

Godley Richard A
Form 3
March 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Godley Richard A

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/27/2012

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

(Street)

GREENVILLE,Â SCÂ 29607

(City)

(State)

(Zip)

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 Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.10 per share 691,677

I See footnote (1)

Common Stock, par value \$0.10 per share 75,000

I See footnote (2)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Godley Richard A
C/O REGIONAL MANAGEMENT CORP.
509 WEST BUTLER ROAD
GREENVILLE, SC 29607

Â X Â Â Â

Signatures

/s/ Richard A. Godley, by Michelle Masters, attorney-in-fact, pursuant to a Power of Attorney
filed herewith

03/27/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares of common stock of Regional Management Corp. (the "Issuer") are held by the Richard A. Godley, Sr. Revocable Trust (the "Trust"). Mr. Richard A. Godley and his spouse, Denise Godley are trustees of the Trust
- (2) These shares of common stock of the Issuer are held by Denise Godley.

Â

Remarks:

Mr.Â GodleyÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ sharesÂ ofÂ commonÂ stockÂ ofÂ theÂ IssuerÂ reportedÂ he

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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