is the trustee of the Pamela Denise Godley Revocable Trust.
- (5) This amount represents the \$31.00 public offering price per share of the Issuer's common stock less the underwriting discount of \$1.395 per share.

Remarks:

Mr. Godley disclaims beneficial ownership of the shares of common stock of the Issuer reported herein, except to the extent of

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.