

NICHOLAS FINANCIAL INC  
 Form 4  
 April 22, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

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

3 TIMBER RIDGE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

FAR HILLS, NJ 07931

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

Country  
Club, Inc.

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

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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. 5)
				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
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.