

Regional Management Corp.  
Form S-8 POS  
June 19, 2012

As filed with the Securities and Exchange Commission on June 19, 2012.

Registration No. 333-180382

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Regional Management Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**57-0847115**  
(I.R.S. Employer  
Identification Number)

**509 West Butler Road**  
**Greenville, South Carolina 29607**

**Telephone: (864) 422-8011**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Regional Management Corp. 2007 Management Incentive Plan**

**Regional Management Corp. 2011 Stock Incentive Plan**

(Full Titles of the Plans)

**Thomas F. Fortin**

**Chief Executive Officer**

**Regional Management Corp.**

**509 West Butler Road**

**Greenville, South Carolina 29607**

**Telephone: (864) 422-8011**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**Joshua Ford Bonnie**

**Lesley Peng**

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**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**EXPLANATORY NOTE**

On March 27, 2012, Regional Management Corp. (the Company) filed a Registration Statement on Form S-8, File No. 333-180382, for the registration of 1,987,412 shares of the Company's common stock, par value \$.10 per share, to be issued under the Regional Management Corp. 2007 Management Incentive Plan and the Regional Management Corp. 2011 Stock Incentive Plan (the Original Registration Statement). This Post-Effective Amendment No. 1 is being filed to correct a typographical error in the file number of the Company's Prospectus incorporated by reference in Part II Item 3 of the Original Registration Statement. This Post-Effective Amendment No. 1 amends only Part II Item 3 and Part II Item 8 of the Original Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the Commission) by Regional Management Corp. (the Company) pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference in this Post-Effective Amendment No. 1 to the Original Registration Statement:

- (a) the Company's Prospectus to be filed with the Commission pursuant to Rule 424(b) of the Securities Act, relating to the registration statement on Form S-1 (File No. 333-174245) (the Form S-1);
- (b) the Company's registration statement on Form 8-A filed with the Commission pursuant to Section 12(b) of the Securities Act, relating to the Company's common stock;
- (c) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012; and
- (d) the Company's Current Reports on Form 8-K filed on April 2, 2012 and May 2, 2012 (other than information furnished pursuant to Item 2.02 of the Current Report on Form 8-K).

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Post-Effective Amendment No. 1 to the Original Registration Statement and prior to the filing of a post-effective amendment indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Post-Effective Amendment No. 1 to the Original Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment No. 1 to the Original Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment No. 1 to the Original Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Post-Effective Amendment No. 1 to the Original Registration Statement:

**Exhibit**

**Number**

**Description of Document**

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- 4.1 Form of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Form S-1)
- 4.2 Form of Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Form S-1)

- 5.1 Opinion of Simpson Thacher & Bartlett LLP\*
- 10.1 Regional Management Corp. 2007 Management Incentive Plan (incorporated by reference to Exhibit 10.4 of the Form S-1)
- 10.2 Regional Management Corp. 2011 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 of the Form S-1)
- 23.1 Consent of McGladrey LLP
- 23.2 Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)\*
- 24.1 Power of Attorney\*

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Original Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenville, State of South Carolina on June 19, 2012.

REGIONAL MANAGEMENT CORP.

By: /s/ Thomas F. Fortin  
Name: Thomas F. Fortin  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Original Registration Statement has been signed by the following persons in the capacities indicated on June 19, 2012.

Signature	Title
* David Perez	Chairman of the Board of Directors
	Director
Roel C. Campos	
* Richard T. Dell Aquila	Director
* Richard A. Godley	Director
* Jared L. Johnson	Director
	Director
Alvaro G. de Molina	
	Director
Carlos Palomares	
* Erik A. Scott	Director
* Thomas F. Fortin	Chief Executive Officer (principal executive officer)
* Robert D. Barry	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)

\*By: /s/ Thomas F. Fortin

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Attorney in Fact