

Trefler Leon  
Form 4  
May 03, 2019

**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 \*  
Trefler Leon

(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)

05/01/2019

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)

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                    | 05/01/2019                           |  | M                              |   | 782 A \$ 11.05  | 10,555   | D                                 |
| Common Stock                    | 05/01/2019                           |  | F                              |   | 312 D \$ 75.13 (1)  | 10,243   | D                                 |
| Common Stock                    | 05/01/2019                           |  | S                              |   | 470 (2) D \$ 73.67 (3)  | 9,773  | D                                 |
| Common Stock                    | 05/01/2019                           |  | M                              |   | 1,854 A \$ 18.03  | 11,627   | D                                 |
|                                 | 05/01/2019                           |  | F                              |   | 860 D   | 10,767   | D                                 |

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|        |            |  |   |                |            |            |       |                  |
|--------|------------|--|---|----------------|------------|------------|-------|------------------|
| Common |            |  |   |                | \$         |            |       |                  |
| Stock  |            |  |   |                | 75.13      |            |       |                  |
|        |            |  |   |                | <u>(1)</u> |            |       |                  |
| Common | 05/01/2019 |  | S | 994 <u>(2)</u> | D          | \$         | 73.67 | 9,773 <u>(4)</u> |
| Stock  |            |  |   |                |            | <u>(3)</u> |       | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options                              | \$ 11.05   | 05/01/2019                           |  | M                              | 782   | 12/12/2013 <sup>(5)</sup> 12/12/2022                     | Common Stock  | 782                        |
| Stock Options                              | \$ 18.03   | 05/01/2019                           |  | M                              | 1,854   | 03/07/2013 <sup>(7)</sup> 03/07/2022                     | Common Stock  | 1,854                      |

## Reporting Owners

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

05/03/2019

                     \*\*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 the exercise price of the Stock Options referenced in Table II and Mr. Trefler's tax liability, which were paid by way of withholding by the Company of shares of equal value.
- (2) Sold pursuant to a pre-arranged stock trading plan under rule 10b5-1 of the Securities Exchange Act of 1934, as amended.  
Represents the weighted average of the sale prices on May 1, 2019, ranging from \$73.49 to \$73.80. The individual has provided the
- (3) Company, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Company, upon request, full information regarding the number of shares sold at each separate price.
- (4) Does not include shares of common stock subject to unvested restricted stock units and/or options awards.
- (5) Options vested 20% on December 12, 2013, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (6) The grant of stock options was previously reported as 32,352, but has been adjusted to reflect a 2-for-1 stock split that occurred on April 1, 2014.
- (7) Options vested 20% on March 7, 2013, with the remaining 80% vesting in equal quarterly amounts.

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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