

NICHOLAS FINANCIAL INC  
Form SC 13G/A  
September 25, 2018

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

**SCHEDULE 13G/A**

(Amendment No. 1)

**Under the Securities Exchange Act of 1934**

**Nicholas Financial, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**65373J209**

(CUSIP Number)

**September 24, 2018**

(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 in 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).

**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 control number.**

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**SC Fundamental Value Fund, L.P.**

2. check the appropriate box if a group\* (a)  (b)   
sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares beneficially owned by each reporting person with:  
5. sole voting power 0  
6. shared voting power 370,644  
7. sole dispositive power 0  
8. shared dispositive power 370,644

9. aggregate amount beneficially owned by each reporting person 370,644

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 4.69%

12. type of reporting person (See Instructions) PN

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names of reporting persons

i.r.s. identification no. of above  
persons (entities only)

1.

**SC Fundamental LLC**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	370,644
	7. sole dispositive power	0
	8. shared dispositive power	370,644
9.	aggregate amount beneficially owned by each reporting person	370,644
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	4.69%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**SC Fund Management Profit Sharing Plan**

2. check the appropriate box if a group\* (a)  (b)   
 sec use only

3.

citizenship or place of organization

4. **Delaware**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	89,522
	7. sole dispositive power	0
	8. shared dispositive power	89,522
9.	aggregate amount beneficially owned by each reporting person	89,522
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	1.13%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**Peter M. Collery**

2. check the appropriate box if a group\* (a)  (b)   
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	460,166
	7. sole dispositive power	0
	8. shared dispositive power	460,166
9.	aggregate amount beneficially owned by each reporting person	460,166
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	5.82%
12.	type of reporting person (See Instructions)	IN

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names of reporting persons

i.r.s. identification no. of above  
persons (entities only)

1.

**Neil H. Koffler**

2. check the appropriate box if a group\* (a)  x  
(b)  o  
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	370,644
	7. sole dispositive power	0
	8. shared dispositive power	370,644
9.	aggregate amount beneficially owned by each reporting person	370,644
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	4.69%
12.	type of reporting person (See Instructions)	IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**John T. Bird**

2. check the appropriate box if a group\* (a)  (b)   
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	370,644
	7. sole dispositive power	0
	8. shared dispositive power	370,644
9.	aggregate amount beneficially owned by each reporting person	370,644
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	4.69%
12.	type of reporting person (See Instructions)	IN



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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

**David A. Hurwitz**

2. check the appropriate box if a group\* (a)  (b)   
 sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	370,644
7. sole dispositive power	0
8. shared dispositive power	370,644

9. aggregate amount beneficially owned by each reporting person 370,644

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 4.69%

12. type of reporting person (See Instructions) IN

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**Item 1.**

(a) Name of Issuer: **Nicholas Financial, Inc.**

Address of

(b) Issuer's Principal Executive Offices: **2454 McMullen Booth Road, Building C**

**Clearwater, Florida 33759**

**Item 2.**

**This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (no par value) of Nicholas Financial, Inc. (the "Issuer") which are or were beneficially owned by the following reporting persons:**

- (i) **SC Fundamental Value Fund, L.P.**
- (ii) **SC Fundamental LLC**
- (iii) **SC Fund Management Profit Sharing Plan**
- (iv) **Peter M. Collery**
- (v) **Neil H. Koffler**
- (vi) **John T. Bird and**

Name of (a) Person Filing: **David A. Hurwitz (together, the "Reporting Persons"). This Form is being filed by SC Fundamental Value Fund, LP (the "Fund") on behalf of itself and SC Fundamental, LLC (the "General Partner"), SC Fund Management Profit Sharing Plan (the "Plan") and Peter M. Collery ("Collery"), Neil H. Koffler ("Koffler"), John T. Bird ("Bird") and David A. Hurwitz ("Hurwitz"). Collery is the President and a member of the General Partner and the Trustee of the Plan and Koffler, Bird and Hurwitz are Vice Presidents and members of the General Partner.**

Address of Principal (b) Business Office or, if none, Residence: **The principal business office of each of SC Fundamental Value Fund, L.P., SC Fundamental LLC, SC Fund Management Profit Sharing Plan, Peter M. Collery, Neil H. Koffler, John T. Bird and David A. Hurwitz is: 747 Third Avenue, 27<sup>th</sup> Floor New York, New York 10017**

(c), (d) and (e): **For information with respect to citizenship or place of organization of each of the Reporting Persons, title of class of securities and CUSIP number for the shares held by such persons, see the appropriate cover page above.**

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**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

(a)-(c) The response of each of the Reporting Persons to Items 5 through 12 of each of their respective Cover Sheets which relate to the beneficial and percentage ownership of the Common Stock of the Issuer is incorporated herein by reference to the appropriate Cover Sheets above. The percentage ownership of the Reporting Persons is based on the 7,909,122 outstanding shares of Common Stock of the Issuer (as of August 1, 2018) as disclosed on the Issuer's Form 10-Q dated August 14, 2018. The General Partner is filing on behalf of the Fund, which owns 370,644 shares of Common Stock of the Issuer. Collery, Koffler, Bird and Hurwitz are each members of the General Partner. The Plan owns 89,522 shares of Common Stock of the Issuer. Collery is the sole trustee of the Plan.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.