

REGIS CORP
Form 4
May 06, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Beltzman Daniel Gordon

(Last) (First) (Middle)
1350 BROADWAY, SUITE 2412
(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REGIS CORP [RGS]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	05/02/2014		P	11,656 A	\$ 13.1293 (1) 1,372,700	I	By Birch Run Capital Partners, LP (2) (3) (4) (5)
Common Stock	05/02/2014		P	10,070 A	\$ 13.1293 (1) 4,863,309	I	By Walnut BRC, LP (2) (3) (4) (5)
Common	05/02/2014		P	10,070 A	\$ 3,792,376	I	By Torch

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Stock					13.1293 <u>(1)</u>				BRC, LP <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	05/05/2014		P	6,848	A	\$ 13.1779 <u>(6)</u>	1,379,548	I	By Birch Run Capital Partners, LP <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	05/05/2014		P	5,915	A	\$ 13.1779 <u>(6)</u>	4,869,224	I	By Walnut BRC, LP <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	05/05/2014		P	5,915	A	\$ 13.1779 <u>(6)</u>	3,798,291	I	By Torch BRC, LP <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock							12,032	D <u>(7)</u>	

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 (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 Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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(4) Birch Run Capital Advisors, LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. BRC Advisors GP, LLC ("Adviser GP") is the General Partner to the Adviser. Daniel Beltzman and Gregory Smith are the Limited Partners of the Adviser and the Co-Managers of the Adviser GP. The Adviser, the Adviser GP, Daniel Beltzman and Gregory Smith may be deemed to share voting and dispositive power over the reported securities.

(5) Each of the Adviser, the Adviser GP, Daniel Beltzman, and Gregory Smith disclaim beneficial ownership of any interests of the reported securities in excess of such person's or entity's respective pecuniary interest in the securities. This report shall not be deemed an admission that each of the Adviser, the Adviser GP, Daniel Beltzman, or Gregory Smith is the beneficial owner of such interests for purposes of Section 16 or any other purpose.

(6) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$13.10 to \$13.20, inclusive.

(7) Reflects Restricted Stock Units (each a "RSU") previously granted to Daniel Beltzman, Co-Manager of the Adviser, as compensation for Mr. Beltzman's service on the Issuer's Board of Directors. Each RSU represents a contingent right to receive one share of RGS common stock.

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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