

DOW H ALLAN
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
DOW H ALLAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2018

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

ATLANTA, 2Q 30305

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
Class A Common Stocdk				(A) or (D)	56,154	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)

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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)
Stock Option	\$ 13.68	06/15/2018		A	300,000	06/15/2019 ⁽¹⁾ 06/15/2024	Common Stock 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW H ALLAN 470 EAST PACES FERRY ROAD ATLANTA, 2Q 30305			President	

Signatures

Harold A Dow 06/18/2018
 **Signature of Date
 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).
 - (1) Employees: 5 year vesting, 20 percent per year and expires in 6th year beginning on 15-Jun-2018
- 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. ttom" STYLE="BORDER-RIGHT:1px solid #000000; padding-right:2pt">

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 9, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Please review the proxy materials for access to directions to the annual meeting. To be admitted to the annual meeting, you or your duly appointed legal proxy must bring a form of government-issued photo identification and, if the shares owned are held in the name of a bank, broker or other holder of record, you or your representative must bring proof of stock ownership as of the close of business on March 25, 2019 and, if applicable, that your representative is authorized to act as your legal proxy. Please review the proxy materials for additional information. If you would like to vote the shares at the meeting, you will need to request a ballot upon arrival.

Vote By Internet: Go to *www.proxyvote.com* or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Shareholder Meeting Registration: To request an admission ticket to attend the meeting, visit the Register for Meeting link at *www.proxyvote.com* and provide the 16-digit control number located on your notice card. To attend the meeting, you must **request an admission ticket by 11:59 p.m. Eastern Time on May 22, 2019.**

Voting Items

A. The Board of Directors recommends a vote FOR all nominees listed in Item 1, FOR Item 2 and FOR Item 3.

1. Election of Directors

Nominees:

- 1a. Bader M. Alsaad
- 1b. Mathis Cabiallavetta
- 1c. Pamela Daley
- 1d. William S. Demchak
- 1e. Jessica P. Einhorn

2. Approval, in a non-binding advisory vote, of the compensation for named executive officers.

3. Ratification of the appointment of Deloitte LLP as BlackRock's independent registered public accounting firm for the fiscal year 2019.

B. Shareholder Proposals - The Board of Directors recommends a vote AGAINST Items 4 and 5.

4. Shareholder Proposal - Production of an Annual Report on Certain Trade Association and Lobbying Expenditures.

5. Shareholder Proposal - Simple Majority Vote Requirement.

- 1f. Laurence D. Fink
- 1g. William E. Ford
- 1h. Fabrizio Freda
- 1i. Murry S. Gerber
- 1j. Margaret L. Johnson
- 1k. Robert S. Kapito
- 1l. Cheryl D. Mills
- 1m. Gordon M. Nixon

- 1n. Charles H. Robbins

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1o. Ivan G. Seidenberg

1p. Marco Antonio Slim Domit

1q. Susan L. Wagner

1r. Mark Wilson

