

Regional Management Corp.  
Form 4  
November 19, 2013

**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 \*  
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)

10/28/2013

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock, par value \$0.10 per share | 10/28/2013                           |  | A <sup>(1)</sup>               | 5,382 A <u>1</u>  | 654,232 <sup>(2)</sup>  | I  | See footnote <sup>(3)</sup>       |

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. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Parallel 2005 Equity Partners, LLC<br>2100 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201 | X             | X         |         |       |
| Parallel 2005 Equity Fund LP<br>2100 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201       | X             | X         |         |       |
| Parallel 2005 Equity Partners, LP<br>2100 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201  | X             | X         |         |       |
| FLETCHER FRANK BARRON III<br>2100 MCKINNEY AVENUE, SUITE 1200<br>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           | 11/19/2013 |
| **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 | 11/19/2013 |
| **Signature of Reporting Person   | Date       |
| Parallel 2005 Equity Partners, LLC, /s/ F. Barron Fletcher, III, Name: F. Barron Fletcher, III, Title: Authorized Person  | 11/19/2013 |
| **Signature of Reporting Person   | Date       |
| /s/ F. Barron Fletcher, III F. Barron Fletcher, III,  | 11/19/2013 |

\_\_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).

- Represents a grant of 2,691 shares of common stock of Regional Management Corporation (the "Issuer") to each of Richard T. Dell'Aquila and Jared L. Johnson, who are designees of Parallel 2005 Equity Fund, LP serving on the Issuer's board of directors, as a component of their annual director compensation for their service on the Issuer's board of directors. Pursuant to arrangements between
- (1) Parallel 2005 Equity Fund, LP and each of Mr. Johnson, and Mr. Dell'Aquila, Messrs. Johnson and Dell'Aquila are not permitted to retain equity awards granted by the Issuer to each of Messrs. Johnson and Dell'Aquila, and each of Messrs. Johnson and Dell'Aquila is required to hold such securities for the benefit of Parallel 2005 Equity Fund, LP.
- (2) Includes 648,850 shares of common stock of the Issuer held directly by Parallel 2005 Equity Fund, LP.
- Shares of common stock of the Issuer are held by Parallel 2005 Equity Fund, LP and by each of Richard T. Dell'Aquila and Jared L. Johnson as nominee holders on behalf of Parallel 2005 Equity Fund, LP. The general partner of Parallel 2005 Equity Fund, LP is Parallel
- (3) 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.

**Remarks:**

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Person. Jared L. Johnson is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC. Richard T. Dell'Aquila is a Managing Director of Parallel Investment Partners, LLC, which is an affiliate of Parallel 2005 Equity Partners, LLC.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing should not be an admission that the Reporting Persons are the beneficial owners of any of the securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of the Reporting Persons' pecuniary interest therein.

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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