

Regional Management Corp.  
Form SC 13G/A  
February 08, 2017

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Regional Management Corp.  
(Name of Issuer)

Common Stock, \$0.10 par value  
(Title of Class of Securities)

75902K106  
(CUSIP Number)

December 31, 2016  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP

No. 75902K106 13G Page 2 of 7 Pages

1 NAME OF REPORTING  
PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

Basswood Capital  
Management, L.L.C.

2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

5 SOLE VOTING  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON 7  
WITH

SHARED VOTING  
POWER  
1,087,564

SOLE DISPOSITIVE  
POWER  
0

SHARED  
DISPOSITIVE POWER

8

1,087,564

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

9

1,087,564

CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

10

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING  
PERSON\*

12

IA

2

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CUSIP  
No. 75902K106 13G Page 3 of 7 Pages

1 NAME OF REPORTING  
PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

Matthew Lindenbaum

2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
  
United States

NUMBER  
OF SHARES 5  
BENEFICIALLY 0  
OWNED  
BY  
EACH REPORTING 6  
PERSON  
WITH

SOLE VOTING POWER

SHARED VOTING  
POWER

1,087,564

7 SOLE DISPOSITIVE  
POWER  
  
0

8 SHARED DISPOSITIVE  
POWER

1,087,564

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,087,564

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (9)

9.5%

12 TYPE OF REPORTING  
PERSON\*  
IN/HC

3

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CUSIP

No. 75902K106 13G Page 4 of 7 Pages

1 NAME OF REPORTING  
PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

Bennett Lindenbaum

2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
  
United States

NUMBER  
OF  
SHARES 5  
BENEFICIALLY 0  
OWNED  
BY  
EACH  
REPORTING 6  
PERSON  
WITH  
  
SOLE VOTING POWER  
  
SHARED VOTING  
POWER  
  
1,087,564

7 SOLE DISPOSITIVE  
POWER  
  
0

8 SHARED DISPOSITIVE  
POWER

1,087,564

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,087,564

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (9)

9.5%

12 TYPE OF REPORTING  
PERSON\*

IN/HC

4

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Item  
1(a) Name of Issuer:

Regional Management Corp.

Item  
1(b) Address of Issuer's Principal Executive Offices:

979 Batesville Road, Suite B  
Greer, S.C. 29651

Item  
2(a) Name of Person Filing:

The information required by Item 2(a) is set forth in Row 1 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(b) Address or Principal Business Office:

c/o Basswood Capital Management, L.L.C.  
645 Madison Avenue, 10<sup>th</sup> Floor  
New York, NY 10022

Item  
2(c) Citizenship:

The information required by Item 2(c) is set forth in Row 4 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(d) Title of Class of Securities:

Common Stock, \$0.10 par value

Item  
2(e) CUSIP Number:

75902K106

Item 3 Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

The information required by Item 3 is set forth in Row 12 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item 4 Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.





Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item  
10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Remainder of page intentionally left blank]

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2017

Basswood Capital Management, L.L.C.

/s/ Matthew Lindenbaum

By: Name: Matthew Lindenbaum

Title: Managing Member

/s/ Matthew Lindenbaum

Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum

Bennett Lindenbaum, an individual