

EPAM Systems, Inc.
Form 4
September 21, 2015

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 *
Mosier Ginger

(Last) (First) (Middle)
41 UNIVERSITY DRIVE SUITE
202
(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EPAM Systems, Inc. [EPAM]

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel, Corp Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| EPAM Common Stock | 09/17/2015 | | M | 387 | A \$ 16.8 | 5,387 | D |
| EPAM Common Stock | 09/18/2015 | | M | 1,091 | A \$ 16.8 | 6,478 | D |
| EPAM Common Stock | 09/18/2015 | | M | 6,500 | A \$ 22.99 | 12,978 | D |
| EPAM Common | 09/18/2015 | | M | 2,022 | A \$ 32.08 | 15,000 | D |

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Stock

EPAM

| | | | | | | | | |
|--------------|------------|--|-------------------------|-----|---|-------|--------|---|
| Common Stock | 09/17/2015 | | <u>S</u> ⁽¹⁾ | 387 | D | \$ 75 | 14,613 | D |
|--------------|------------|--|-------------------------|-----|---|-------|--------|---|

EPAM

| | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|-------|-------|---|
| Common Stock | 09/18/2015 | | <u>S</u> ⁽¹⁾ | 9,613 | D | \$ 75 | 5,000 | D |
|--------------|------------|--|-------------------------|-------|---|-------|-------|---|

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 16.8 | 09/17/2015 | | M | 387 | <u>(2)</u> 03/19/2022 | EPAM Common Stock | 387 | |
| Employee Stock Option (right to buy) | \$ 16.8 | 09/18/2015 | | M | 1,091 | <u>(2)</u> 03/19/2022 | EPAM Common Stock | 1,091 | |
| Employee Stock Option (right to buy) | \$ 22.99 | 09/18/2015 | | M | 6,500 | <u>(3)</u> 04/12/2023 | EPAM Common Stock | 6,500 | |
| Employee Stock Option | \$ 32.08 | 09/18/2015 | | M | 2,022 | <u>(4)</u> 03/31/2024 | EPAM Common Stock | 2,022 | |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mosier Ginger 41 UNIVERSITY DRIVE SUITE 202 NEWTOWN, PA 18940 | | | SVP, General Counsel, Corp Sec | |

Signatures

/s/ Ginger
Mosier

09/21/2015

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2) The option, representing a right to purchase a total of 9,100 shares, became exercisable as to 25% of the shares on each of March 19, 2013, 2014 and 2015, and will become exercisable as to 25% of the shares on March 19, 2016.
- (3) The option, representing a right to purchase a total of 13,000 shares, became exercisable as to 25% of the shares on each of April 12, 2014 and 2015, and will become exercisable as to 25% of the shares on each of April 12, 2016 and 2017.
- (4) The option, representing a right to purchase a total of 15,000 shares, became exercisable as to 25% of the shares on March 31, 2015, and will become exercisable as to 25% of the shares on each of March 31, 2016, 2017 and 2018.

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.