

Regional Management Corp.
Form S-8
March 15, 2017

As filed with the Securities and Exchange Commission on March 15, 2017

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

REGIONAL MANAGEMENT CORP.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Delaware | 979 Batesville Road, Suite B | 57-0847115 |
| (State or other jurisdiction of incorporation or organization) | Greer, South Carolina 29651 | (I.R.S. Employer Identification Number) |
| | (Address of principal executive offices, including zip code) | |
| | REGIONAL MANAGEMENT CORP. | |

2015 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

Brian J. Fisher

Vice President, General Counsel, and Secretary

Regional Management Corp.

979 Batesville Road, Suite B

Greer, South Carolina 29651

(864) 448-7000

(Name, address and telephone number, including area code,

of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated Filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed aggregate offering price (2) | Amount of registration fee (2) |
|---|------------------------------------|--|--|---------------------------------------|
| Common Stock, par value \$.10 per share | 350,363 | \$19.64 | \$6,881,130 | \$798 |

(1) The 350,363 shares of common stock of Regional Management Corp. (the Company) represent shares that were subject to awards granted under the Regional Management Corp. 2015 Long-Term Incentive Plan (the 2015 Plan) or a Prior Plan (as such term is defined in the 2015 Plan) that were forfeited, cancelled, terminated, expired or lapsed for any reason and are eligible for re-issuance or issuance under the 2015 Plan pursuant to the terms of the 2015 Plan. This Registration Statement also registers additional securities to be offered or issued upon adjustment or changes made to the registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act).

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- (2) Pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act, based on the average (\$19.64) of the high (\$19.84) and low (\$19.44) prices of the Company's common stock on March 10, 2017, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Regional Management Corp. (the Company) to register an additional 350,363 shares (the Additional Shares) of the common stock of the Company, which are securities of the same class and relate to the same employee benefit plan, the Regional Management Corp. 2015 Long-Term Incentive Plan (the 2015 Plan), as those shares registered on the Company's Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on April 22, 2015 (Registration No. 333-203566), which is hereby incorporated by reference. The Additional Shares represent shares that were subject to awards granted under the 2015 Plan, the Regional Management Corp. 2011 Stock Incentive Plan (the 2011 Plan), or the Regional Management Corp. 2007 Management Incentive Plan (the 2007 Plan and together with the 2011 Plan, the Prior Plans) that were forfeited, cancelled, terminated, expired or lapsed for any reason and are eligible for re-issuance or issuance under the 2015 Plan pursuant to the terms of the 2015 Plan. As permitted by the rules of the Commission, this Registration Statement consists of only those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Certain attorneys of Womble Carlyle Sandridge & Rice, LLP beneficially own collectively less than one quarter of one percent (0.25%) of the Company's outstanding shares of common stock.

Item 8. Exhibits.

The following exhibits are filed as a part of this Registration Statement:

| Number | Description |
|---------------|---|
| 5 | Opinion of Womble Carlyle Sandridge & Rice, LLP, as to the legality of the common stock being registered. |
| 23.1 | Consent of Womble Carlyle Sandridge & Rice, LLP (included in Exhibit 5). |
| 23.2 | Consent of RSM US LLP. |
| 24 | Powers of Attorney (included on signature page). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Regional Management Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greer, State of South Carolina, on this 15th day of March, 2017.

REGIONAL MANAGEMENT CORP.

By: /s/ Peter R. Knitzer
Peter R. Knitzer

Chief Executive Officer

Each of the undersigned, being a director and/or officer of Regional Management Corp. (the Company), hereby nominates, constitutes, and appoints Peter R. Knitzer and Brian J. Fisher, or any one of them severally, to be his true and lawful attorney-in-fact and agent and to sign in his name and on his behalf in any and all capacities stated below, and to file with the Securities and Exchange Commission (the Commission) this Registration Statement on Form S-8 (the Registration Statement) or other appropriate form, and to file any and all amendments, including post-effective amendments, exhibits, and other documents and instruments in connection therewith, to this Registration Statement, making such changes to this Registration Statement as such attorney-in-fact and agent deems appropriate, and generally to do all such things on his behalf in any and all capacities stated below to enable the Company to comply with the provisions of the Securities Act of 1933, as amended (the Securities Act), and all requirements of the Commission.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of March 15, 2017.

/s/ Peter R. Knitzer
Name: Peter R. Knitzer
Title: Chief Executive Officer and Director

(principal executive officer)

/s/ Donald E. Thomas
Name: Donald E. Thomas
Title: Executive Vice President and Chief Financial Officer

(principal financial officer)

/s/ Michael S. Dymski
Name: Michael S. Dymski
Title: Vice President and Chief Accounting Officer

(principal accounting officer)

/s/ Alvaro G. de Molina
Name: Alvaro G. de Molina
Title: Chairman of the Board of Directors

/s/ Carlos Palomares

/s/ Steven J. Freiberg

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Name: Carlos Palomares
Title: Director

Name: Steven J. Freiberg
Title: Director

/s/ Roel C. Campos
Name: Roel C. Campos
Title: Director

/s/ Richard A. Godley
Name: Richard A. Godley
Title: Director

/s/ Michael R. Dunn
Name: Michael R. Dunn
Title: Director

EXHIBIT INDEX

to

Registration Statement on Form S-8 of

Regional Management Corp.

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