

PRGX GLOBAL, INC.  
Form 4  
March 10, 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 \*  
ALLUMS VICTOR A

(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)  
03/06/2014

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)  
SVP & General Counsel

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	03/06/2014		S		\$ 17,186 D 6.4194 149,227 <sup>(2)</sup> <sub>(1)</sub>	D	
Common Stock	03/07/2014		M		\$ 2.82 19,042 A 168,269 <sup>(2)</sup>	D	
Common Stock	03/07/2014		S		\$ 6.7104 19,042 D 149,227 <sup>(2)</sup> <sub>(3)</sub>	D	
Common Stock	03/10/2014		S		\$ 6.9818 6,674 D 142,553 <sup>(2)</sup> <sub>(4)</sub>	D	

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 2.82	03/07/2014		M	19,042	<sup>(5)</sup> 05/25/2016	Common Stock	19,042

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLUMS VICTOR A 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339			SVP & General Counsel	

## Signatures

/s/ Victor A. Allums 03/10/2014

\*\*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) The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$6.37 to \$6.49, inclusive. The reporting person undertakes to provide to PRGX Global, Inc., any security holder of PRGX Global, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(2) Includes the following shares of restricted stock: (i) 6,000 shares that vest on May 23, 2014; (ii) 10,100 shares that vest in two equal installments on each of June 19, 2014 and 2015; and (iii) 30,000 shares that vest in three equal installments on each of June 17, 2014, 2015 and 2016.

(3)

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The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$6.66 to \$6.81, inclusive. The reporting person undertakes to provide to PRGX Global, Inc., any security holder of PRGX Global, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

- (4) The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$6.93 to \$7.05, inclusive. The reporting person undertakes to provide to PRGX Global, Inc., any security holder of PRGX Global, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (5) The option exercises reported on this Form 4 represent the exercise of a stock option granted on May 26, 2009 which vested 1/3 on May 26, 2010, 1/3 on May 26, 2011 and 1/3 on May 26, 2012.

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.