

AMERICAN SOFTWARE INC

Form 4

December 18, 2015

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EDENFIELD J MICHAEL

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

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Class A Common Stock	12/16/2015		C <sup>(1)</sup>	10,000	A \$ 4.66 425,753	D	
Class A Common Stock	12/16/2015		S	10,000	D \$ 10.3807 415,753	D	
					(2) (3)		
Class A Common Stock	12/17/2015		C <sup>(4)</sup>	14,800	A \$ 4.66 430,553	D	
Class A Common	12/17/2015		S	14,800	D \$ 415,753	D	
					10.5738		

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Stock

(3) (5)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 4.66	12/16/2015		<u>C</u> <sup>(1)</sup>		10,000		07/12/2011	07/12/2016	Class A Common Stock	10,000
Options to Acquire Class A Common Stock	\$ 4.66	12/17/2015		<u>C</u> <sup>(4)</sup>		14,800		07/12/2011	07/12/2016	Class A Common Stock	14,800

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDENFIELD J MICHAEL 470 EAST PACES FERRY RD ATLANTA, GA 30305	President & CEO

## Signatures

J. Michael  
Edenfield  
12/18/2015

\*\*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) On December 16, 2015, 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 \$10.37 to \$10.40.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) On December 17, 2015, the Reporting Person converted 14,800 options into an equal number of shares of Class A Common Stock.

(5) Represents the weighted average sales price for price increments ranging from \$10.54 to \$10.625.

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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