

AGILYSYS INC
Form 3
November 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pritchett Anthony | | (Month/Day/Year) | AGILYSYS INC [AGYS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/18/2016 | | |
| 1000 WINDWARD CONCOURSE, SUITE 250 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| ALPHARETTA, GA 30005 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Interim CFO | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 18,610 | D | Â |
| Common Stock | 460 | I | By spouse's IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock-settled appreciation rights ⁽²⁾ | Â ⁽²⁾ | 12/29/2018 | Common Stock | 1,167 | \$ 7.95 | D | Â |
| Stock-settled appreciation rights ⁽²⁾ | Â ⁽²⁾ | 06/11/2019 | Common Stock | 1,167 | \$ 7.46 | D | Â |
| Stock-settled appreciation rights ⁽³⁾ | Â ⁽³⁾ | 08/10/2022 | Common Stock | 5,992 | \$ 9.6 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pritchett Anthony 1000 WINDWARD CONCOURSE, SUITE 250 ALPHARETTA, GA 30005 | Â | Â | Â Interim CFO | Â |

Signatures

/s/ Kyle C. Badger, 11/28/2016
 Attorney-in-fact

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes (a) 6,828 unrestricted shares; (b) 693 restricted shares granted under the Agilysys, Inc. 2011 Stock Incentive Plan, which vest on March 31, 2017; (c) 2,089 restricted shares granted under the Agilysys, Inc. 2011 Stock Incentive Plan, which vest in one-third increments on March 31, 2017, 2018 and 2019; and (d) 9,000 restricted shares granted under the Agilysys, Inc. 2016 Stock Incentive Plan, which vest on October 25, 2017.
 - (2) Stock-settled appreciation rights granted under the Agilysys, Inc. 2011 Stock Incentive Plan. The SSARs are fully vested.
 - (3) Stock-settled appreciation rights granted under the Agilysys, Inc. 2011 Stock Incentive Plan. The SSARs vest in one-third increments on March 31, 2017, 2018 and 2019.

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.