

Bermuda One Fund LLC

Form 4

April 05, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bermuda One Fund LLC

(Last) (First) (Middle)

C/O MQ SERVICES  
LTD., VICTORIA PLACE, 31  
VICTORIA STREET

(Street)

HAMILTON, D0 HM 10

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|---------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price          |                                                                                               |                                                          |                                                       |
| Common Stock                    | 04/03/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 4,900  | D \$ 20.2 <sup>(2)</sup>  | 2,834,991                                                                                     | I                                                        | See Footnote (5)                                      |
| Common Stock                    | 04/04/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 4,100  | D \$ 19.71 <sup>(3)</sup> | 2,830,891                                                                                     | I                                                        | See Footnote (5)                                      |
| Common Stock                    | 04/05/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 4,000  | D \$ 19.7 <sup>(4)</sup>  | 2,826,891                                                                                     | I                                                        | See Footnote (5)                                      |

See  
Footnote  
(5)

See  
Footnote  
(5)

See  
Footnote  
(5)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                          | Director      | 10% Owner | Officer | Other |
| Bermuda One Fund LLC<br>C/O MQ SERVICES LTD.<br>VICTORIA PLACE, 31 VICTORIA STREET<br>HAMILTON, D0 HM 10 |               | X         |         |       |
| VP Bermuda LLC<br>C/O MCCARTER & ENGLISH, LLP<br>825 EIGHTH AVENUE, 31ST FLR.<br>NEW YORK, NY 10019      |               | X         |         |       |
| Vogel Scott D.<br>C/O MCCARTER & ENGLISH, LLP<br>825 EIGHTH AVENUE, 31ST FLR.<br>NEW YORK, NY 10019      |               | X         |         |       |

## Signatures

/s/ Scott D. Vogel, individually, and as Managing Member of VP Bermuda LLC, Managing Member of Bermuda One Fund LLC

04/05/2019

\_\_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).

(1) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 25, 2019.

The price reported is a weighted average price. These shares were sold on April 3, 2019 in multiple transactions at prices ranging from \$20.05 to \$20.51, inclusive. The reporting person undertakes to provide to Agilysys, Inc. (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported is a weighted average price. These shares were sold on April 4, 2019 in multiple transactions at prices ranging from \$19.56 to \$20.07, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported is a weighted average price. These shares were sold on April 5, 2019 in multiple transactions at prices ranging from \$19.53 to \$19.85, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) VP Bermuda LLC and Scott D. Vogel may be deemed to indirectly beneficially own the shares of common stock held by Bermuda One Fund, LLC, however each of VP Bermuda LLC and Scott D. Vogel disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

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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