

RUSIN AMANDA P.
Form 4
September 05, 2018

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 *
RUSIN AMANDA P.

(Last) (First) (Middle)
7201 METRO BLVD
(Street)

MINNEAPOLIS, MN 55439

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2018

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)

SVP, General Counsel

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 or Price (A) or (D) | | |
| Common Stock | 08/31/2018 | | A | | 1,851 (1) \$ 21.39 | D | |
| Common Stock | 08/31/2018 | | A | | 3,506 (3) \$ 0 | D | |
| Common Stock | 08/31/2018 | | A | | 10,226 (4) \$ 0 | D | |
| Common Stock | 08/31/2018 | | A | | 30,680 (5) \$ 0 | D | |

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

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(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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUSIN AMANDA P. 7201 METRO BLVD MINNEAPOLIS, MN 55439 | | | SVP, General Counsel | |

Signatures

/s/ Samuel T. Bickel, by power of attorney
09/05/2018
**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 Reporting Person elected to participate in the Issuer's Stock Purchase and Matching RSU Program (SPMP). The Reporting Person purchased 1,851 shares of RGS common stock under the SPMP.
 - (2) Includes 1,448 shares attributable to employee stock plan purchases since the Reporting Person's last Form 4.
The Reporting Person was awarded a grant of 3,506 restricted stock units (RSUs) pursuant to the SPMP. The RSUs will vest on the fifth anniversary of the grant date, subject to the Reporting Person's continued employment with the Issuer through such anniversary and the other terms and conditions of the grant agreement. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.
 - (3) The Reporting Person was awarded a grant of 10,226 RSUs. The RSUs will vest on the third anniversary of the grant date, subject to the Reporting Person's continued employment with the Issuer through such anniversary and the other terms and conditions of the grant agreement. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.
 - (4) The Reporting Person was awarded a grant of 10,226 RSUs. The RSUs will vest on the third anniversary of the grant date, subject to the Reporting Person's continued employment with the Issuer through such anniversary and the other terms and conditions of the grant agreement. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.

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- (5) The Reporting Person was awarded a grant of 30,680 performance stock units (PSUs). The PSUs will vest on the fifth anniversary of the grant date if and to the extent certain market-based conditions are met during a performance period ending June 30, 2021, subject to the Reporting Person's continued employment with the Issuer through such anniversary and the other terms and conditions of the grant agreement. Each PSU represents the contingent right to receive one share of RGS common stock upon vesting.

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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