

PRGX GLOBAL, INC.
Form 4
June 28, 2017

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 *
Drapkin Matthew A

(Last) (First) (Middle)

C/O NORTHERN RIGHT
CAPITAL MANAGEMENT,, L.P.,
10 CORBIN DRIVE, 3RD FLOOR

(Street)

DARIEN, CT 06820

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2017

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)

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					1,507,806	I	See Fn. (1) (2)
Common Stock	06/26/2017		A	7,480 A \$ 0	7,480 (3)	D	

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options	\$ 6.35	06/26/2017		A		13,636		(4)	(4)	Common Stock	13,636

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820	X			

Signatures

/s/ Matthew A. Drapkin 06/28/2017

**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 shares of common stock, no par value (the "Common Stock"), of PRGX Global, Inc. directly beneficially owned by Northern Right Capital (QP), L.P. ("Northern Right").
Mr. Drapkin may be deemed to beneficially own such Common Stock as he is a member of BC Advisors, LLC, which is the general partner of Northern Right Capital Management, L.P., and Northern Right Capital Management, L.P. is the general partner of, and investment manager for, Northern Right. Mr. Drapkin disclaims beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.
- (2) Represents restricted shares of the Common Stock granted by the Issuer to Mr. Drapkin for his service as a director of the Issuer, which will vest in full on the earlier of June 26, 2018 and the date of the Issuer's 2018 annual meeting of shareholders.
- (3) These Nonqualified Stock Options, granted by the Issuer to Mr. Drapkin for his service as a director of the Issuer, will vest in full on the earlier of June 26, 2018 and the date of the Issuer's 2018 annual meeting of shareholders, and will expire seven years from the date of vesting.
- (4)

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.