

PEGASYSTEMS INC  
Form 4  
April 05, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KRA DOUGLAS I**

(Last) (First) (Middle)

**C/O PEGASYSTEMS INC., 1  
ROGERS STREET**

(Street)

**CAMBRIDGE, MA 02142**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PEGASYSTEMS INC [PEGA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/03/2017**

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)

SVP, Global Customer Success

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 04/03/2017                           |  | M                              |   | 1,524 A \$ 0  | D  | 23,730                            |
| Common Stock                    | 04/03/2017                           |  | F                              |   | 636 D \$ 43.85  | D  | 23,094                            |
| Common Stock                    | 04/03/2017                           |  | S                              |   | 888 <sup>(1)</sup> D \$ 43.23 <sub>(2)</sub>  | D  | 22,206                            |
| Common Stock                    | 04/03/2017                           |  | M                              |   | 978 A \$ 0  | D  | 23,184                            |
| Common Stock                    | 04/03/2017                           |  | F                              |   | 407 D \$ 43.85  | D  | 22,777                            |

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|                 |            |   |                    |   |             |        |   |  |
|-----------------|------------|---|--------------------|---|-------------|--------|---|--|
| Common<br>Stock | 04/03/2017 | S | 571 <sup>(1)</sup> | D | \$<br>43.23 | 22,206 | D |  |
|                 |            |   |                    |   | (2)         |        |   |  |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|---|--|---|-------------------------------------|
| Stock<br>Options                                    | \$ 6   | 04/03/2017                              |   | M                                    | 1,524   | 12/13/2008 <sup>(3)</sup><br>12/13/2017                        | Common<br>Stock   | 32,000                              |
| Stock<br>Options                                    | \$ 5.94  | 04/03/2017                              |   | M                                    | 978   | 12/11/2009 <sup>(4)</sup><br>12/11/2018                        | Common<br>Stock   | 11,740                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| KRA DOUGLAS I<br>C/O PEGASYSTEMS INC.<br>1 ROGERS STREET<br>CAMBRIDGE, MA 02142 |               |           | SVP, Global Customer Success |       |

## Signatures

|  |            |
|--|------------|
| /s/ Janet Mesrobian, Esq., Attorney-In-Fact for<br>Douglas Kra | 04/05/2017 |
| **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).

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- (1) Sold pursuant to a pre-arranged stock trading plan under rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Represents the weighted average of the sale prices on April 3, 2017, ranging from \$42.90 to \$43.75.
- (3) Options vested 20% on December 13, 2008, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (4) Options vested 20% on December 11, 2009, with the remaining 80% vesting in equal quarterly installments over the next four years.

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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