

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Walkingshaw Nate</u>  (Last) (First) (Middle) C/O PLURALSIGHT, INC. 182 NORTH UNION AVENUE  (Street) FARMINGTON UT 84025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pluralsight, Inc. [ PS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>Chief Experience Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020	
		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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/28/2020		M <sup>(1)</sup>		25,000	A	\$0	206,532	D	
Class A Common Stock	02/28/2020		S <sup>(2)</sup>		36,929	D	\$17.455 <sup>(3)</sup>	169,603	D	
Class A Common Stock	03/02/2020		M <sup>(1)</sup>		5,000	A	\$0	174,603	D	
Class A Common Stock	03/02/2020		S <sup>(4)</sup>		4,900	D	\$17.098 <sup>(5)</sup>	169,703	D	
Class A Common Stock	03/02/2020		S <sup>(4)</sup>		100	D	\$17.83 <sup>(6)</sup>	169,603	D	
Class A Common Stock	03/02/2020		F <sup>(7)</sup>		6,790	D	\$17.83	162,813	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(8)	02/28/2020		M <sup>(1)</sup>			25,000	(8)	(8)	Class A Common Stock	25,000	\$0	69,503	D	
Class B Common Stock	(8)	03/02/2020		M <sup>(1)</sup>			5,000	(8)	(8)	Class A Common Stock	5,000	\$0	64,503	D	

**Explanation of Responses:**

- The reported shares represent a one-for-one exchange of the Issuer's Class B Common Stock to Class A Common Stock.
- The sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2019.
- The sale price represents the weighted average price of the shares sold, ranging from \$17.28 to \$17.83 per share. Upon request by 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.
- The sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 6, 2019.
- The sale price represents the approximate weighted average price of the shares sold, ranging from \$16.80 to \$17.50 per share. Upon request by 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.
- The sale price represents the price of the shares sold at \$17.83 per share.
- The shares listed as disposed of were withheld by the Issuer to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e) and these shares were not issued to or sold by the Reporting Person.
- 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.

**Remarks:**

/s/ Matthew Forkner, by power of attorney 03/03/2020

\*\* 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.

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 Number.

