

Bates Kevin Dean
 Form 4
 April 27, 2018

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)
 2454 MCMULLEN BOOTH DRIVE, BLDG C
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2018

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

CLEARWATER, FL 33759

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	04/24/2018		M	A	\$ 5,500	51,036	D
Common Stock	04/24/2018		M	A	\$ 1.2	56,536	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option(right to buy)	\$ 0.77 ⁽¹⁾	04/24/2018		M	5,500	⁽²⁾ 11/06/2018	Common Stock 5,500
Stock Option(right to buy)	\$ 1.2 ⁽¹⁾	04/24/2018		M	5,500	⁽³⁾ 05/05/2019	Common Stock 5,500
Stock Option(right to buy)	\$ 10.96 ⁽¹⁾					⁽⁴⁾ 05/09/2021	Common Stock 1,500
Stock Option(right to buy)	\$ 10.87 ⁽¹⁾					⁽⁵⁾ 05/03/2022	Common Stock 10,000
Common Stock	\$ 14.37 ⁽¹⁾					⁽⁶⁾ 06/13/2024	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Senior VP Branch Operations

Signatures

/s/Irina Nashtatik, Attorney
in fact

04/24/2018

 **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 installments beginning on November 6, 2008.
- (3) The option vested in five equal installments beginning on May 5, 2009.
- (4) The option vested in five equal installments beginning on May 9, 2011.
- (5) The option vested in five equal installments beginning on May 3, 2012.
- (6) The option vested in five equal 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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