

AMERICAN SOFTWARE INC

Form 4

December 14, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGES VINCENT C

2. Issuer Name and Ticker or Trading
Symbol
AMERICAN SOFTWARE INC
[AMSWA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

470 EAST PACES FERRY RD

(Street)

ATLANTA, GA 30305

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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

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
Person

(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)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/12/2016		M ⁽¹⁾	14,432 A	\$ 8.12 110,664	D	
Common Stock	12/12/2016		S	14,432 D	\$ 11.001 (2) (3) 96,232	D	
Common Stock	12/13/2016		M ⁽⁴⁾	4,662 A	\$ 8.12 100,894	D	
Common Stock	12/13/2016		S	4,662 D	\$ (3) 10.9871 96,232	D	

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

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(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8.12	12/12/2016		M ⁽¹⁾		14,432		⁽⁵⁾	06/29/2017	Common Stock	14,432
Stock Option	\$ 8.12	12/13/2016		M ⁽⁴⁾		4,662		⁽⁵⁾	06/29/2017	Common Stock	4,662

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINGES VINCENT C 470 EAST PACES FERRY RD ATLANTA, GA 30305			CFO	

Signatures

Vincent C. Klinges 12/14/2016

**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) On December 12, 2016, the Reporting Person converted 14,432 options into an equal number of shares of Class A Common Stock.

(2) Represents the weighted average sales price for price increments ranging from 10.98 to \$11.08.

(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 December 13, 2016, the Reporting Person converted 4,662 options into an equal number of shares of Class A Common Stock.

(5)

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Vests 10,000 share(s) on 29-Jun-2012, 10,000 share(s) on 29-Jun-2013, 10,000 share(s) on 29-Jun-2014, 10,000 share(s) on 29-Jun-2015, 10,000 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.

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