Regional Management Corp.

Form 4

April 12, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Dunn Michael R			orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
				Regional Management Corp. [RM]	(Check all applicable)		
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
				(Month/Day/Year)	X Director 10% Owner		
	C/O REGION	NAL MAN	L MANAGEMENT 04/10	04/10/2017	Officer (give title Other (specify below)		
	CORP., 979	P., 979 BATESVILLE ROAD,			below) below)		
	SUITE B						
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Year)				
					X Form filed by One Reporting Person		
CDEED CC 20651					Form filed by More than One Reporting		

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(City)	(State)	Tabl	e I - Non-E	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Year) Execution Date, if Transaction(A) any Code (Ins. (Month/Day/Year) (Instr. 8)		4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock	04/10/2017		S <u>(1)</u>	5,300	D	\$ 20.07 (2)	168,502	D		
Common Stock	04/11/2017		S <u>(1)</u>	7,493	D	\$ 20.03 (3)	161,009	D		

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

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Person

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Date	Title	Number			
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

	Kelationships
Reporting Owner Name / Address	*

Director 10% Owner Officer Other

Dunn Michael R
C/O REGIONAL MANAGEMENT CORP.
979 BATESVILLE ROAD, SUITE B
GREER, SC 29651

Signatures

/s/ Brian J. Fisher, attorney-in-fact 04/12/2017

**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).
- The transactions covered by this Form 4 have been effected pursuant to a Rule 10b5-1 Sales Plan adopted on February 13, 2017, as

 (1) amended on March 7, 2017, under which the reporting person intends to sell up to a total of 75,000 shares. The Rule 10b5-1 Sales Plan is intended to comply with Rule 10b5-1(c) promulgated under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.27, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.13, inclusive. The reporting person undertakes to provide to Regional Management Corp., any security holder of Regional Management Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold and the price at which such shares were sold.

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

Reporting Owners 2

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