GYENES PETER

Form 4 June 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GYENES PETER** Issuer Symbol PEGASYSTEMS INC [PEGA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title C/O PEGASYSTEMS INC., 1 06/28/2018 below) ROGERS STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CAMBRIDGE, MA 02142 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 3. Transaction(A) or Disposed of (D) (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect Code (Instr. 3, 4 and 5) Beneficially (D) or

Security (Instr. 3) Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 06/28/2018 39,612 ⁽²⁾ M D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) sed of	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 (3)	\$ 0	06/28/2018		M	2,283 (4)		06/28/2018	<u>(5)</u>	Common Stock	2,283
Restricted Stock Units (3)	\$ 0	06/28/2018		M		571 (1)	06/28/2018	<u>(5)</u>	Common Stock	571

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their remains a remainder	Director	10% Owner	Officer	Other			
GYENES PETER C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142	X						

Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Peter 06/29/2018 Gyenes **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).
- Represents 25% vesting on June 28, 2018. Original grant was 2,283 restricted stock units, with 25% vesting immediately on June 28, **(1)** 2018, and the remaining 75% vesting in equal quarterly installments over the remaining three quarters thereafter.

Date

- (2) Does not include shares of common stock subject to unvested restricted stock units and options awards.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of the issuer's common stock.
 - Represents a grant of 2,283 restricted stock units on June 28, 2018, in consideration for Mr. Gyenes' service as a member of the
- (4) Company's Board of Directors. These restricted stock units will vest in equal quarterly amounts over the next four quarters, with the first 25% vesting immediately.
- (5) 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.

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