

Parallel 2005 Equity Fund LP
 Form 4
 March 29, 2012

FORM 4

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

OMB APPROVAL

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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)

2100 MCKINNEY AVENUE,
 SUITE 1200,

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/27/2012

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 15 | 03/27/2012 | A | 20,000 | | | | | (1) | 03/27/2022 | Common Stock | 20,000 |

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, its General Partner for Parallel 2005 Equity Fund, LP, /s/ F. Barron Fletcher, Authorized Person | 03/29/2012 |
| __Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LP By: Parallel 2005 Equity Partners, LLC, its General Partner for Parallel 2005 Equity Partners, LP, /s/ F. Barron Fletcher, III, Authorized Person | 03/29/2012 |
| __Signature of Reporting Person | Date |
| Parallel 2005 Equity Partners, LLC, /s/ F. Barron Fletcher, III, Authorized Person | 03/29/2012 |
| __Signature of Reporting Person | Date |
| /s/ F. Barron Fletcher, III | 03/29/2012 |
| __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) The option vests in five equal annual installments beginning on the first anniversary of the grant date.
- (2) The Reporting Persons received the option award from Regional Management Corp. (the "Issuer") as a director by deputization of the Issuer. The grant to the Reporting Persons was approved by the Board of Directors of the Issuer.

The securities reported herein are held by Richard T. Dell'Aquila and Jared L. Johnson as nominee holders. Mr. Johnson is a Managing Director of Parallel 2005 Equity Fund, LP. Mr. Dell'Aquila is a Principal of 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 Fund, LP is Parallel 2005 Equity Partners, LLC. F. Barron Fletcher, III is the managing member of Parallel 2005 Equity Partners, LLC.
- (3)

Remarks:

Jared L. Johnson and Richard T. Dell'Aquila serve on the board of directors of the Issuer as representatives of the Reporting Persons. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Persons state that this filing is accurate and complete.

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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