

NICHOLAS FINANCIAL INC
Form SC 13G/A
February 11, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

Nicholas Financial, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

65373J209

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)

oRule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who are to 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.

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names of reporting persons

i.r.s. identification no. of above
persons (entities only)

1.

SC Fundamental Value Fund, L.P.

2. check the appropriate box if a (a) x
group* (b) o
sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares	5. sole voting power	0
beneficially owned by	6. shared voting power	339,025
each reporting	7. sole dispositive power	0
person with:	8. shared dispositive power	339,025
9.	aggregate amount beneficially owned by each reporting person	339,025
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	4.29%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above
persons (entities only)

1.

SC Fundamental LLC

2. check the appropriate box if a (a) x
group* (b) o
sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	339,025
7. sole dispositive power	0
8. shared dispositive power	339,025

9. aggregate amount beneficially owned by each reporting person 339,025

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions) o

11. percent of class represented by amount in row (9) 4.29%

12. type of reporting person (See Instructions) PN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

SC Fund Management Profit Sharing Plan

2. check the appropriate box if a group* (a) (b)
 sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	89,522
	7. sole dispositive power	0
	8. shared dispositive power	89,522
9.	aggregate amount beneficially owned by each reporting person	89,522
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	1.13%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

Peter M. Collery

2. check the appropriate box if a group* (a) (b)
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	428,547
7. sole dispositive power	0
8. shared dispositive power	428,547

9. aggregate amount beneficially owned by each reporting person 428,547

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 5.42%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

Edward A. Collery

2. check the appropriate box if a group* (a) (b)
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power 0

6. shared voting power 339,025

7. sole dispositive power 0

8. shared dispositive power 339,025

9. aggregate amount beneficially owned by each reporting person 339,025

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 4.29%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above
persons (entities only)

1.

Neil H. Koffler

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	339,025
	7. sole dispositive power	0
	8. shared dispositive power	339,025
9.	aggregate amount beneficially owned by each reporting person	339,025
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	4.29%
12.	type of reporting person (See Instructions)	IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

John T. Bird

2. check the appropriate box if a group* (a) (b)
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	339,025
	7. sole dispositive power	0
	8. shared dispositive power	339,025
9.	aggregate amount beneficially owned by each reporting person	339,025
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	4.29%
12.	type of reporting person (See Instructions)	IN

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names of reporting persons

i.r.s. identification no. of above
persons (entities only)

1.

David A. Hurwitz

2. check the appropriate box if a (a) x
group* (b) o
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by	6. shared voting power	339,025
each reporting	7. sole dispositive power	0
person with:	8. shared dispositive power	339,025
9.	aggregate amount beneficially owned by each reporting person	339,025
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	4.29%
12.	type of reporting person (See Instructions)	IN

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Item 1.

(a) Name of Issuer: **Nicholas Financial, Inc.**

Address of

(b) Issuer's Principal Executive Offices: **454 McMullen Booth Road, Building C**

Clearwater Florida, 33759

Item 2.

This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (no par value) of Nicholas Financial, Inc. (the "Issuer") which are or were beneficially owned by the following reporting persons:

- (i) **SC Fundamental Value Fund, L.P.**
- (ii) **SC Fundamental LLC**
- (iii) **SC Fund Management Profit Sharing Plan**
- (iv) **Peter M. Collery**
- (v) **Edward A. Collery**
- (vi) **Neil H. Koffler**
- (vii) **John T. Bird and**

Name of
(a) Person
Filing:

(viii) **David A. Hurwitz (together, the "Reporting Persons"). This Form is being filed by SC Fundamental Value Fund, LP (the "Fund") on behalf of itself and SC Fundamental, LLC (the "General Partner"), SC Fund Management Profit Sharing Plan (the "Plan") and Peter M. Collery ("P Collery"), Edward A. Collery ("E Collery"), Neil H. Koffler ("Koffler"), John T. Bird ("Bird") and David A. Hurwitz ("Hurwitz"). P Collery is the President and a member of the General Partner and the Trustee of the Plan and Koffler, Bird and Hurwitz are Vice Presidents and members of the General Partner. E. Collery is a member of the General Partner.**

Address of Principal
(b) Business Office or, if
none, Residence:

**The principal business office of each of SC Fundamental Value Fund, L.P., SC Fundamental LLC, SC Fund Management Profit Sharing Plan, Peter M. Collery, Edward A. Collery, Neil H. Koffler, John T. Bird and David A. Hurwitz is:
747 Third Avenue, 27th Floor
New York, New York 10017**

(c), (d) **For information with respect to citizenship or place of organization of each of the Reporting Persons,**
and (e): **title of class of securities and CUSIP number for the shares held by such persons, see the appropriate**

cover page above.

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)