

PRGX GLOBAL, INC.
Form 4
June 19, 2013

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 *
Shand James R

(Last) (First) (Middle)
600 GALLERIA
PARKWAY, SUITE 100
(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRGX GLOBAL, INC. [PRGX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

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)
SVP-Client Services-Americas

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 Price (D) | | |
| Common Stock | 06/17/2013 | | A | | 45,000 ⁽¹⁾ | A | \$ 0 137,737 ⁽²⁾ D |
| Common Stock | 06/19/2013 | | F | | 1,436 ⁽³⁾ | D | \$ 5.57 136,301 ⁽⁴⁾ D |
| Common Stock | 06/19/2013 | | M | | 3,304 | A | \$ 0 139,605 ⁽⁴⁾ D |

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

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number.

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 | Amount or Number of Shares |
| Performance Unit | \$ 0 | 06/19/2013 | | M | | 5,508 | (5) (5) | Common Stock | 5 |
| Stock Option | \$ 5.55 | 06/17/2013 | | A | | 45,000 | (6) 06/16/2020 | Common Stock | 45 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shand James R 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339 | | | SVP-Client Services-Americas | |

Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for James R. Shand 06/19/2013

__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) Grant of restricted stock that vests in three equal installments on each of June 17, 2014, 2015 and 2016.

Includes the following shares of restricted stock: (i) 12,225 shares that vest on June 23, 2013; (ii) 8,439 shares that vest on May 23, 2014;

(2) (iii) 13,476 shares that vest in three equal installments on each of June 19, 2013, 2014 and 2015; and (iv) 45,000 shares that vest in three equal installments on each of June 17, 2014, 2015 and 2016.

(3) Surrender of stock upon vesting of restricted stock to satisfy tax withholding obligations.

Includes the following shares of restricted stock: (i) 12,225 shares that vest on June 23, 2013; (ii) 8,439 shares that vest on May 23, 2014;

(4) (iii) 8,984 shares that vest in two equal installments on each of June 19, 2014 and 2015; and (iv) 45,000 shares that vest in three equal installments on each of June 17, 2014, 2015 and 2016.

(5) Each Performance Unit entitles the holder to the value of one common share. The Units are payable 60% in common stock and 40% in cash. The Units vest and are payable in equal installments on each of June 19, 2013, 2014 and 2015. One-third of the Performance Units were paid on June 19, 2013, and one-third will become payable on each of June 19, 2014 and June 19, 2015. The Units are subject to adjustment for stock splits and similar events.

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(6) Option vests in three equal installments on each of June 17, 2014, 2015 and 2016.

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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