

Smith Jeffrey C  
Form 3/A  
October 18, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                |
| Â Smith Jeffrey C                         | (Month/Day/Year)                     | REGIS CORP [RGS]                                           |
| (Last) (First) (Middle)                   | 10/27/2011                           |                                                            |
| 7201 METRO BOULEVARD                      |                                      | 4. Relationship of Reporting Person(s) to Issuer           |
| (Street)                                  |                                      | (Check all applicable)                                     |
|                                           |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|                                           |                                      | 11/04/2011                                                 |
|                                           |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|                                           |                                      | ___X___ Form filed by One Reporting Person                 |
|                                           |                                      | ___ Form filed by More than One Reporting Person           |
| MINNEAPOLIS,Â MNÂ 55439                   |                                      |                                                            |
| (City) (State) (Zip)                      |                                      |                                                            |

### Table I - Non-Derivative Securities Beneficially Owned

|                                    |                                                          |                                                                   |                                                          |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
| Common Stock                       | 0                                                        | D <sup>(1)</sup>                                                  | Â                                                        |

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

SEC 1473 (7-02)

**Persons who 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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|                                               |                                                             |                                                                                |                                                        |                                                                        |                                                          |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|                                               | Date Exercisable      Expiration Date                       | Title      Amount or Number of                                                 |                                                        |                                                                        |                                                          |

Shares

(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| Smith Jeffrey C<br>7201 METRO BOULEVARD<br>MINNEAPOLIS, MN 55439 | X             | A         | A       | A     |

## Signatures

|                                             |            |
|---------------------------------------------|------------|
| Kristin J. Staffanson, by Power of Attorney | 10/18/2012 |
|---------------------------------------------|------------|

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) As a member of a 13(d) group, Mr. Smith may be deemed to beneficially own the 2,535,000 shares of Common Stock and the 577,462 shares of Common Stock of Regis Corporation underlying certain senior notes convertible into Common Stock that are beneficially owned in the aggregate by Starboard Value LP and its affiliates, but such shares of Common Stock shall not be deemed to be beneficially owned by Mr. Smith for purposes of Rule 16a-1(a)(2).

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.