PRGX GLOBAL, INC.

Form 3

March 30, 2016

FORM 3

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

OMB

response...

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Number: January 31, Expires: 2005

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

À HEADLANDS STRATEGIC OPPORTUNITIES FUND, LP

(THE PARTNERSHIP)

(First) (Middle) Statement

(Month/Day/Year) 03/15/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PRGX GLOBAL, INC. [PRGX]

ONE FERRY

(Last)

BUILDING, Â SUITE 225

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

SAN FRANCISCO. CAÂ 94111

> (City) (State) (Zip)

Director Officer Other (give title below) (specify below)

(Check all applicable)

X__10% Owner 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect

(Instr. 5)

COMMON STOCK

2,273,766

Â D

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

Ownership Form of (Instr. 5)

6. Nature of Indirect Beneficial Ownership

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Direct (D) Security Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
HEADLANDS STRATEGIC OPPORTUNITIES FUND, LP (THE PARTNERSHIP) ONE FERRY BUILDING SUITE 225 SAN FRANCISCO, CA 94111	Â	ÂX	Â	Â
Headlands Capital Advisors, LLC ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111	Â	Â	Â	General Partner of 10% Owner
Park David E III ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111	Â	Â	Â	Member of General Partner
Cost David W Jr ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111	Â	Â	Â	Member of General Partner

Signatures

/S/ DAVID W. COST, JR 03/30/2016

**Signature of Reporting Date
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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