

DOW H ALLAN  
Form 4  
December 13, 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 \*  
DOW H ALLAN

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 ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2018

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

ATLANTA, 2Q 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 12/12/2018                           |  | M <sup>(1)</sup>               |   | 1,806   | A  | \$ 7.96                                    |
| Common Stock                    | 12/12/2018                           |  | S <sup>(2)</sup>               |   | 1,806   | D  | \$ 10.5214                                 |
|                                 |                                      |  |                                |   |   |  | 57,960                                     |
|                                 |                                      |  |                                |   |   |  | 56,154                                     |

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 7.96  | 12/12/2018                           |  | M <sup>(1)</sup>               | 1,806   | 12/19/2013 <sup>(3)</sup> 12/19/2018                     | Common Stock 1,806  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| DOW H ALLAN<br>470 EAST PACES FERRY ROAD<br>ATLANTA, 2Q 30305 |               |           | President |       |

## Signatures

Harold A Dow 12/13/2018

\*\*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 12, 2018, the Reporting Person converted 1,806 options into an equal number of shares of Class A Common Stock.
- (2) On December 12, 2018, the Reporting Person sold 1,806 shares of Class A Common stock.
- (3) Vests 14,000 share(s) on 19-Dec-2013, 14,000 share(s) on 19-Dec-2014, 14,000 share(s) on 19-Dec-2015, 14,000 share(s) on 19-Dec-2016, 14,000 share(s) on 19-Dec-2017

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.