

Lyons Patrick M.
Form 4
March 18, 2019

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 *
Lyons Patrick M.

(Last) (First) (Middle)

53 FOREST AVENUE

(Street)

OLD GREENWICH, CT 06870

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hudson Global, Inc. [HSON]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2019

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)
CFO and CAO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/09/2019 | | F | (A) or (D) V Amount (D) Price 9,080 (1) D \$ 1.55 | 86,645 | D | |
| Common Stock | | | | | 16,818 | I | By 401(k) Plan (2) |
| Common Stock | | | | | 25 | I | By Plan (3) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lyons Patrick M. 53 FOREST AVENUE OLD GREENWICH, CT 06870 | | | CFO and CAO | |

Signatures

/s/ Patrick Lyons 03/18/2019

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).

On March 9, 2017, 81,000 restricted share units were granted to the reporting person under the Hudson Global, Inc. 2009 Incentive Stock and Awards Plan, as amended and restated, for which the performance conditions to vesting were satisfied as of March 9, 2018 and reported in a Form 4 filed with the Securities and Exchange Commission on March 13, 2018. The restricted share units are also subject to

- (1) time-based vesting conditions that vest 1/3 on the first anniversary of the date of the grant, 1/3 on the second anniversary of the date of the grant and 1/3 on the third anniversary of the date of the grant. The first 1/3 vested on March 9, 2018 as reported in a Form 4 filed with the Securities and Exchange Commission. The second 1/3 of the restricted share units vested on March 9, 2019. This Form 4 reflects payment of the tax liability by withholding shares of stock incident to vesting such restricted share units.
- (2) Balance reflects the most current data available with regard to holdings in the 401(k) Plan.
- (3) Balance reflects the reporting person's holdings in Hudson Global, Inc. Employee Stock Purchase Plan as of the date of this filing.

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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