

AMERICAN SOFTWARE INC

Form 4

March 19, 2014

**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

OMB  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**470 EAST PACES FERRY ROAD**

(Street)

**ATLANTA, GA 30305**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/17/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 03/17/2014                           |                                                    | C <sup>(1)</sup>               |                                                                   | 1,871  | A          | \$ 5.7                                                                                        | 75,315                                                   | D                                                     |
| Class A Common Stock            | 03/17/2014                           |                                                    | C <sup>(1)</sup>               |                                                                   | 4,409  | A          | \$ 5.7                                                                                        | 79,724                                                   | D                                                     |
| Class A Common Stock            | 03/17/2014                           |                                                    | S                              |                                                                   | 6,280  | D          | \$ 10.0021<br>(2) (3)                                                                         | 73,444                                                   | D                                                     |
| Class A Common                  | 03/18/2014                           |                                                    | C <sup>(4)</sup>               |                                                                   | 12,737 | A          | \$ 5.7                                                                                        | 86,181                                                   | D                                                     |

# Edgar Filing: AMERICAN SOFTWARE INC - Form 4

Stock

|         |            |   |        |   |                       |        |   |
|---------|------------|---|--------|---|-----------------------|--------|---|
| Class A |            |   |        |   | \$                    |        |   |
| Common  | 03/18/2014 | S | 12,737 | D | 10.0906               | 73,444 | D |
| Stock   |            |   |        |   | <u>(3)</u> <u>(5)</u> |        |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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    | \$ 5.7                                                 | 03/17/2014                           |                                                    | C <sup>(1)</sup>               |                                                                                         | 1,871                                                    |     | 07/17/2009                                                    | 07/17/2014      | Class A Common Stock | 1,871                      |
| Options to Acquire Class A Common Stock    | \$ 5.7                                                 | 03/17/2014                           |                                                    | C <sup>(1)</sup>               |                                                                                         | 4,409                                                    |     | 07/17/2009                                                    | 07/17/2014      | Class A Common Stock | 4,409                      |
| Options to Acquire Class A Common Stock    | \$ 5.7                                                 | 03/18/2014                           |                                                    | C <sup>(4)</sup>               |                                                                                         | 12,737                                                   |     | 07/17/2009                                                    | 07/17/2014      | Class A Common Stock | 12,737                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: AMERICAN SOFTWARE INC - Form 4

Director   10% Owner   Officer   Other

KLINGES VINCENT C  
470 EAST PACES FERRY ROAD  
ATLANTA, GA 30305

CFO

## Signatures

Vincent Klinges                      03/19/2014

\_\_\_\_\_  
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 March 17, 2014, the Reporting Person converted 6,280 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.04.
- (3) 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 price for all transactions reported on this Form 4.
- (4) On March 18, 2014, the Reporting Person converted 12,737 options into an equal number of shares of Class A Common Stock.
- (5) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.14.

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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