

NICHOLAS FINANCIAL INC
 Form 4
 May 14, 2015

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, BUILDING C, SUITE 501B**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2015

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

CLEARWATER, FL 33759

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

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)
				Code V Amount (A) or (D) Price			
Common Stock	03/19/2015		D ⁽¹⁾	88,603 D \$ 14.85	76,200	D	

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

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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)
Stock Option (right to buy)	\$ 6.58					(2) 08/31/2017	Common Stock 11,000	
Stock Option (right to buy)	\$ 3.6					(3) 03/19/2018	Common Stock 8,200	
Stock Option (right to buy)	\$ 3.5					(4) 04/01/2018	Common Stock 38,500	
Stock Option (right to buy)	\$ 14.37					(5) 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 BUILDING C, SUITE 501B CLEARWATER, FL 33759	X		President and CEO	

Signatures

/s/ Ralph T. Finkenbrink 05/14/2015

**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) Represents sale of shares to issuer pursuant to issuer tender offer exempt under Rule 16b-3.

(2) The options vested in five equal annual installments beginning on August 31, 2008.

(3) The options vested in three equal annual installments beginning on March 19, 2009.

(4) The options vested in three equal annual installments beginning on April 1, 2009.

(5) 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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