

ALLUMS VICTOR A
Form 4
March 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
03/14/2018

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)
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	03/14/2018		M		6,800 A \$ 5.55	171,827 ⁽¹⁾	D
Common Stock	03/14/2018		S		6,800 D \$ 9	165,027 ⁽¹⁾	D
Common Stock	03/14/2018		S		3,203 D 9.0016 ⁽²⁾	161,824 ⁽¹⁾	D
Common Stock	03/15/2018		M		5,000 A \$ 5.55	166,824 ⁽¹⁾	D
Common Stock	03/15/2018		S		5,000 D \$ 8.9624	161,824 ⁽¹⁾	D

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					(3)			
					\$			
Common Stock	03/15/2018		S	14,164	D	8,9587	147,660 (1)	D
						(4)		
						\$		
Common Stock	03/16/2018		S	9,531	D	8,9736	138,129 (1)	D
						(5)		

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

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SEC 1474
(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 5.55	03/14/2018		M	6,800	(6) 06/16/2020	Common Stock	6,800	
Stock Option	\$ 5.55	03/15/2018		M	5,000	(6) 06/16/2020	Common Stock	5,000	

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

03/16/2018

__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) Includes 17,000 shares of restricted stock that vest in three equal installments on each of March 30, 2018, 2019 and 2020.

The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.05, 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.

(2)

The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$8.90 to \$9.05, 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.

(3)

The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$8.90 to \$9.10, 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 \$8.90 to \$9.05, 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)

(6) The option exercises reported on this Form 4 represent the exercise of a stock option granted on June 17, 2013 which vested 1/3 on June 17, 2014, 1/3 on June 17, 2015 and 1/3 on June 17, 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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