PEGASYSTEMS INC

Form 4

August 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

Expires: 2005 Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

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

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

1(b).

(Print or Type Responses)

WEBER LARRY Issuer Symbol PEGASYSTEMS INC [PEGA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O PEGASYSTEMS INC., 1 08/27/2015 below) ROGERS STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

(State)

(Zip)

CAMBRIDGE, MA 02142

(City)

1. Name and Address of Reporting Person *

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Applicable Line)

								*	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and:	5)	Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Institution and I)		
Common Stock	08/27/2015		M	1,868 (1)	A	\$0	8,395	D	

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

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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 ction Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	\$ 0	08/27/2015		M		1,868 (1)	08/27/2013	<u>(3)</u>	Common Stock	1,868

Reporting Owners

Reporting Owner Name / Address	Relationships					
- Topo tang o mate a manoy a mate ou	Director	10% Owner	Officer	Other		
WEBER LARRY C/O PEGASYSTEMS INC., 1 ROGERS STREET CAMBRIDGE, MA 02142	X					

Signatures

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

08/28/2015

De Sec (In

**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 annual vesting on August 27, 2015. Original grant was 5,604 restricted stock units, with 1/3 vesting on August 27, 2013, 1/3 vesting on August 27, 2014 and 1/3 vesting on August 27, 2015.
- (2) Each restricted stock unit represents the right to receive, upon vesting, one share of Pegasystems Inc.'s common stock.
- (3) 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.

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