

CONNORS MICHAEL P
Form 4
August 02, 2018

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 *
CONNORS MICHAEL P

2. Issuer Name and Ticker or Trading Symbol
Information Services Group Inc. [III]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2187 ATLANTIC ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

STAMFORD, CT 06902

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

(City) (State) (Zip)

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 | | |
| Shares of Common Stock | 08/01/2018 | | A ⁽¹⁾ | | 184,275 | A | \$ 0 4,636,954 D |

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)

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Performance-based RSUs | (2) | 08/01/2018 | | A | 122,850 (2) | 08/01/2020 08/01/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNORS MICHAEL P 2187 ATLANTIC ST STAMFORD, CT 06902 | X | | Chairman & CEO | |

Signatures

David E. Berger, as attorney-in-fact
08/02/2018
**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) Represents restricted stock units granted to the reporting person pursuant to the Information Services Group, Inc. Amended and Restated 2007 Equity and Incentive Award Plan, which will vest in 4 equal installments on each of the first, second, third and fourth anniversaries of August 1, 2018.
- (2) Represents a grant of RSUs that may be earned based on achievement of market price goals, which will be measured at the average closing price of the Issuer's common stock over the ten-trading-day period prior to and including the second anniversary of the date of grant. 50% of the number of RSUs reported above will be earned if the measured market price is \$6 and 100% of the RSUs will be earned if the measured market price is \$8 or above, with straight-line interpolation of the number of earned RSUs if the measured market price is between \$6 and \$8. Unearned RSUs will be canceled. Market price goals are subject to adjustment for stock splits and certain other corporate events. Once determined, any such earned RSUs will be subject to an additional one-year vesting term.

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.