

ALLUMS VICTOR A
Form 4
May 31, 2018

FORM 4

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

OMB APPROVAL

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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)
05/29/2018

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/29/2018		A	(A) or (D) V Amount Price 13,836 (1) A \$ 0	150,245 (2)	D	
Common Stock	05/30/2018		S	(A) or (D) V Amount Price 35,240 (3) D 9,6432	115,005 (2)	D	

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

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(9-02)

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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)
Performance-Based Restricted Stock Unit	(4) (5)	05/29/2018		A	19,754	(4)(5) (4)(5)	Common Stock

Reporting Owners

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

Signatures

/s/ Victor A. Allums 05/31/2018

**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) Grant of restricted stock that vests in three equal installments on each of May 29, 2019, 2020 and 2021.
 - (2) Includes (i) 11,334 shares of restricted stock that vest in two approximately equal installments on each of March 30, 2019 and 2020 and (ii) 13,836 shares of restricted stock that vest in three equal installments on each of May 29, 2019, 2020 and 2021.
The sale price indicated is a weighted average selling price. The corresponding shares were sold in multiple transactions at prices ranging from \$9.60 to \$9.95, 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) Each Performance-Based Restricted Stock Unit ("Unit") corresponds to a share of common stock of the Company. If vested, 100% of the vested Units will be paid in whole shares of common stock. 50% of the Units vest and become payable based on the cumulative revenue from continuing operations, 35% of the Units vest and become payable based on the cumulative adjusted EBITDA from continuing operations and 15% of the Units vest and become payable based on the cumulative adjacent services revenue that the Company achieves, in each case, for the two-year performance period ending December 31, 2019. The Units will become payable, if at all, no later than 30 days after the Company's Compensation Committee determines the performance criteria achieved for the performance period (which determination cannot, in any event, be earlier than January 2020 or after April 2020).
 - (4)

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- (5) At the threshold performance level, 35% of the Units will become vested and payable; at the target performance level, 100% of the Units will become vested and payable; and at the maximum performance level, 150% of the Units will become vested and payable. If performance falls between the stated performance levels the percentage of Units that shall become vested and payable will be based on a straight line interpolation between such stated performance levels (although the Units may not become vested and payable for more than 150% of the Units and no Units shall become vested and payable if performance does not equal or exceed the applicable threshold performance level).

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.