

AMERICAN SOFTWARE INC  
Form 4  
March 17, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
KLINGES VINCENT C

(Last) (First) (Middle)  
470 EAST PACES FERRY ROAD  
(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMERICAN SOFTWARE INC  
[AMSWA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |  |
| Class A Common Stock            | 03/13/2014                           |  | C <sup>(1)</sup>               |   | 469   | A  | \$ 5.6  | 73,913 | D |  |
| Class A Common Stock            | 03/13/2014                           |  | C <sup>(1)</sup>               |   | 3,252   | A  | \$ 5.7  | 77,165 | D |  |
| Class A Common Stock            | 03/13/2014                           |  | S                              |   | 3,721   | D  | \$ 10 <sup>(3)</sup>                                  | 73,444 | D |  |
| Class A Common                  | 03/14/2014                           |  | C <sup>(2)</sup>               |   | 2,262   | A  | \$ 5.7  | 75,706 | D |  |

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Stock

|         |            |  |   |       |    |                       |        |   |
|---------|------------|--|---|-------|----|-----------------------|--------|---|
| Class A |            |  |   |       | \$ |                       |        |   |
| Common  | 03/14/2014 |  | S | 2,262 | D  | 10.0001               | 73,444 | D |
| Stock   |            |  |   |       |    | <u>(3)</u> <u>(4)</u> |        |   |

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Options to Acquire Class A Common Stock    | \$ 5.6   | 03/13/2014                           |  | C <sup>(1)</sup>               | 436   | 07/19/2005 07/19/2014                                    | Class A Common Stock  | 469                           |                            |
| Options to Acquire Class A Common Stock    | \$ 5.7   | 03/13/2014                           |  | C <sup>(1)</sup>               | 3,252   | 07/17/2009 07/17/2014                                    | Class A Common Stock  | 3,252                         |                            |
| Options to Acquire Class A Common Stock    | \$ 5.7   | 03/14/2014                           |  | C <sup>(2)</sup>               | 2,262   | 07/17/2009 07/17/2014                                    | Class A Common Stock  | 2,262                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KLINGES VINCENT C<br>470 EAST PACES FERRY ROAD<br>ATLANTA, GA 30305 |               |           | CFO     |       |

## Signatures

Vincent Klinges                      03/17/2014

\_\_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).
- (1) On March 13, 2014, the Reporting Person converted 3,721 options into an equal number of shares of Class A Common Stock.
- (2) On March 14, 2014, the Reporting Person converted 2,262 options into an equal number of shares of Class A Common Stock.
- (3) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price for all transactions reported on this Form 4.
- (4) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.02.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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