

BASSWOOD OPPORTUNITY FUND INC
 Form 3
 December 15, 2017

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BASSWOOD CAPITAL MANAGEMENT, L.L.C. | | | (Month/Day/Year) | Regional Management Corp. [RM] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 645 MADISON AVENUE, 10TH FLOOR,Â | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10022 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) (specify below) | <input checked="" type="checkbox"/> 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 ("Common Stock") | 256,635 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock | 23,975 | I | See footnotes <u>(1)</u> <u>(3)</u> |
| Common Stock | 690,180 | I | See footnotes <u>(1)</u> <u>(4)</u> |
| Common Stock | 129,152 | I | See footnotes <u>(1)</u> <u>(5)</u> |
| Common Stock | 76,193 | I | See footnotes <u>(1)</u> <u>(6)</u> |
| Common Stock | 27,470 | I | See footnotes <u>(1)</u> <u>(7)</u> |
| Common Stock | 326,274 | I | See footnotes <u>(1)</u> <u>(8)</u> |

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 (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BASSWOOD CAPITAL MANAGEMENT, L.L.C. 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| LINDENBAUM MATTHEW A C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| LINDENBAUM BENNETT D C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| BASSWOOD FINANCIAL FUND, L.P. C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| BASSWOOD FINANCIAL LONG ONLY FUND, L.P. C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| BASSWOOD ENHANCED LONG SHORT FUND LP C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| BASSWOOD OPPORTUNITY PARTNERS, L.P. C/O BASSWOOD CAPITAL MANAGEMENT, LLC 645 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

BASSWOOD OPPORTUNITY FUND INC
C/O BASSWOOD CAPITAL MANAGEMENT, LLC
645 MADISON AVENUE, 10TH FLOOR
NEW YORK, NY 10022

^ ^ X ^ ^

BASSWOOD FINANCIAL FUND, INC.
C/O BASSWOOD CAPITAL MANAGEMENT, LLC
645 MADISON AVENUE, 10TH FLOOR
NEW YORK, NY 10022

^ ^ X ^ ^

Signatures

BASSWOOD CAPITAL MANAGEMENT, L.L.C., By: /s/ Matthew
Lindenbaum

12/15/2017

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) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1
- (4) See Exhibit 99.1
- (5) See Exhibit 99.1
- (6) See Exhibit 99.1
- (7) See Exhibit 99.1
- (8) See Exhibit 99.1

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Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filer Information

Exhibit 99.3 - Joint Filers' Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential 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 number.