

Regional Management Corp.

Form 4

August 10, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Freiberg Steven J

(Last) (First) (Middle)

C/O REGIONAL MANAGEMENT
CORP., 509 WEST BUTLER ROAD

(Street)

GREENVILLE, SC 29607

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Regional Management Corp. [RM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2015

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)
				(A) or (D)	Price		
Common Stock	08/06/2015		P	6,832	A	\$ 19.33 (1)	64,185 D
Common Stock	08/07/2015		P	9,594	A	\$ 18.99 (2)	73,779 D
Common Stock						24,854	I see footnote (3)

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 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. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freiberg Steven J C/O REGIONAL MANAGEMENT CORP. 509 WEST BUTLER ROAD GREENVILLE, SC 29607	X			

Signatures

/s/ Brian J. Fisher,
attorney-in-fact

****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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.10 to \$19.35, 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 purchased and the price at which such shares were purchased.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.91 to \$19.00, 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 purchased and the price at which such shares were purchased.

(3)

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These shares of common stock of Regional Management Corp. are held by the Neena Freiberg Irrevocable Trust. Steven J. Freiberg is trustee of the Neena Freiberg Irrevocable Trust.

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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