

# **PLURALSIGHT, INC.**

Reported by  
**BUDGE JAMES**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/21/19 for the Period Ending 02/19/19

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Fiscal Year	12/31

# FORM 4

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Budge James</b>	<b>Pluralsight, Inc. [ PS ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>C/O PLURALSIGHT, INC., 182 NORTH UNION AVENUE</b>	<b>2/19/2019</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>FARMINGTON, UT 84025</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/19/2019		M <a href="#">(1)</a>		200000	A	\$0	397158	D	
Class A Common Stock	2/19/2019		S <a href="#">(2)</a> <a href="#">(3)</a>		199400	D	\$29.2674 <a href="#">(4)</a>	197758	D	
Class A Common Stock	2/19/2019		S <a href="#">(2)</a> <a href="#">(3)</a>		600	D	\$30	197158	D	
Class A Common Stock	2/20/2019		M <a href="#">(1)</a>		133091	A	\$0	330249	D	
Class A Common Stock	2/20/2019		S <a href="#">(2)</a>		133091	D	\$29.6968 <a href="#">(5)</a>	197158	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(6)	2/19/2019		J (7)			33091	(6)	(6)	Class A Common Stock	33091.0	\$0	0	I	See footnote. (8)
Class B Common Stock	(6)	2/19/2019		M (7)		33091		(6)	(6)	Class A Common Stock	33091.0	\$0	1094358	D	
Class B Common Stock	(6)	2/19/2019		M (9)			200000	(6)	(6)	Class A Common Stock	200000.0	\$0	894358	D	
Class B Common Stock	(6)	2/20/2019		M (9)			133091	(6)	(6)	Class A Common Stock	133091.0	\$0	761267	D	

#### Explanation of Responses:

- (1) The reported shares represent a one-for-one exchange of the Issuer's Class B Common Stock to Class A Common Stock.
- (2) The sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 28, 2018.
- (3) The Reporting Person's sale of the Issuer's Class A Common Stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 750 shares, with the Reporting Person's purchase of 750 shares of Issuer common stock at a price of \$23.29 per share on December 6, 2018. The Reporting Person has agreed to pay to the Issuer \$4,922.94, representing the full amount of the profit realized in connection with the short-swing transaction.
- (4) The sale price represents the weighted average price of the shares sold ranging from \$28.99 to \$29.63 per share. Upon request of the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (5) The sale price represents the weighted average price of the shares sold ranging from \$28.98 to \$29.95 per share. Upon request of the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (6) The shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof and (ii) only confer one-to-one voting rights on the holders thereof. Each share of Class B Common Stock is exchangeable for one share of Class A Common Stock at the option of the holder (for which the Issuer may substitute cash) and has no expiration date.
- (7) Represents shares of Class B Common Stock transferred from the Budge Family Trust, of which the Reporting Person is a trustee, to direct ownership by the Reporting Person.
- (8) The shares are held of record by the Budge Family Trust, of which the Reporting Person is a trustee.
- (9) Represents shares of Class B Common Stock exchanged on a one-for-one basis into shares of Class A Common stock

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Budge James</b> <b>C/O PLURALSIGHT, INC.</b> <b>182 NORTH UNION AVENUE</b> <b>FARMINGTON, UT 84025</b>			<b>Chief Financial Officer</b>	

#### Signatures

/s/ Matthew Forkner, by power of attorney

2/21/2019

Signature of Reporting Person

Date

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

\* 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).

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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