

Lawrence Bryan Ross  
Form SC 13G/A  
February 13, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13G**  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**  
**TO 240.13D-1(B), (C) and (D) and AMENDMENTS THERETO FILED**  
**PURSUANT TO 240.13D-2**  
**(Amendment No. 1)\***

**NICHOLAS FINANCIAL, INC.**

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

65373J209

(CUSIP Number)

December 31, 2008

(Date of Event Which

Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1 (c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 65373J209

**Schedule 13G**

**1** NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
BRYAN R. LAWRENCE

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
  
USA

**5** SOLE VOTING POWER  
  
NUMBER OF 538,546 (2)

**6** SHARED VOTING POWER  
  
SHARES BENEFICIALLY OWNED BY 18,855 (3)

**7** SOLE DISPOSITIVE POWER  
  
EACH REPORTING PERSON 538,546 (2)

**8** SHARED DISPOSITIVE POWER  
  
WITH 18,855 (3)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

557,401 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.37% (4)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Such shares of Common Stock include (a) 535,186 shares owned by Oakcliff Capital Partners, L.P. (the Partnership ), (b) 3,360 shares owned by Bryan R. Lawrence IRA (the IRA ), (c) 10,720 shares owned by Bryan Maxwell Lawrence 2001 Annual Exclusion Trust ( Trust 1 ), (d) 6,990 shares owned by Emma Byrns Lawrence 2003 Annual Exclusion Trust ( Trust 2 ), and (e) 1,145 shares owned by Gwendolyn Catherine Lawrence 2006 Annual Exclusion Trust (together with Trust 1 and Trust 2, the Trusts ).

(2) Mr. Lawrence is the managing member of the general partner of the Partnership and in that capacity exercises the power to vote and to dispose of all the shares owned by the Partnership. Mr. Lawrence disclaims beneficial ownership of the shares owned by the Partnership except to the extent of his pecuniary interest therein. Mr. Lawrence also exercises the power to vote and to dispose of all the shares owned by the IRA.

(3) Mr. Lawrence is co-trustee of the Trusts and in that capacity shares power to vote and to dispose of all shares owned by the Trusts with his wife, Marilyn C. Lawrence, the other co-trustee of the Trusts. Mr. Lawrence disclaims beneficial ownership of the shares owned by the Trusts except to the extent of his pecuniary interest therein.

(4) Based on 10,373,831 shares of common stock issued and outstanding as of January 31, 2009 as disclosed by Nicholas Financial, Inc. in its Form 10-Q filed with the Securities and Exchange Commission on February 2, 2009.

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**SCHEDULE 13G/A**

This Amendment No. 1 to Schedule 13G (the Amendment ) is an amendment to the initial statement on Schedule 13G relating to shares of common stock, no par value (the Common Stock ) of Nicholas Financial, Inc., a Delaware corporation, filed with the Securities and Exchange Commission on July 17, 2008 (the Schedule 13G ). This Amendment is being filed on behalf of Bryan R. Lawrence.

**Item 1.**

No modification.

**Item 2.**

No modification.

**Item 3.**

No modification.

**Item 4. Ownership**

Item 4 is hereby amended and restated as follows:

- (a) Amount beneficially owned: 557,401
- (b) Percent of class: 5.37%
- (c) Number of shares as to which each person has:
  - (i) sole power to vote or to direct the vote: 538,546
  - (ii) shared power to vote or to direct the vote: 18,855
  - (iii) sole power to dispose or to direct the disposition of: 538,546
  - (iv) shared power to dispose or to direct the disposition of: 18,855

**Item 5. Ownership of Five Percent or Less of a Class**

No modification.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

No modification.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

No modification.

**Item 8. Identification and Classification of Members of the Group**

No modification.

**Item 9. Notice of Dissolution of Group**

No modification.

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**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2009

/s/ Bryan R. Lawrence

Bryan R. Lawrence