

PEGASYSTEMS INC  
Form 4  
September 13, 2016

# 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 \*  
OHALLORAN JAMES P

(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)  
09/12/2016

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)	
			Code	V	Amount or Price			
Common Stock	09/12/2016		M		1,151 (1)	A	\$ 0 135,760	D
Common Stock	09/12/2016		M		0	A	\$ 0 8,008	I Spouse

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

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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)*

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 (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)	8. F
<b>Reporting Owners</b>																
<b>Relationships</b>																
<b>Reporting Owner Name / Address</b>																
							Director	10% Owner	Officer	Other						
O'HALLORAN JAMES P																
C/O PEGASYSYSTEMS INC.							X									
1 ROGERS STREET																
CAMBRIDGE, MA 02142																
<b>Signatures</b>																
/s/ Janet Mesrobian, Esq., Attorney-In-Fact for James O'Halloran													09/13/2016			
__Signature of Reporting Person													Date			
<b>Explanation of Responses:</b>																
* 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).																
Represents 25% vesting on September 10, 2016, with a release date of September 12, 2016, the first business day following the vesting.																
(1) Original grant was 4,603 restricted stock units, with 25% vesting immediately on June 10, 2016, and the remaining 75% vesting in equal quarterly installments over the remaining three quarters thereafter.																
(2) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.																
(3) Once vested, the shares of common stock are not subject to expiration.																
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