

AMERICAN SOFTWARE INC  
 Form 4  
 December 28, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 EDENFIELD JAMES 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/21/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Executive Chairman

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/21/2016                           |  | M <sup>(1)</sup>               |   | 1,410   | A  | \$ 8.57   |
|                                 |                                      |  |                                |   |   |  | 61,410 <sup>(2)</sup>                                 |
| Common Stock                    | 12/21/2016                           |  | S                              |   | 1,410   | D  | \$ 10.8435  |
|                                 |                                      |  |                                |   |   |  | 60,000 <sup>(2)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | <sup>(3)</sup> <sup>(4)</sup>                         |
| Common Stock                    | 12/22/2016                           |  | M <sup>(5)</sup>               |   | 2,052   | A  | \$ 8.57   |
|                                 |                                      |  |                                |   |   |  | 62,052 <sup>(2)</sup>                                 |
| Common Stock                    | 12/22/2016                           |  | S                              |   | 2,052   | D  | \$ 10.6512  |
|                                 |                                      |  |                                |   |   |  | 60,000 <sup>(2)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | <sup>(4)</sup> <sup>(6)</sup>                         |
|                                 | 12/23/2016                           |  | M <sup>(7)</sup>               |   | 2,544   | A  | \$ 8.57   |
|                                 |                                      |  |                                |   |   |  | 62,544 <sup>(2)</sup>                                 |

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|              |            |      |       |   |                        |            |   |  |
|--------------|------------|------|-------|---|------------------------|------------|---|--|
| Common Stock |            |      |       |   |                        |            |   |  |
| Common Stock | 12/23/2016 | S    | 2,544 | D | \$ 10.7261<br>(4) (8)  | 60,000 (2) | D |  |
| Common Stock | 12/27/2016 | M(9) | 6,487 | A | \$ 8.57                | 66,487 (2) | D |  |
| Common Stock | 12/27/2016 | S    | 6,487 | D | \$ 10.6235<br>(4) (10) | 60,000 (2) | 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                         |
| Stock Option                               | \$ 8.57  | 12/21/2016                           |  | M(1)                           | 1,410   | (11) 07/03/2018  | Common Stock  | 1,410                         |
| Stock Option                               | \$ 8.57  | 12/22/2016                           |  | M(5)                           | 2,052   | (11) 07/03/2018  | Common Stock  | 2,052                         |
| Stock Option                               | \$ 8.57  | 12/23/2016                           |  | M(7)                           | 2,544   | (11) 07/03/2018  | Common Stock  | 2,544                         |
| Stock Option                               | \$ 8.57  | 12/27/2016                           |  | M(12)                          | 6,487   | (11) 07/03/2018  | Common Stock  | 6,487                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDENFIELD JAMES C  
470 EAST PACES FERRY RD  
ATLANTA, GA 30305

Executive Chairman

## Signatures

James C.  
Edenfield

12/28/2016

\*\*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 21, 2016, the Reporting Person converted 1,410 options into an equal number of shares of Class A Common Stock.
- (10) Represents the weighted average sales price for price increments ranging from \$10.60 to \$10.71.
- (11) Vests 12,000 share(s) on 03-Jul-2013, 12,000 share(s) on 03-Jul-2014, 12,000 share(s) on 03-Jul-2015, 12,000 share(s) on 03-Jul-2016, 12,000 share(s) on 03-Jul-2017
- (12) On December 27, 2016, the Reporting Person converted 6,487 options into an equal number of shares of Class A Common Stock.
- (2) 60,000 shares of Class A Common Stock held by James C. and Norma T. Edenfield Foundation.
- (3) Represents the weighted average sales price for price increments ranging from \$10.84 to \$10.865.
- (4) 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.
- (5) On December 22, 2016, the Reporting Person converted 2,052 options into an equal number of shares of Class A Common Stock.
- (6) Represents the weighted average sales price for price increments ranging from \$10.65 to \$10.665.
- (7) On December 23, 2016, the Reporting Person converted 2,544 options into an equal number of shares of Class A Common Stock.
- (8) Represents the weighted average sales price for price increments ranging from \$10.69 to \$10.76.
- (9) On December 27, 2016, the Reporting Person converted 6,487 options into an equal number of shares of Class A Common Stock.

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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