

Harman Jason
Form 4
March 27, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harman Jason

(Last) (First) (Middle)

C/O EPAM SYSTEMS, INC., 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)

03/23/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP/Co-Head of Global Business

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
EPAM Common Stock	03/23/2018		F	353 ⁽¹⁾ D	\$ 112.62	9,386	D
EPAM Common Stock	03/23/2018		A	2,806 ⁽²⁾ A	\$ 0	12,192	D
EPAM Common Stock	03/24/2018		F	490 ⁽¹⁾ D	\$ 112.62	11,702	D
EPAM Common	03/25/2018		F	521 ⁽¹⁾ D	\$ 112.62	11,181	D

Stock

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

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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 (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
Employee Stock Option (right to buy)	\$ 112.62	03/23/2018		A	7,496	(3) 03/23/2028	EPAM Common Stock	7,496

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harman Jason C/O EPAM SYSTEMS, INC. 41 UNIVERSITY DRIVE, SUITE 202 NEWTOWN, PA 18940	SVP/Co-Head of Global Business

Signatures

Ginger L. Mosier, as
attorney-in-fact 03/27/2018

__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)

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These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted stock units granted to the reporting person under the Issuer's Long Term Incentive Plan.

- (2) Represents restricted stock units that are scheduled to vest as to 25% of the shares on each of March 23, 2019, 2020, 2021 and 2022.
- (3) The option will become exercisable as to 25% of the shares on each of March 23, 2019, 2020, 2021 and 2022.

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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