

PYLE MICHAEL R
Form 4
March 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
PYLE MICHAEL R

(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)

Senior VP, Engineering

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 | 03/04/2019 | | M | 558 ⁽¹⁾ A \$ 0 | 1,610 | D | |
| Common Stock | 03/04/2019 | | F | 165 D \$ 66.32 | 1,445 | D | |
| Common Stock | 03/04/2019 | | M | 2,267 ⁽²⁾ A \$ 0 | 3,712 | D | |
| Common Stock | 03/04/2019 | | F | 720 D \$ 66.32 | 2,992 | D | |
| Common Stock | 03/05/2019 | | M | 2,550 ⁽³⁾ A \$ 0 | 5,542 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------|----------------------|---|
| Common Stock | 03/05/2019 | F | 751 | D | \$ 64.84 | 4,791 | D |
| Common Stock | 03/05/2019 | M | <u>2,221</u> (4) | A | \$ 0 | 7,012 | D |
| Common Stock | 03/05/2019 | F | 655 | D | \$ 64.84 | 6,357 ⁽⁵⁾ | D |

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 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 03/04/2019 | | M | 558 <u>(1)</u> | 03/02/2016 ⁽⁷⁾ | Common Stock | 558 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 03/04/2019 | | M | 2,267 <u>(2)</u> | 03/02/2018 ⁽⁷⁾ | Common Stock | 2,267 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 03/05/2019 | | M | 2,550 <u>(3)</u> | 03/05/2019 ⁽⁷⁾ | Common Stock | 2,550 |
| Restricted Stock Units ⁽⁶⁾ | \$ 0 | 03/05/2019 | | M | 2,221 <u>(4)</u> | 03/05/2019 ⁽⁷⁾ | Common Stock | 2,221 |

Reporting Owners

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

PYLE MICHAEL R
C/O PEGASYSTEMS INC.
1 ROGERS STREET
CAMBRIDGE, MA 02142

Senior VP, Engineering

Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for
Michael Pyle

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 11,145 restricted stock units, with a 20% vesting on March 2, 2016, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.
 - (2) Represents 50% vesting on March 2, 2019, with a release date of March 4, 2019, the first business day following the vesting. The original grant was 4,534 restricted stock units, with 50% vesting on March 2, 2018, and the remaining 50% vesting on March 2, 2019.
 - (3) Represents 50% vesting on March 5, 2019. The original grant was 5,100 restricted stock units, with 50% vesting on March 5, 2019, and the remaining 50% vesting on March 5, 2020.
 - (4) Represents 100% vesting on March 5, 2019. The original grant was 2,221 restricted stock units, which were granted on March 5, 2018. As part of the Company's 2018 Corporate Incentive Plan (CICP), Mr. Pyle elected to receive his annual bonus in RSUs.
 - (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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