

Regional Management Corp.

Form 4

December 12, 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)

12/10/2013

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)
Common Stock, par value \$0.10 per share	12/10/2013		M	4,000	A \$ 15 658,232	I	See footnotes (1) (4)
Common Stock, par value \$0.10 per share	12/10/2013		S	658,232	D \$ 29.605 0	I	See footnotes (1) (4)

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

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(9-02)

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 (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. Amount or Number of Shares
Stock Option (right to buy)	\$ 15	12/10/2013		M	4,000	(5) 03/27/2022	Common Stock	4,000

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 for
Parallel 2005 Equity Fund, LP, /s/ F. Barron Fletcher, III Name: F. Barron Fletcher, III, Title:
Authorized Person 12/12/2013

__Signature of Reporting Person Date

Parallel 2005 Equity Partners, LP By: Parallel 2005 Equity Partners, LLC, its General Partner
for Parallel 2005 Equity Partners, LP, /s/ F. Barron Fletcher, III, Name: F. Barron Fletcher, III,
Title: Authorized Person 12/12/2013

__Signature of Reporting Person Date

Parallel 2005 Equity Partners, LLC, /s/ F. Barron Fletcher, III, Name: F. Barron Fletcher, III,
Title: Authorized Person 12/12/2013

__Signature of Reporting Person Date

/s/ F. Barron Fletcher, III F. Barron Fletcher, III, 12/12/2013

__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) Includes 648,850 shares of common stock of Regional Management Corp. (the "Issuer") held directly by Parallel 2005 Equity Fund, LP and 4,691 shares of common stock held by each of Richard T. Dell'Aquila and Jared L. Johnson as nominee holders on behalf of Parallel 2005 Equity Fund, LP.
- (2) This amount represents the \$31.00 public offering price per share of the common stock of the Issuer less the underwriting discount of \$1.395 per share.
- (3) These securities are held by Richard T. Dell'Aquila and Jared L. Johnson as nominee holders on behalf of Parallel 2005 Equity Fund, LP.
- (4) 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. Mr. Johnson is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC. Mr. Dell'Aquila is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC.
- (5) The option vests in five equal annual installments beginning on March 27, 2013.

Remarks:

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Person.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing satisfies the requirements of the Act.

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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