REGIS CORP Form 4 January 31, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number: January 31,

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

Expires: 2005 Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

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 * Beltzman Daniel Gordon

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

REGIS CORP [RGS]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director

_X__ 10% Owner

1350 BROADWAY, SUITE 2412

(Street)

(Month/Day/Year)

01/29/2014

Officer (give title _ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

> Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10018

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Securi	ities Acquire	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4)	f (D)	uired (A) or	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)
Common Stock	01/29/2014		Р	500,145	A	\$ 12.1295 (1)	4,761,128	I	By Walnut BRC, LP (2) (3) (4) (5)
Common Stock	01/29/2014		P	370,850	A	\$ 12.158 (1)	3,666,369	I	By Torch BRC, LP (2) (3) (4) (5)
Common Stock	01/29/2014		P	357,604	A	\$ 12.1295 (1)	1,295,184	I	By Birch Run Capital

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								Partners, LP (2) (3) (4) (5)
Common Stock	01/30/2014	P	82,679	A	\$ 12.208 (6)	4,843,807	I	by Walnut BRC, LP (2) (3) (4) (5)
Common Stock	01/30/2014	P	104,065	A	\$12.208 (6)	3,770,434	I	By Torch BRC, LP (2) (3) (4) (5)
Common Stock	01/30/2014	P	59,116	A	\$ 12.208 (6)	1,354,300	I	By Birch Run Capital Partners, LP (2) (3) (4) (5)
Common Stock	01/31/2014	P	9,432	A	\$ 12.4971 (7)	4,853,239	I	By Walnut BRC, LP (2) (3) (4) (5)
Common Stock	01/31/2014	P	11,872	A	\$ 12.4971 <u>(7)</u>	3,782,306	I	By Torch BRC, LP (2) (3) (4) (5)
Common Stock	01/31/2014	P	6,744	A	\$ 12.4971 (7)	1,361,044	I	By Birch Run Capital Partners, LP (2) (3) (4) (5)
Common Stock						12,032	D (8)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	/Year)	Underlying Securities (Instr. 3 and	(Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of Shar	lber	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Beltzman Daniel Gordon 1350 BROADWAY SUITE 2412 NEW YORK, NY 10018	X	X						
Smith Gregory Howard 1350 BROADWAY SUITE 2412 NEW YORK, NY 10018		X						
Birch Run Capital Advisors, LP 1350 BROADWAY SUITE 2412 NEW YORK, NY 10018		X						

Signatures

Daniel Gordon Beltzman	01/31/2014
**Signature of Reporting Person	Date
Gregory Howard Smith	01/31/2014
**Signature of Reporting Person	Date
Birch Run Capital Advisors, LP	01/31/2014
**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).

The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$11.92 to \$12.39, inclusive. The Reporting Person undertakes to provide to Regis Corporation, any security holder of Regis Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1, (6) and (7) to this Form 4.

(2)

Reporting Owners 3

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These securities are held directly by Birch Run Capital Partners, L.P., Walnut BRC, L.P. and Torch BRC, L.P. (collectively, "the Funds"). As of the date of this filing: Birch Run Capital Partners, L.P. is the record owner of 1,361,044 shares; Walnut BRC, L.P. is the record owner of 4,853,239 shares; and Torch BRC, L.P. is the record owner of 3,782,306 shares.

- Birch Run Capital GP, LLC serves as the General Partner to Birch Run Capital Partners, L.P. Walnut BRC GP, LLC serves as the General Partner to Walnut BRC, L.P. Torch BRC GP, LLC serves as the General Partner to Torch BRC, L.P. (collectively, "the General Partners"). Daniel Beltzman and Gregory Smith are the co-Managers of the General Partners. As owners of the General Partners to the Funds, Messrs. Beltzman and Smith may share in an allocation of the profits of the Funds.
 - Birch Run Capital Advisors, LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by
- (4) the Funds. BRC Advisors GP, LLC ("Adviser GP") is the General Partner to the Adviser. Daniel Beltzman and Gregory Smith are the Limited Partners of the Adviser and the Co-Managers of the Adviser GP. The Adviser, the Adviser GP, Daniel Beltzman and Gregory Smith may be deemed to share voting and dispositive power over the reported securities.
- Each of the Adviser, the Adviser GP, Daniel Beltzman, and Gregory Smith disclaim beneficial ownership of any interests of the reported securities in excess of such person's or entity's respective pecuniary interest in the securities. This report shall not be deemed an admission that each of the Adviser, the Adviser GP, Daniel Beltzman, or Gregory Smith is the beneficial owner of such interests for purposes of Section 16 or any other purpose.
- (6) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$12.01 to \$12.34, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$12.48 to \$12.50, inclusive.
- Reflects Restricted Stock Units previously granted to Daniel Beltzman, Co-Manager of the Adviser, as compensation for Mr. Beltzman's service on the Issuer's Board of Directors. Each restricted stock unit represents a contingent right to receive one share of RGS common stock.

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.