

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stewart Ronald E.</u>  (Last) (First) (Middle) 600 GALLERIA PARKWAY, SUITE 100  (Street) ATLANTA GA 30339  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRGX GLOBAL, INC. [ PRGX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/30/2018		M <sup>(1)</sup>		200,000	A	\$4.71	514,226 <sup>(2)</sup>	D	
Common Stock	06/30/2018		D <sup>(1)</sup>		200,000	D	\$9.7 <sup>(3)</sup>	314,226 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Cash-Settled Stock Appreciation Right	\$4.71	06/30/2018		M <sup>(1)</sup>			200,000	06/30/2018	06/30/2018	Common Stock <sup>(4)</sup>	200,000	\$0.00	0	D	

**Explanation of Responses:**

- The Stock Appreciation Rights ("SARs") became vested and payable as of June 30, 2018. In accordance with the rules for filing Form 4, the settlement of cash-settled SARs is treated as the simultaneous purchase of the number of shares of common stock the SARs represent and the sale of the same number of shares of common stock. Upon vesting, the SARs were only payable in cash and the reporting person did not receive any shares.
- Includes 23,334 shares of restricted stock that vest in two approximately equal installments on each of March 30, 2019 and 2020.
- Represents the closing price of the Company's common stock on June 29, 2018, the last trading day before June 30, 2018, which was a Saturday.
- The SARs were only payable in cash and the reporting person did not receive any common shares.

**Remarks:**

/s/ Victor A. Allums as  
Attorney-in-Fact for Ronald E. Stewart  
 07/03/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.