

OWENS GREGORY J
Form 4
April 18, 2019

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 *
OWENS GREGORY J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 GALLERIA PARKWAY,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

ATLANTA, GA 30339

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	04/16/2019		A		48,059 (1) \$ 0 84,366 (2)	D	
Common Stock	04/16/2019		A		56,797 (3) \$ 0 141,163 (4)	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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWENS GREGORY J 600 GALLERIA PARKWAY, SUITE 100 ATLANTA, GA 30339	X		Executive Chairman	

Signatures

/s/ Victor A. Allums as Attorney-in-Fact for Gregory J. Owens 04/18/2019

**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 eleven equal installments of 4,369 shares on each of the first through eleventh monthly anniversaries of the grant date, provided Mr. Owens is still serving as Executive Chairman on such monthly anniversary.
Includes (a) 10,052 shares of restricted stock that vest in full on the later of (i) June 26, 2019 or (ii) the date of, and immediately prior to, the Company's 2019 annual meeting of shareholders and (b) 48,059 shares of restricted stock that vest in eleven equal installments of 4,369 shares on each of the first through the eleventh monthly anniversaries of the grant date.
 - (3) Grant of restricted stock that vests in thirteen equal installments of 4,369 shares on each of the twelfth through the twenty-fourth monthly anniversaries of the grant date, provided Mr. Owens is still serving as Executive Chairman on such monthly anniversary.
Includes (a) 10,052 shares of restricted stock that vest in full on the later of (i) June 26, 2019 or (ii) the date of, and immediately prior to, the Company's 2019 annual meeting of shareholders, (b) 48,059 shares of restricted stock that vest in eleven equal installments of 4,369 shares on each of the first through the eleventh monthly anniversaries of the grant date and (c) 56,797 shares of restricted stock that vest in thirteen equal installments of 4,369 shares on each of the twelfth through the twenty-fourth monthly anniversaries of the grant date.

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.