

Regional Management Corp.  
Form 8-K  
April 30, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 25, 2019**

**Regional Management Corp.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35477**  
**(Commission**

**File Number)**  
**979 Batesville Road, Suite B**

**57-0847115**  
**(IRS Employer**

**Identification No.)**

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**Greer, South Carolina 29651**

**(Address of principal executive offices) (zip code)**

**(864) 448-7000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Regional Management Corp. (the Company ) held its 2019 Annual Meeting of Stockholders (the Annual Meeting ) on April 25, 2019. At the Annual Meeting, the stockholders of the Company voted on the following proposals, which are described in greater detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 27, 2019 (the Proxy Statement ). The results of the voting are presented below.

***Election of Directors***

The Company's stockholders elected the eight nominees named in the Proxy Statement to serve as members of the Company's Board of Directors until the next annual meeting of stockholders or until their successors are elected and qualified, based on the following final voting results:

| <b>Nominee</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Jonathan D. Brown     | 9,957,800        | 116,811               | 799,349                 |
| Roel C. Campos        | 9,499,485        | 575,126               | 799,349                 |
| Maria Contreras-Sweet | 9,916,523        | 158,088               | 799,349                 |
| Michael R. Dunn       | 9,923,162        | 151,449               | 799,349                 |
| Steven J. Freiberg    | 9,915,426        | 159,185               | 799,349                 |
| Peter R. Knitzer      | 9,957,800        | 116,811               | 799,349                 |
| Alvaro G. de Molina   | 9,574,457        | 500,154               | 799,349                 |
| Carlos Palomares      | 9,682,124        | 392,487               | 799,349                 |

***Ratification of Independent Auditor***

The Company's stockholders approved the ratification of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019, based on the following final voting results:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 10,794,056 | 78,704         | 1,200          |

***Advisory Vote to Approve the Compensation of the Company's Named Executive Officers***

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, based on the following final voting results.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 9,422,034  | 367,923        | 284,654        | 799,349                 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Regional Management Corp.

Date: April 30, 2019

By: /s/ Donald E. Thomas  
Donald E. Thomas

Executive Vice President and

Chief Financial Officer