### Edgar Filing: PEGASYSTEMS INC - Form 4

PEGASYST Form 4											
March 14, 20										APPROVAL	
	UNITED	STATES		ATTIES A Shington,			NGE	COMMISSIO	N OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	<b>STATE</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES January 3: 200   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 0.									
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17										
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> JONES RICHARD H			2. Issuer Name <b>and</b> Ticker or Trading Symbol PEGASYSTEMS INC [PEGA]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Tr	ansaction			(Ch	eck all applica	ble)	
C/O PEGASYSTEMS INC., 1 ROGERS STREET			(Month/Day/Year) 03/10/2017					X_Director10% Owner Officer (give titleOther (specify below) below)			
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CAMBRID	GE, MA 02142							Form filed by Person	y More than One	Reporting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			SecuritiesOBeneficiallyFeOwned(IFollowingIrReported(I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/10/2017			M	0	A	\$ 0	64,748 <u>(1)</u>	I	Jones Family Foundation	
Common Stock	03/10/2017			М	1,150 (2)	A	\$0	616,761	D		

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

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.

### Edgar Filing: PEGASYSTEMS INC - Form 4

#### 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. H Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0	03/10/2017		М	1,150 (2)	06/10/2016	(4)	Common Stock	4,603	

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
JONES RICHARD H C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142	Х				
Signatures					
/s/ Janet Mesrobian, Esq., Atto	rney-In-F	act for Richa	ard H.		03/14/2017

\*\*Signature of Reporting Person

## **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).
- Shares owned by the Jones Family Foundation, of which Mr. Jones has no pecuniary interest. The total shares held by the Jones Family (1) Foundation has been recalculated and adjusted to reflect the correct number held.
- Represents 25% vesting on March 10, 2017. Original grant was 4,603 restricted stock units, with 25% vesting immediately on June 10, (2)2016, and the remaining 75% vesting in equal quarterly installments over the remaining three quarters thereafter.
- Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock. (3)
- (4) Once vested, the shares of common stock are not subject to expiration.

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.

Jones

2

Date