

Parallel 2005 Equity Fund LP
 Form 4
 April 04, 2012

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 *
 Parallel 2005 Equity Partners, LLC

2. Issuer Name and Ticker or Trading Symbol
 Regional Management Corp. [RM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2012

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

2100 MCKINNEY AVENUE,
 SUITE 1200,

(Street)

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

DALLAS, TX 75201

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.10 per share | 04/02/2012 | | S | 461,542 | D 13.95 (1) | 2,103,515 | I See footnote (2) |

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

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SEC 1474 (9-02)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Parallel 2005 Equity Partners, LLC 2100 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | X | X | | |
| Parallel 2005 Equity Fund LP 2100 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | X | X | | |
| Parallel 2005 Equity Partners, LP 2100 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201 | X | X | | |
| FLETCHER FRANK BARRON III 2100 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | X | X | | |

Signatures

| | |
|---|------------|
| Parallel 2005 Equity Fund, LP By: Parallel 2005 Equity Partners, LP, the General Partner for Parallel 2005 Equity Fund, LP, /s/ F. Barron Fletcher, III, Authorized Person | 04/04/2012 |
| **Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LP By: Parallel 2005 Equity Partners, LLC, the General Partner for Parallel 2005 Equity Partners, LP, /s/ F. Barron Fletcher, III, Authorized Person | 04/04/2012 |
| **Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LLC, /s/ F. Barron Fletcher, III, Authorized Person for Parallel 2005 Equity Partners, LLC | 04/04/2012 |

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__Signature of Reporting Person

Date

/s/ F. Barron Fletcher, III

04/04/2012

__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) This amount represents the \$15 public offering price per share of the Issuer's common stock less the underwriting discount of \$1.05 per share.

These shares of common stock of Regional Management Corp. (the "Issuer") are held by Parallel 2005 Equity Fund, LP. The general partner of Parallel 2005 Equity Fund, LP is Parallel 2005 Equity Partners, LP. The general partner of Parallel 2005 Equity Partners, LP is Parallel 2005 Equity Partners, LLC. F. Barron Fletcher, III is the managing member of Parallel 2005 Equity Partners, LLC.
- (2)

Remarks:

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Person.

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing satisfies the requirements of Rule 16a-1(a)(4).

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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