

Bakken Eric  
 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 \*  
 Bakken Eric

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

7201 METRO BOULEVARD

08/31/2018

President of Franchise

(Street)

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

MINNEAPOLIS, MN 55439

(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 or Price   |  |   |
| Common Stock                    | 08/31/2018                           |  | F                              |   | 14,763 D \$ 21.39   | 120,011 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 08/31/2018                           |  | A                              |   | 2,291 <sub>(2)</sub> A \$ 21.39   | 122,302  | D   |
| Common Stock                    | 08/31/2018                           |  | A                              |   | 2,169 <sub>(3)</sub> A \$ 0   | 124,471  | D   |
| Common Stock                    | 08/31/2018                           |  | A                              |   | 20,453 <sub>(4)</sub> A \$ 0  | 144,924  | D   |
| Common Stock                    | 08/31/2018                           |  | A                              |   | 61,360 <sub>(5)</sub> A \$ 0  | 206,284  | D   |

|              |     |   |                             |
|--------------|-----|---|-----------------------------|
| Common Stock | 400 | I | Through profit sharing plan |
|--------------|-----|---|-----------------------------|

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Bakken Eric<br>7201 METRO BOULEVARD<br>MINNEAPOLIS, MN 55439 |               |           | President of Franchise |       |

## 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) Includes 38 shares attributable to employee stock plan purchases since the Reporting Person's last Form 4.
- (2) The Reporting Person elected to participate in the Issuer's Stock Purchase and Matching RSU Program (SPMP). The Reporting Person purchased 2,291 shares of RGS common stock under the SPMP.

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(3) The Reporting Person was awarded a grant of 2,169 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.

(4) The Reporting Person was awarded a grant of 20,453 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.

(5) The Reporting Person was awarded a grant of 61,360 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. 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.