

NICHOLAS FINANCIAL INC
 Form 4/A
 July 11, 2017

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 *
FINKENBRINK RALPH

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
 ROAD, BLDG C SUITE 501B**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/16/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

CLEARWATER, FL 33759

4. If Amendment, Date Original Filed(Month/Day/Year)
05/30/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/16/2017 | | A ⁽¹⁾ | 5,194 A \$ 0 | 93,098 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------|--|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 6.58 ⁽²⁾ | | | | | | | ⁽³⁾ | 08/31/2017 | Common Stock | 11,000 |
| Stock Option (right to buy) | \$ 3.6 ⁽²⁾ | | | | | | | ⁽⁴⁾ | 03/19/2018 | Common Stock | 8,200 |
| Stock Option (right to buy) | \$ 3.5 ⁽²⁾ | | | | | | | ⁽⁵⁾ | 04/01/2018 | Common Stock | 38,500 |
| Stock Option (right to buy) | \$ 14.37 | | | | | | | ⁽⁶⁾ | 06/13/2024 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FINKENBRINK RALPH 2454 MCMULLEN BOOTH ROAD BLDG C SUITE 501B CLEARWATER, FL 33759 | X | | CEO & President | |

Signatures

/s/Ralph T.
Finkenbrink

07/11/2017

**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 award represents earned, but unvested shares underlying performance units, with the shares vesting on March 31, 2019.
- (2) The exercise price has been reduced by \$2.00 per the Equity Plan requirements as a result of the December 2012 special cash dividend.
- (3) The options vested in five equal annual installments beginning on August 31, 2008.
- (4) The options vested in three equal annual installments beginning on March 19, 2009.
- (5) The options vested in three equal annual installments beginning on April 1, 2009.
- (6) The options vested in five equal annual installments beginning on June 13, 2015.

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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