

KOUNINIS EFSTATHIOS A  
 Form 4  
 March 06, 2019

**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

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**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)  
**03/04/2019**

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)

**VP of Finance & 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/04/2019		M	309 <sup>(1)</sup>	\$ 0	993	D
Common Stock	03/04/2019		F	89	\$ 66.32	904	D
Common Stock	03/04/2019		M	171 <sup>(2)</sup>	\$ 0	1,075	D
Common Stock	03/04/2019		F	49	\$ 66.32	1,026	D
Common Stock	03/05/2019		M	890 <sup>(3)</sup>	\$ 0	1,916	D

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Common Stock	03/05/2019	F	259	D	\$ 64.84	1,657	D
Common Stock	03/05/2019	M	511 <sup>(4)</sup>	A	\$ 0	2,168	D
Common Stock	03/05/2019	F	151	D	\$ 64.84	2,017 <sup>(5)</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. Price or Number of Shares	9. Derivative Security (Instr. 3)
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/04/2019		M	309 <sup>(1)</sup>	03/02/2016 <sup>(7)</sup>	Common Stock	309	\$
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/04/2019		M	171 <sup>(2)</sup>	03/02/2018 <sup>(7)</sup>	Common Stock	171	\$
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/05/2019		M	890 <sup>(3)</sup>	03/05/2019 <sup>(7)</sup>	Common Stock	890	\$
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/05/2019		M	511 <sup>(4)</sup>	03/05/2019 <sup>(7)</sup>	Common Stock	511	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KOUNINIS EFSTATHIOS A  
C/O PEGASYSYSTEMS INC.  
1 ROGERS STREET  
CAMBRIDGE, MA 02142

VP of Finance & CAO

## Signatures

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

03/06/2019

\_\_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, 2019, with a release date of March 4, 2019, the first business day following the vesting. 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 5% vesting on March 2, 2019, with a release date of March 4, 2019, the first business day following the vesting. 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.
  - (3) Represents 100% vesting on March 5, 2019. The original grant was 890 restricted stock units, which were granted on March 5, 2018. As part of the Company's 2018 Corporate Incentive Plan (CICP), Mr. Kouninis elected to receive his annual bonus in RSUs.
  - (4) Represents 20% vesting on March 5, 2019. The original grant was 2,558 restricted stock units, with the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
  - (5) Does not include shares of common stock subject to unvested restricted stock units and/or options awards.
  - (6) Each restricted stock unit represents the right to receive, following vesting, one share of the issuer's common stock.
  - (7) 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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