MODEL N, INC. Form 4 May 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31,

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rinat Zack

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

MODEL N, INC. [MODN]

(Check all applicable)

C/O MODEL N, INC., 1600

(First)

SEAPORT BOULEVARD, SUITE 400

3. Date of Earliest Transaction

(Month/Day/Year) 05/12/2016

X Director X__ 10% Owner X_ Officer (give title _ Other (specify below)

Executive Chairman

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

REDWOOD CITY, CA 94063

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquir Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/12/2016		Code V	Amount 100,000 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 2,338,309 (2)	D	
Common Stock							24,002	I	By GADD, Inc.
Common Stock							666,666	I	By the Danielle Rinat Family Heritage

Trust dated December

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			12, 2005
Common Stock	666,666	I	By the Gahl Rinat Family Heritage Trust Dated December 12, 2005
Common Stock	36,310	I	By the Gahl Rinat Trust
Common Stock	36,311	I	By the Danielle Rinat Trust
Common Stock	1,666,666	I	By the Rinat Family 2006 Trust Dated December 13, 2006

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	d 8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amount of	f Derivative
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	g Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	B) Derivativ	ve .		Securities	(Instr. 5)
	Derivative				Securities	s		(Instr. 3 an	nd 4)
	Security				Acquired	[`	
	Ĭ				(A) or				
					Disposed	Į.			
					of (D)				
					(Instr. 3,				
					4, and 5)				
					, ,				
								Amo	ount
						Date	Date Expiration Exercisable Date	or Title Number of	
									nber
						Excicisable			
				Code	V (A) (D)			Shai	res

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Rinat Zack

C/O MODEL N, INC.

X X **Executive Chairman** 1600 SEAPORT BOULEVARD, SUITE 400

REDWOOD CITY, CA 94063

Signatures

/s/ Zack Rinat by Errol Hunter, Attorney-in-Fact

05/16/2016

**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).
 - Issuable upon the vesting and satisfaction of certain performance criteria of Performance-Based Restricted Stock Units ("PB-RSUs"). Subject to the achievement of certain minimum performance criteria based upon total stockholder return, between a minimum of 0% and a maximum of 250%, the PB-RSUs will vest as to 50% on each of the second and third annual anniversary of the vesting commencement
- date until such time as the PB-RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting if the performance criteria have been
- Includes 72,667 and 34,666 shares of common stock issued upon the vesting of Performance-Based RSUs ("PB-RSUs") in connection with the achievement of 209% and 152%, respectively, of certain performance criteria related to the Reporting Person's PB-RUSs.

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.

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