

NICHOLAS FINANCIAL INC
 Form 4
 July 20, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bates Kevin Dean

2. Issuer Name and Ticker or Trading Symbol
 NICHOLAS FINANCIAL INC
 [NICK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/12/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior VP Branch Operations

2454 MCMULLEN BOOTH DRIVE, BLDG C

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEARWATER, FL 33759

(City) (State) (Zip)

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 | | | |
| Common Stock | 07/12/2016 | | A | 6,367 A \$ 0 | 31,067 | D | |

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)

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| 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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option (right to buy) | \$ 8.21 ⁽¹⁾ | | | | | ⁽²⁾ 05/08/2017 | Common Stock | 5,500 |
| Stock Option (right to buy) | \$ 3.6 ⁽¹⁾ | | | | | ⁽³⁾ 03/19/2018 | Common Stock | 3,300 |
| Stock Option (right to buy) | \$ 0.77 ⁽¹⁾ | | | | | ⁽⁴⁾ 11/06/2018 | Common Stock | 5,500 |
| Stock Option (right to buy) | \$ 1.2 ⁽¹⁾ | | | | | ⁽⁵⁾ 05/05/2019 | Common Stock | 5,500 |
| Stock Option (right to buy) | \$ 10.96 ⁽¹⁾ | | | | | ⁽⁶⁾ 05/09/2021 | Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 10.87 ⁽¹⁾ | | | | | ⁽⁷⁾ 05/03/2022 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 14.37 | | | | | ⁽⁸⁾ 06/13/2024 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Reporting Owners | | | | |

Bates Kevin Dean
2454 MCMULLEN BOOTH DRIVE
BLDG C
CLEARWATER, FL 33759

X

Senior VP Branch Operations

Signatures

/s/ Kevin D.

07/20/2016

Bates

**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 exercise price has been reduced by \$2.00 per the Equity Plan requirements as a result of the December 2012 special cash dividend.
- (2) The option vested in five equal annual installments beginning on May 8, 2007.
- (3) The option vested in five equal annual installments beginning on March 19, 2008.
- (4) The option vested in five equal annual installments beginning on November 6, 2008.
- (5) The option vested in five equal annual installments beginning on May 5, 2009.
- (6) The option vested in five equal annual installments beginning on May 9, 2011.
- (7) The option vested in five equal annual installments beginning on May 3, 2012.
- (8) The option vested in five equal annual installments beginning on June 13, 2014.

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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