MODEL N, INC. Form 4 February 29, 2016

FORM 4

Form 4 or

Form 5

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

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

(Middle) (Last) (First)

C/O MODEL N, INC., 1600 SEAPORT BOULEVARD, SUITE 400

(Street)

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

2. Issuer Name and Ticker or Trading Symbol

MODEL N, INC. [MODN]

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

02/27/2016

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Chairman

X__ 10% Owner

_ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

Applicable Line)

_X__ Director

X_ Officer (give title

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

Issuer

below)

REDWOOD CITY, CA 94063

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ties Ac	quired, Disposed	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. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2016		Code V	Amount 33,333 (1)	(A) or (D)	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4) 2,238,309 (2)	D	
Common Stock							24,002	I	By GADD, Inc.
Common Stock							666,666	I	By the Danielle Rinat Family Heritage Trust dated December

			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 benefici	ally 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.				

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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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)		8. I De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	02/27/2016		M		33,333	<u>(4)</u>	<u>(4)</u>	Common Stock	33,333	

X

Executive Chairman

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Rinat Zack

C/O MODEL N, INC.

X

1600 SEAPORT BOULEVARD, SUITE 400 REDWOOD CITY, CA 94063

Signatures

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

02/29/2016

**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).
- (1) Issued upon the vesting of Restricted Stock Units ("RSUs").
- (2) 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.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
 - 50% of the RSUs vested on February 27, 2015; 25% of the RSUs vested on February 27, 2016; and the remaining 25% of the RSUs will
- (4) vest on February 27, 2017, 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 settlement of vested RSUs.

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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