

PEGASYSTEMS INC  
Form 4  
May 19, 2014

**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)  
**05/15/2014**

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 (A) or (D) Price   |  |                                   |
| Common Stock <sup>(5)</sup>     | 05/15/2014                           |  | M                              |   | 80 \$ 0   | D  |                                   |
| Common Stock                    | 05/15/2014                           |  | F                              |   | 73 \$ 18.63 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 05/15/2014                           |  | S                              |   | 7 \$ 18.63  | D  |                                   |
| Common Stock                    | 05/15/2014                           |  | M                              |   | 150 \$ 0  | D  |                                   |
| Common Stock                    | 05/15/2014                           |  | F                              |   | 131 \$ 18.67  | D  |                                   |

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|              |            |   |       |   | (1)            |       |   |
|--------------|------------|---|-------|---|----------------|-------|---|
| Common Stock | 05/15/2014 | S | 19    | D | \$ 18.67       | 0     | D |
| Common Stock | 05/15/2014 | M | 1,940 | A | \$ 0           | 1,940 | D |
| Common Stock | 05/15/2014 | F | 1,399 | D | \$ 18.7<br>(1) | 541   | D |
| Common Stock | 05/15/2014 | S | 541   | D | \$ 18.7        | 0     | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option - Right to Acquire (5)        | \$ 16.15   | 05/15/2014                           |  | M                              | 80  | 12/15/2010(2) 12/15/2019                                 | Common Stock 1,606 (6)  |
| Stock Option - Right to Acquire            | \$ 15.19   | 05/15/2014                           |  | M                              | 150   | 12/14/2012(3) 12/14/2021                                 | Common Stock 2,998 (7)  |
| Stock Option - Right to Acquire            | \$ 11.05   | 05/15/2014                           |  | M                              | 1,940   | 12/12/2013(4) 12/12/2022                                 | Common Stock 12,942 (8)                                       |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Janet Mesrobian, Esq., as Attorney-In-Fact for Efstathios A. Kouninis | 05/19/2014 |
| **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 Option referenced in Table II, which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (2) All options vest 20% on December 15, 2010, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (3) All options vest 20% on December 14, 2012, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (4) All options vest 20% on December 12, 2013, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (5) All share amounts and price data in this Form 4 have been restated to reflect a 2-for-1 forward stock split of Pegasystems Inc.'s common stock that occurred on April 1, 2014.
- (6) This stock option grant was previously reported as 803 options, but has been adjusted to reflect the 2-for-1 stock split that occurred on April 1, 2014.
- (7) This stock option grant was previously reported as 1,499 options, but has been adjusted to reflect the 2-for-1 stock split that occurred on April 1, 2014.
- (8) This stock option grant was previously reported as 6,471 options, but has been adjusted to reflect the 2-for-1 stock split that occurred on April 1, 2014.

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.