

Drapkin Matthew A
 Form 4
 November 08, 2018

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., 9
 OLD KINGS HIGHWAY, 4TH
 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)
 11/06/2018

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)

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 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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/06/2018		P	24,600 A \$ 9.1693	1,959,618	I	See Footnotes (1) (2)
Common Stock					17,532 (3)	D	

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

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number.

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 Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., 9 OLD KINGS HIGHWAY, 4TH FLOOR DARIEN, CT 06820	X			

Signatures

/s/ Matthew A. Drapkin 11/08/2018

**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) Represents shares of common stock, no par value (the "Common Stock"), of PRGX Global, Inc. (the "Issuer") directly beneficially purchased by a separate managed account (the "Managed Account") and directly beneficially owned by the Managed Account (234,800 shares of Common Stock) or Northern Right Capital (QP), L.P. ("Northern Right") (1,724,818 shares of Common Stock).
- (2) 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 investment manager for the Managed Account and 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.
- (3) Represents restricted stock units which represent (upon vesting) the right to receive one share of Common Stock per unit and were granted by the Issuer to Mr. Drapkin for his service as a director of the Issuer, 7,480 of which have vested and 10,052 of which will vest in full on the earlier of June 26, 2019 and the date of, and immediately prior to, the Issuer's 2019 annual meeting of shareholders.

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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