WEBER LARRY Form 4/A May 24, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * WEBER LARRY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PEGASYSTEMS INC [PEGA]

(Check all applicable)

C/O PEGASYSTEMS INC., 1

(First)

3. Date of Earliest Transaction (Month/Day/Year)

08/27/2012

X_ Director 10% Owner Officer (give title Other (specify below)

ROGERS STREET

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year) 08/31/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or Code V Amount (D)

(Instr. 3 and 4) Price \$ 1,912 Α Α 26.7 (1)

1.912 D

Transaction(s)

Common Stock

08/27/2012

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(5)

Persons who respond to the collection of SEC 1474 (9-02)

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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. Transacti Code (Instr. 8) | 5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisals Expiration Date (Month/Day/Year | | 7. Title and Underlying (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|---------------------------------------|---|--|--------------------|---------------------------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (2) | \$ 0 | 08/27/2012 | | A | 2,802 (3) (5) | 08/27/2013(3) | <u>(4)</u> | Common Stock | 2,802 (5) |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WEBER LARRY

C/O PEGASYSTEMS INC., 1 ROGERS STREET X

CAMBRIDGE, MA 02142

Signatures

/s/ Janet Mesrobian, Esq., as Attorney-In-Fact for Larry Weber

05/23/2013

**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 shares of unrestricted common stock received as consideration for Mr. Weber's services as a Director for the upcoming pro-rated portion of the current year.
- (2) Each restriced stock unit represents the right to recieve, following vesting, one share of Pegasystem Inc.'s common stock.
- (3) Represents a grant of restriced stock units, valued at \$75,000 based on the price of the Company's Common Stock as of August 27, 2012, which was \$26.70. This grant will vest in three equal annual installments, beginning on August 27, 2013.
- (4) Once vested, the shares of common stock are not subject to expiration.
- This Amendment to Form 4 filed on 8/31/2012 is to correct the FMV of the price of the shares and RSUs granted as disclosed in Table I (5) and Footnote #3, as well as the calculation of the RSUs granted on August 27, 2012. All other disclosures to the original Form 4 are accurate as originally filed.

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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