

AMERICAN SOFTWARE INC  
 Form 4  
 March 17, 2017

**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 J MICHAEL

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)  
 03/15/2017

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

ATLANTA, GA 30305  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	03/15/2017		M <sup>(1)</sup>			10,000	\$ 8.12	10,000	D
Common Stock	03/15/2017		S			10,000	\$ 10.3936	0	D
Common Stock	03/16/2017		M <sup>(4)</sup>			5,092	\$ 8.12	5,092	D
Common Stock	03/16/2017		S			5,092	\$ 10.3962	0	D

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 8.12	03/15/2017		M <sup>(1)</sup>	10,000	<sup>(6)</sup> 06/29/2017	Common Stock	10,000
Stock Option	\$ 8.12	03/16/2017		M <sup>(4)</sup>	5,092	<sup>(6)</sup> 06/29/2017	Common Stock	5,092

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

EDENFIELD J MICHAEL  
470 EAST PACES FERRY RD  
ATLANTA, GA 30305

## Signatures

J. Michael  
Edenfield  
03/17/2017

\*\*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 15, 2017, the Reporting Person converted 10,000 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.34 to \$10.47.
- (3) 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.
- (4) On March 16, 2017, the Reporting Person converted 5,092 options into an equal number of shares of Class A Common Stock.

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- (5) Represents the weighted average sales price for price increments ranging from \$10.36 to \$10.49.
- (6) Vests 24,000 share(s) on 29-Jun-2012, 24,000 share(s) on 29-Jun-2013, 24,000 share(s) on 29-Jun-2014, 24,000 share(s) on 29-Jun-2015, 24,000 share(s) on 29-Jun-2016

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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