PEGASYSTEMS INC

Form 4 June 14, 2016

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WEBER LARRY			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PEGASYSTEMS INC [PEGA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
C/O PEGASYSTEMS INC., 1 ROGERS STREET			06/10/2016	Officer (give title Other (specification) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Checl		
CAMBRIDGE, MA 02142			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
CAMBRIDO	jE, MA 021	.42		Person		
(City)	(State)	(Zip)	Table I Non Desirative Securities	Assuined Disposed of an Boneficially Oven		

. •		Tabi	e I - Noll-D	envanve	Secui	mes Acq	un eu, Disposeu o	i, or beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	06/10/2016		M	1,151	Α	\$	6,546	D	
Stock	00/10/2010		171	(1)	<i>1</i> 1	27.16	0,540	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.

SEC 1474

(9-02)

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

Edgar Filing: PEGASYSTEMS INC - Form 4

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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	\$ 0	06/10/2016		M	4,603 (3)		06/10/2016	<u>(4)</u>	Common Stock	4,603
Restricted Stock Units (2)	\$ 0	06/10/2016		M		1,151 (1)	06/10/2016	<u>(4)</u>	Common Stock	4,603

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
WEBER LARRY C/O PEGASYSTEMS INC., 1 ROGERS STREET CAMBRIDGE, MA 02142	X					

Signatures

/s/ Janet Mesrobian Esq., Attorney-in-Fact for Larry 06/14/2016 Weber

> **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).
- Represents 25% vesting on June 10, 2016. Original grant was 4,603 restricted stock units (RSUs). The remaining 75% vests in equal **(1)** quarterly installments over the next three quarters.
- (2) Each RSU represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- Represents a grant of 4,603 RSUs on June 10, 2016, in consideration for Mr. Weber's service as a member of the Company's Board of
- (3) Directors. These RSUs will vest in equal quarterly amounts with 25% vesting on the grant date, and the remaining 75% vesting over the next three quarters.
- (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.

Reporting Owners 2