

KOUNINIS EFSTATHIOS A

Form 4

March 06, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
KOUNINIS EFSTATHIOS A

(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)  
03/02/20184. 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)

VP of Finance &amp; CAO

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)
Common Stock	03/02/2018		M	310 <sup>(1)</sup> A \$ 0	851	D	
Common Stock	03/02/2018		F	90 D \$ 55.9	761	D	
Common Stock	03/02/2018		M	1,140 <sup>(2)</sup> A \$ 0	1,901	D	
Common Stock	03/02/2018		F	327 D \$ 55.9	1,574	D	
Common Stock	03/02/2018		M	682 <sup>(3)</sup> A \$ 0	2,256	D	

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Common Stock      03/02/2018      F      201      D      \$ 55.9      2,055 <sup>(4)</sup>      D

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. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(5)</sup>	\$ 0	03/02/2018		M			310 <sup>(1)</sup>	03/02/2016	<sup>(6)</sup>	Common Stock	310
Restricted Stock Units <sup>(5)</sup>	\$ 0	03/02/2018		M			1,140 <sup>(2)</sup>	03/02/2018	<sup>(6)</sup>	Common Stock	1,140
Restricted Stock Units <sup>(5)</sup>	\$ 0	03/02/2018		M			682 <sup>(3)</sup>	03/02/2018	<sup>(6)</sup>	Common Stock	682

## Reporting Owners

Reporting Owner Name / Address	Relationships
KOUNINIS EFSTATHIOS A C/O PEGASYSYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142	Director    10% Owner    Officer    Other
	VP of Finance & CAO

## Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Efstathios Kouninis

03/06/2018

\_\_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) Represents 5% vesting on March 2, 2018. The original grant was 6,192 restricted stock units, with 20% vesting on March 2, 2016, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
  - (2) Represents 100% vesting on March 2, 2018. The original grant was 1,140 restricted stock units, which were granted on March 2, 2017. As part of the Company's 2017 Corporate Incentive Plan (CICP), Mr. Kouninis elected to receive his annual Bonus in RSUs.
  - (3) Represents 20% vesting on March 2, 2018. The original grant was 3,410 restricted stock units, with 20% vesting on March 2, 2018, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
  - (4) Does not include shares of common stock subject to unvested restricted stock units and options awards.
  - (5) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
  - (6) 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.

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