

NICHOLAS FINANCIAL INC  
Form SC TO-C  
December 22, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**NICHOLAS FINANCIAL, INC.**

**(Name of Subject Company(Issuer) and Filing Person (as Offeror))**

**Common shares, no par value per share**

**(Title of Class of Securities)**

**65373J209**

**(CUSIP Number of Class of Securities)**

**Ralph T. Finkenbrink**

**Chairman, President and Chief Executive Officer**

**Nicholas Financial, Inc.**

**2454 McMullen Booth Road, Building C**

Clearwater, FL 33759

(727)726-0763

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing person)

*Copy to:*

Todd B. Pfister, Esq.

Foley & Lardner LLP

321 N Clark St., Suite 2800

Chicago, IL 60654

(312)832-4500

#### CALCULATION OF FILING FEE

**Transaction Valuation\***

Not Applicable

**Amount of Filing Fee**

Not Applicable

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

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Check the following box if the filing is a final amendment reporting the results of the tender offer: "

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**Item 12. Exhibits**

Exhibit Number	Description
99.1	Press Release announcing the intention of Nicholas Financial, Inc. to conduct a modified Dutch Auction tender offer, dated December 22, 2014.

**EXHIBIT INDEX**

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