

Drapkin Matthew A
Form 4
November 21, 2018

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
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(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)
11/19/2018

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 (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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2018		P		3,450	A	\$ 8.7942	1,998,068	I	See Fn. ⁽¹⁾ <u>(2)</u>
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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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 11/21/2018

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).

Represents shares of common stock, no par value (the "Common Stock"), of PRGX Global, Inc. (the "Issuer") directly beneficially
(1) purchased by a separate managed account (the "Managed Account") and directly beneficially owned by the Managed Account (273,250 shares of Common Stock) or Northern Right Capital (QP), L.P. ("Northern Right") (1,724,818 shares of Common Stock).

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
(2) 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.

Represents restricted stock units which represent (upon vesting) the right to receive one share of Common Stock per unit and were
(3) 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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