

BASSWOOD CAPITAL MANAGEMENT, L.L.C.

Form 4

November 27, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

BASSWOOD CAPITAL
MANAGEMENT, L.L.C.

(Last) (First) (Middle)

645 MADISON AVENUE, 10TH
FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Regional Management Corp. [RM]

3. Date of Earliest Transaction

(Month/Day/Year)

11/23/2018

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)

Director-by-Deputization

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ("Common Stock")	11/23/2018		J(2)	32,142 D	\$ 27.32 284,048	I	See footnotes (1) (2)
Common Stock	11/23/2018		J(2)	32,142 A	\$ 27.32 316,190	I	See footnotes (1) (2)
Common Stock					82,464	I	See footnotes (1) (3)

Common Stock	27,984	I	See footnotes (1) (4)
Common Stock	27,923	I	See footnotes (1) (5)
Common Stock	256,635	I	See footnotes (1) (6)
Common Stock	124,930	I	See footnotes (1) (7)
Common Stock	690,180	I	See footnotes (1) (8)
Common Stock	3,407	I	See footnotes (1) (9)

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)

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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

X

Director-by-Deputization

LINDENBAUM MATTHEW A
BASSWOOD CAPITAL MANAGEMENT L.L.C.
645 MADISON AVENUE 10TH FLOOR
NEW YORK, NY 10022

X

X

Director-by-Deputization

LINDENBAUM BENNETT D
BASSWOOD CAPITAL MANAGEMENT, L.L.C.
645 MADISON AVENUE, 10TH FLOOR
NEW YORK, NY 10022

X

X

Director-by-Deputization

Signatures

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

11/27/2018

__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) 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

(9) See Exhibit 99.1

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.

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