

EVOLVING SYSTEMS INC  
Form 4  
November 24, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**DUPPER THADDEUS**

2. Issuer Name and Ticker or Trading Symbol  
**EVOLVING SYSTEMS INC [EVOL]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

(Last) (First) (Middle)  
C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID COURT, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2015

ENGLEWOOD, CO 80112  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 11/23/2015                           |  | M                              | 35,419  | A \$ 2.59   | 260,575  | D                                 |
| Common Stock                    | 11/23/2015                           |  | S                              | 35,419  | D \$ 5.4 (1)  | 225,156  | D                                 |
| Common Stock                    | 11/24/2015                           |  | M                              | 23,103  | A \$ 2.59   | 248,259  | D                                 |
| Common Stock                    | 11/24/2015                           |  | S                              | 23,103  | D \$ 5.32 (2)   | 225,156  | D                                 |

Common Stock 13,000 I By wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 2.59  | 11/23/2015                           |  | M                              | 35,419  | 03/28/2006 12/27/2015                                    | Common Stock 35,419   |
| Employee Stock Option (right to buy)       | \$ 2.59  | 11/24/2015                           |  | M                              | 23,103  | 03/28/2006 12/27/2015                                    | Common Stock 23,103   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DUPPER THADDEUS<br>C/O EVOLVING SYSTEMS, INC.<br>9777 PYRAMID COURT, SUITE 100<br>ENGLEWOOD, CO 80112 |               |           | CEO     |       |

## Signatures

Thaddeus Dupper 11/24/2015  
 \*\*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) Prices are averaged from a low of 5.34 to a high of 5.45.
- (2) Prices are averaged from a low of 5.26 to a high of 5.37.

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.