

PRGX GLOBAL, INC.  
Form 4  
April 23, 2015

**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 \*  
Kimble William F

(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)  
04/21/2015

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/21/2015		A		8,546 <sup>(1)</sup> \$ 0 8,546 <sup>(2)</sup>	D	
Common Stock	04/21/2015		A		1,424 <sup>(3)</sup> \$ 0 9,970 <sup>(4)</sup>	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)

**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. Amount or Number of Shares
Stock Option	\$ 3.91	04/21/2015		A	8,546	<sup>(5)</sup> 04/20/2022	Common Stock	8,546
Stock Option	\$ 3.91	04/21/2015		A	1,424	<sup>(6)</sup> 04/20/2021	Common Stock	1,424

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kimble William F 600 GALLERIA PARKWAY, SUITE 100 ATLANTA, GA 30339	X			

## Signatures

/s/ Victor A. Allums, as Attorney-in-Fact for William F. Kimble  
 04/23/2015  
 \*\*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 8,546 shares of restricted stock that will vest in full on April 21, 2018.
- (2) Includes 8,546 shares of restricted stock that will vest in full on April 21, 2018.
- (3) Grant of restricted stock that vests 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.  
Includes the following shares of restricted stock: (i) 8,546 shares that will vest in full on April 21, 2018; and (ii) 1,424 shares that will vest in full on the earlier of (a) June 23, 2015 and (b) the date of, and immediately prior to, the Company's 2015 annual meeting of shareholders.
- (5) Grant of stock options that will vest in full on April 21, 2018.
- (6) 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.

## Edgar Filing: PRGX GLOBAL, INC. - Form 4

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