AMERICAN SOFTWARE INC

Form 4

March 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

EDENFIELD J MICHAEL

			AMERICAN SOFTWARE INC [AMSWA]					IC	(Check all applicable)				
(Last) (First) (Middle) 470 EAST PACES FERRY RD			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2017					Director Officer (give ti				
ATLANTA	(Street) 4. I				Filed(Month/Day/Year) 6 Giled(Month/Day/Year) 6 6 6 6 7					. Individual or Joint/Group Filing(Check applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting erson			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	cution Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) onth/Day/Year) (Instr. 8) (A) or				(D)	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)			
Common Stock	03/15/2017			M <u>(1)</u>		10,000	A	\$ 8.12	10,000	D			
Common Stock	03/15/2017			S		10,000	D	\$ 10.3936 (2) (3)	0	D			
Common Stock	03/16/2017			M(4)		5,092	A	\$ 8.12	5,092	D			
Common Stock	03/16/2017			S		5,092	D	\$ 10.3962 (3) (5)	0	D			

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8.12	03/15/2017		M <u>(1)</u>	10,000	<u>(6)</u>	06/29/2017	Common Stock	10,000
Stock Option	\$ 8.12	03/16/2017		M(4)	5,092	<u>(6)</u>	06/29/2017	Common Stock	5,092

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EDENFIELD J MICHAEL 470 EAST PACES FERRY RD ATLANTA, GA 30305

Signatures

J. Michael 03/17/2017 Edenfield

**Signature of Date
Reporting Person

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) On March 15, 2017, the Reporting Person converted 10,000 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.34 to \$10.47.
- (3) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price for all transactions reported on this Form 4.
- (4) On March 16, 2017, the Reporting Person converted 5,092 options into an equal number of shares of Class A Common Stock.

Reporting Owners 2

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- (5) Represents the weighted average sales price for price increments ranging from \$10.36 to \$10.49.
- Vests 24,000 share(s) on 29-Jun-2012, 24,000 share(s) on 29-Jun-2013, 24,000 share(s) on 29-Jun-2014, 24,000 share(s) on 29-Jun-2015, 24,000 share(s) on 29-Jun-2016

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.