

KOUNINIS EFSTATHIOS A  
 Form 4  
 March 07, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KOUNINIS EFSTATHIOS A**

(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)  
**03/05/2018**

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)

**VP of Finance & CAO**

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	03/05/2018		M		1,687 A \$ 20.49	3,742	D
Common Stock	03/05/2018		F		912 <sup>(1)</sup> D \$ 58.8	2,830	D
Common Stock	03/05/2018		S		775 D \$ 58.85 <sub>(2)</sub>	2,055	D
Common Stock	03/05/2018		M		196 A \$ 20.05	2,251	D
Common Stock	03/05/2018		F		105 <sup>(1)</sup> D \$ 58.75	2,146	D

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Common Stock	03/05/2018	S	91	D	\$ 58.75	2,055	D
Common Stock	03/05/2018	M	1,296	A	\$ 11.05	3,351	D
Common Stock	03/05/2018	F	554 <sup>(1)</sup>	D	\$ 58.9	2,797	D
Common Stock	03/05/2018	S	742	D	\$ 58.93	2,055	D
Common Stock	03/06/2018	M	2,250	A	\$ 44.3	4,305	D
Common Stock	03/06/2018	F	1,833	D	\$ 60.1	2,472	D
Common Stock	03/06/2018	S	417	D	\$ 60.12 <sup>(3)</sup>	2,055	D
Common Stock	03/06/2018	S	500	D	\$ 60.53	1,555 <sup>(4)</sup>	D

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

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(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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units <sup>(5)</sup>	\$ 0	03/05/2018		A	2,558 <sup>(6)</sup>	03/05/2019 <sup>(7)</sup>	Common Stock
Stock Options	\$ 58.95	03/05/2018		A	8,233 <sup>(8)</sup>	03/05/2019 03/05/2028	Common Stock
Restricted Stock Units <sup>(5)</sup>	\$ 0	03/05/2018		A	890 <sup>(9)</sup>	03/05/2019 <sup>(7)</sup>	Common Stock

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Instrument	Exercise Price	Grant Date	Term	Quantity	Expiration Date	Expiration Date	Common Stock
Stock Options	\$ 20.49	03/05/2018	M	1,687	03/02/2016 <sup>(10)</sup>	03/02/2025	Common Stock 1
Stock Options	\$ 20.05	03/05/2018	M	196	03/07/2015 <sup>(11)</sup>	03/07/2024	Common Stock 1
Stock Options	\$ 11.05	03/05/2018	M	1,296	12/12/2013 <sup>(12)</sup>	12/12/2022	Common Stock 1
Stock Options	\$ 44.3	03/06/2018	M	2,250	03/02/2018 <sup>(13)</sup>	03/02/2027	Common Stock 2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOUNINIS EFSTATHIOS A C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142			VP of Finance & CAO	

## Signatures

/s/ Janet Mesrobian, Esq., Attorney-In-Fact for Efstathios Kouninis  
 03/07/2018  
 \*\*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. Kouninis' tax liability, which were paid by way of withholding by Pegasystems Inc. (the "Company") of shares of equal value.
- (2) Represents the weighted average of the sale prices on March 5, 2018, ranging from \$58.83 to \$58.85.
- (3) Represents the weighted average of the sale prices on March 6, 2018, ranging from \$60.12 to \$60.13.
- (4) Does not include shares of common stock subject to unvested restricted stock units and options awards.
- (5) Each restricted stock unit represents the right to receive, following vesting, one share of the Company's common stock.
- (6) RSUs will vest 20% on March 5, 2019, with the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (7) Once vested, the shares of common stock are not subject to expiration.
- (8) Stock options will vest 20% on March 5, 2019, with the remaining 80% vesting in equal quarterly installments over the remaining four years.  
 Represents election by the individual, as part of the Company's Corporate Incentive Plan (CICP), to receive half of their annual bonus in RSUs, based upon the Company's stock price as of March 5, 2018. All RSUs vest 100% on March 5, 2019, subject to attainment of the CICP performance threshold funding for the year ending December 31, 2018.
- (10) Options vested 20% on March 2, 2016, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (11) Options vested 20% on March 7, 2015, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (12) Options vested 20% on December 12, 2013, with the remaining 80% vesting in equal quarterly installments over the next four years.
- (13) Options vest 20% on March 2, 2018, and the remaining 80% vest in equal quarterly installments over the remaining four years.

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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