

HOVSEPIAN RONALD W  
Form 4  
January 04, 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 \*  
HOVSEPIAN RONALD W

(Last) (First) (Middle)

ONE 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)  
01/02/2019

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 01/02/2019                           |  | M                              | 628 <sup>(1)</sup> A \$ 0   | 628 <sup>(2)</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)**

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   | 01/02/2019                           |  | M                              | 1,282 <sub>(4)</sub>  | 01/02/2019 <sub>(5)</sub>                                | Common Stock 1,282  |
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   | 01/02/2019                           |  | M                              | 628 <sub>(1)</sub>  | 01/02/2019 <sub>(5)</sub>                                | Common Stock 628  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HOVSEPIAN RONALD W<br>ONE ROGERS STREET<br>CAMBRIDGE, MA 02142 | X             |           |         |       |

## Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Ronald Hovsepian 01/04/2019

\*\*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 initial vesting on January 2, 2019, the first business day following the effective date of Mr. Hovsepian's appointment to the Board of Directors as of January 1, 2019. The original grant was 1,282 Restricted Stock Units (RSUs). The remaining 654 shares will vest on March 28, 2019. The exact cash value of the shares was pro-rated to reflect the number of days of expected service from the date of his appointment, to the next Annual Meeting of Stockholders.
  - (2) Does not include shares of common stock subject to unvested restricted stock units and/or options awards.
  - (3) Each restricted stock unit represents the right to receive, following vesting, one share of the issuer's common stock.
  - (4) Represents shares of unrestricted common stock received as consideration for Mr. Hovsepian's services as a Director for the upcoming prorated portion of the current year.
  - (5) 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. 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.