

PRGX GLOBAL, INC.

Form 4

May 23, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAZZILLI PHILIP J

(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)  
05/21/2014

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)
Common Stock	05/21/2014		M	8,546 A	\$ 2.82 65,486 <sup>(1)</sup>	D	
Common Stock	05/21/2014		M	8,546 A	\$ 3.96 74,032 <sup>(1)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock Option	\$ 2.82	05/21/2014		M	8,546	05/26/2010 <sup>(2)</sup> 05/25/2016	Common Stock 8,546
Stock Option	\$ 3.96	05/21/2014		M	8,546	05/24/2011 <sup>(3)</sup> 06/22/2017	Common Stock 8,546

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAZZILLI PHILIP J 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339	X

## Signatures

/s/ Robert B. Lee, as Attorney-in-Fact for Philip J. Mazzilli 05/23/2014

\_\_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 8,546 shares of restricted stock that vest in full on the earlier of (i) June 17, 2014 and (ii) the date of, and immediately prior to, the Company's 2014 annual meeting of shareholders.

(2) The stock option was granted on May 26, 2009 and vested in full on May 26, 2010.

(3) The stock option was granted on June 23, 2010 and vested in full on May 24, 2011.

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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