

NICHOLAS FINANCIAL INC
 Form 4
 April 22, 2015

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 *
 MAHAN ROGER

2. Issuer Name and Ticker or Trading Symbol
 NICHOLAS FINANCIAL INC
 [NICK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3 TIMBER RIDGE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2015

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

FAR HILLS, NJ 07931

(City) (State) (Zip)

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------------|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock ⁽¹⁾ | 03/19/2015 | | S | | 354,411 | D | \$ 14.85 | 87,399 | I ⁽²⁾ | By Mahan Children II, LLC ⁽³⁾ |
| Common Stock ⁽¹⁾ | 03/19/2015 | | S | | 320,068 | D | \$ 14.85 | 332,838 | I ⁽²⁾ | By Mahan Family II, LLC ⁽³⁾ |
| Common Stock ⁽¹⁾ | 03/19/2015 | | S | | 70,883 | D | \$ 14.85 | 9,117 | D | |
| Common Stock ⁽¹⁾ | | | | | | | | 52,000 | I ⁽⁴⁾ | By Basking Ridge |

Country
Club, Inc.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAHAN ROGER 3 TIMBER RIDGE ROAD FAR HILLS, NJ 07931 | | X | | |

Signatures

/s/ Roger Mahan 04/22/2015
 **Signature of Date
 Reporting Person

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) All share numbers reflect a 10% stock dividend paid on December 7, 2009.
- (2) The reporting person is a manager and equity holder of the limited liability company that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of the reporting person's pecuniary interest therein.
- (3) Mahan Children II, LLC and Mahan Family II, LLC are the successors in interest to Mahan Children, LLC and Mahan Family, LLC, respectively, and each of such entities is identical in all material respects to its predecessor except that its state of organization is Florida

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rather than New Jersey.

- (4) The reported securities were contributed by the reporting person to the corporation that owns the reported securities in a transaction exempt under Rule 16a-13. The reporting person is the sole equity holder, sole director and President of the corporation that owns the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.