

EVOLVING SYSTEMS INC
Form 8-K
May 26, 2011

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

May 25, 2011

Evolving Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-24081
(Commission File Number)

84-1010843
(I.R.S. Employer Identification
No.)

9777 Pyramid Court, Suite 100, Englewood, Colorado 80112

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 802-1000**

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Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

Pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, on May 25, 2011, Brian R. Ervine, Executive Vice President and Chief Financial and Administrative Officer entered into an agreement to exercise and sell up to 121,499 stock options at predetermined sales prices and quantities over a period commencing May 25, 2011 and ending December 30, 2011.

Pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, on May 25, 2011, Anita T. Moseley, Sr. Vice President and General Counsel, entered into an agreement to exercise and sell up to 38,550 stock options at predetermined sales prices and quantities over a period commencing May 25, 2011 and ending December 1, 2011.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 26, 2011.

Evolving Systems, Inc.

By:

/s/ ANITA T. MOSELEY
Anita T. Moseley
Sr. Vice President & General Counsel