PEGASYSTEMS INC

Form 4 June 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

(Last)

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

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 * JONES RICHARD H

> (First) (Middle)

C/O PEGASYSTEMS INC., 1 ROGERS STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

PEGASYSTEMS INC [PEGA]

3. Date of Earliest Transaction (Month/Day/Year) 06/20/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Ac	quired, Disposed	of, or Benefic	ially 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	06/20/2016		S	2,000 (1)	D	\$ 28.07 (2)	78,989 <u>(3)</u>	I	Jones Family Foundation
Common Stock	06/20/2016		S	4,000 (1)	D	\$ 28.07 (2)	640,909	D	
Common Stock	06/21/2016		S	1,000 (1)	D	\$ 28.35 (4)	77,989 <u>(3)</u>	D	
Common Stock	06/21/2016		S	2,000 (1)	D	\$ 28.35	638,909	D	

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(4)

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			·		
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Expiration Exercisable Date	Expiration		or	
							Title			
							2		of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
JONES RICHARD H C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142	X					

Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Richard 06/22/2016 Jones

> **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) Sold pursuant to a pre-arranged stock trading plan under rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- Represents the weighted average of the sale prices on June 20, 2016, ranging from \$28.05 to \$28.11.
- (3) Shares owned by the Jones Family Foundation, as which Mr. Jones has no pecuniary interest.
- Represents the weighted average of the sale prices on June 21, 2016, ranging from \$28.26 to \$28.52.

Reporting Owners 2

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