

AMERICAN SOFTWARE INC  
 Form 4  
 December 21, 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 \*  
 NEWBERRY THOMAS L V

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)  
 12/19/2016

\_\_\_\_ 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	12/19/2016		M <sup>(1)</sup>			3,000		D	
Common Stock	12/19/2016		M <sup>(2)</sup>			88		D	
Common Stock	12/19/2016		M <sup>(1)</sup>			3,000		D	
Common Stock	12/19/2016		S			3,000	\$ 10.9141 <sup>(3)</sup>	D	
Common Stock	12/19/2016		S			88	\$ 11 <sup>(3)</sup>	D	

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Common Stock      12/19/2016      S      3,000      D      \$ 10.9141      0      D  
 (3)

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

**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.**

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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
Stock Option	\$ 8.56	12/19/2016		M <sup>(1)</sup>	3,000	07/29/2012 07/29/2017	Common Stock	3,000
Stock Option	\$ 8.28	12/19/2016		M <sup>(2)</sup>	88	04/30/2013 04/30/2018	Common Stock	88
Stock Option	\$ 7.82	12/19/2016		M <sup>(1)</sup>	3,000	10/31/2012 10/31/2017	Common Stock	3,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

NEWBERRY THOMAS L V  
470 EAST PACES FERRY RD  
ATLANTA, GA 30305

## Signatures

Thomas L.  
Newberry, V      12/22/2016

     \*\*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 19, 2016, the Reporting Person converted 3,000 options into an equal number of shares of Class A Common Stock.
- (2) On December 19, 2016, the Reporting Person converted 88 options into an equal number of shares of Class A Common Stock.
- (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.

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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