PRGX GLOBAL, INC.

Form 4 June 25, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * Feldshon Archelle Georgiou

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

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(First) (Middle) (Last)

PRGX GLOBAL, INC. [PRGX]

(Check all applicable)

600 GALLERIA

PARKWAY, SUITE 100

3. Date of Earliest Transaction

(Month/Day/Year) 06/23/2014

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30339

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquires (A) or Disposes (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	06/23/2014		A		8,546		(2)	(2)	Common Stock	8,546
Stock Option	\$ 6.45	06/23/2014		A		8,546		(3)	06/22/2020	Common	8,546

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Feldshon Archelle Georgiou 600 GALLERIA PARKWAY SUITE 100 ATLANTA, GA 30339	X						

Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for Archelle Georgiou Feldshon

**Signature of Reporting Person Date

06/25/2014

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) Each restricted stock unit represents the right to receive on vesting, one share of common stock.
 - Grant of restricted stock units that vest in full on the earlier of (i) June 23, 2015 and (ii) the date of, and immediately prior to, the Company's 2015 annual meeting of shareholders. Pursuant to an election made by the Reporting Person under the PRGX Global, Inc.
- (2) Deferred Compensation Plan for Non-Employee Directors (the "Plan"), receipt of the common stock will be deferred to a date subsequent to the vesting date. Each restricted stock unit will be converted into a Stock Unit under the Plan until the specified date, at which time the Stock Units will be converted to common stock and delivered to the Reporting Person. The Reporting Person has elected to defer receipt of the common stock until the Reporting Person separates from service as a Director of PRGX Global, Inc.
- (3) Grant of stock options that vest in full on the earlier of (i) June 23, 2015 and (ii) the date of, and immediately prior to, the Company's 2015 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. 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.

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