

Regional Management Corp.
Form 4
September 27, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

09/25/2013

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	09/25/2013		S		1,454,665	D	\$ 26.2625 (1)
					652,850	(2)	I
							See footnote (3)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 /s/
F. Barron Fletcher Name: F. Baron Fletcher Title: Authorized Person 09/27/2013
 __Signature of Reporting Person Date

Parallel 2005 Equity Partners, LP By: Parallel 2005 Equity Partners, LLC, its General Partner
/s/ F. Barron Fletcher Name: F. Baron Fletcher Title: Authorized Person 09/27/2013
 __Signature of Reporting Person Date

Parallel 2005 Equity Partners, LLC /s/ F. Barron Fletcher Name: F. Baron Fletcher Title:
Authorized Person 09/27/2013
 __Signature of Reporting Person Date

/s/ F. Barron Fletcher

09/27/2013

__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) This amount represents the \$27.50 public offering price per share of the common stock of Regional Management Corp. (the "Issuer") less the underwriting discount of \$1.2375 per share.
- The amount stated includes 4,000 shares subject to options either currently exercisable or exercisable within 60 days of the date hereof, over which Parallel 2005 Equity Fund, LP will not have voting or investment power until the options are exercised. The Issuer granted such options to Jared L. Johnson and Richard T. Dell'Aquila, who are designees of Parallel 2005 Equity Fund, LP serving on the Issuer's board of directors, on March 27, 2012. Pursuant to arrangements between Parallel 2005 Equity Fund, LP, Mr. Johnson, and Mr. Dell'Aquila, Messrs. Johnson and Dell'Aquila are not permitted to retain stock options granted by the Issuer to each of Messrs. Johnson and Dell'Aquila, and each of Messrs. Johnson and Dell'Aquila is required to hold such securities for the benefit of Parallel 2005 Equity Fund, LP.
- (2) These shares of common stock of Regional Management Corp. (the "Issuer") are held by Parallel 2005 Equity Fund, LP. 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.

Remarks:

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Person. Jared L. Johnson is a Managing Director of Parallel Investment Partners, LLC, which is the advisor to Parallel 2005 Equity Fund, LP. Richard T. Dell'Aquila is a Managing Director of Parallel Investment Partners, LLC, which is the advisor to Parallel 2005 Equity Fund, LP.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing should not be an admission that the Reporting Persons are the beneficial owners of any of the securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of the Reporting Persons' pecuniary interest therein.

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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