

KRA DOUGLAS I  
Form 4  
September 06, 2017

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
KRA DOUGLAS I

(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)  
09/01/2017

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                    | 09/01/2017                           |  | M                              |   | 1,524 A \$ 0  | D  | 24,817                            |
| Common Stock                    | 09/01/2017                           |  | F                              |   | 801 <sup>(1)</sup> D \$ 57.7  | D  | 24,016                            |
| Common Stock                    | 09/01/2017                           |  | S                              |   | 723 <sup>(2)</sup> D \$ 57.49   | D  | 23,293                            |
| Common Stock                    | 09/01/2017                           |  | M                              |   | 978 A \$ 0  | D  | 24,271                            |
| Common Stock                    | 09/01/2017                           |  | F                              |   | 514 <sup>(1)</sup> D \$ 57.7  | D  | 23,757                            |

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|              |            |   |                    |   |                         |        |   |
|--------------|------------|---|--------------------|---|-------------------------|--------|---|
| Common Stock | 09/01/2017 | S | 464 <sup>(2)</sup> | D | \$ 57.49 <sup>(3)</sup> | 23,293 | D |
| Common Stock | 09/05/2017 | M | 557 <sup>(4)</sup> | A | \$ 0                    | 23,850 | D |
| Common Stock | 09/05/2017 | F | 263                | D | \$ 57.65                | 23,587 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options                              | \$ 6   | 09/01/2017                           |  | M                              | 1,524   | 12/13/2008 <sup>(5)</sup> 12/13/2017                     | Common Stock  | 32,000                     |
| Stock Options                              | \$ 5.94  | 09/01/2017                           |  | M                              | 978   | 12/11/2009 <sup>(6)</sup> 12/11/2018                     | Common Stock  | 11,740                     |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0   | 09/05/2017                           |  | M                              | 557 <sup>(4)</sup>  | 03/02/2016 <sup>(8)</sup>                                | Common Stock  | 11,140                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| KRA DOUGLAS I<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  
Douglas Kra

09/06/2017

\_\_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. Kra'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.

(3) Represents the weighted average of the sale prices on September 1, 2017, ranging from \$57.15 to \$57.70.

Represents 5% vesting on September 2, 2017, with a release date of September 5, 2017, the first business day following the vesting. The

(4) original grant was 11,145 restricted stock units, with 20% vesting on March 2, 2016, and the remaining 80% vesting in equal quarterly installments over the remaining 4 years.

(5) Options vested 20% on December 13, 2008, with the remaining 80% vesting in equal quarterly installments over the next four years.

(6) Options vested 20% on December 11, 2009, with the remaining 80% vesting in equal quarterly installments over the next four years.

(7) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.

(8) 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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