

Dobkin Arkadiy
Form 4
March 27, 2018

FORM 4

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

OMB APPROVAL

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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 *
Dobkin Arkadiy

(Last) (First) (Middle)

41 UNIVERSITY DRIVE, SUITE 202

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EPAM Systems, Inc. [EPAM]

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2018

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)

CEO, President, Chairman

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 or Price | | |
| EPAM Common Stock | 03/23/2018 | | F | | 713 ⁽¹⁾ | D | \$ 112.62 1,814,462 D |
| EPAM Common Stock | 03/23/2018 | | A | | 10,791 ⁽²⁾ | A | \$ 0 1,825,253 D |
| EPAM Common Stock | 03/24/2018 | | F | | 1,105 ⁽¹⁾ | D | \$ 112.62 1,824,148 D |
| EPAM Common | 03/25/2018 | | F | | 1,052 ⁽¹⁾ | D | \$ 112.62 1,823,096 D |

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- (1) These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted stock units granted to the reporting person under the Issuer's Long Term Incentive Plan.
- (2) Represents restricted stock units that are scheduled to vest as to 25% of the shares on each of March 23, 2019, 2020, 2021 and 2022.
These shares are held by the Arkadiy Dobkin GST Exempt Grantor Trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report should not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3)
- (4) The option will become exercisable as to 25% of the shares on each of March 23, 2019, 2020, 2021 and 2022.

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.