Edgar Filing: MODEL N, INC. - Form 4

MODEL N, Form 4	INC.											
May 16, 201	16											
FORM							PPROVAL					
	UNITEI) STATES					IGE (COMMISSION	OND	3235-0287		
Check th	nis box		vvas	hington,	D.C. 205	49			Number:	January 31,		
if no lon subject t Section Form 4 o	o SIAIE 16.	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: 2005 Estimated average burden hours per response 0.5				
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 1	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										
(Print or Type	Responses)											
			Symbol	2. Issuer Name and Ticker or Trading Symbol MODEL N, INC. [MODN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Chec	(Check all applicable)				
C/O MODE	EL N, INC., 160 BOULEVARD	0	(Month/D 05/12/20	ay/Year)	insaction			Director X Officer (give below) SVP and C		o Owner er (specify Officer		
	(Street)				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
REDWOO	D CITY, CA 94	063							More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executionany	Execution Date, if		Transaction(A) or Dis Code (D)		l of	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/12/2016			A	36,798 (1)	A	\$ 0	122,190	D			
Common Stock	05/12/2016			А	12,266 (2)	А	\$0	134,456	D			

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

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 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. 6. Date Exercisable and onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownd Follo Repo Trans (Instr
Repo	rting C)wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LARSEN CHRISTOPHER C/O MODEL N, INC. 1600 SEAPORT BOULEVARD, SUITE 400 REDWOOD CITY, CA 94063			SVP and Chief Customer Officer				
Signatures							
/s/ Christopher Larsen by Errol Hunter, Attorney-in-Fact		05/16/	/2016				
**Signature of Reporting Person		Dat	e				

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

(1) a maximum of 250%, the PB-RSUS will vest as to 50% on each of the second and third annual annuersary 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 met.

Issuable upon the vesting of Restricted Stock Units ("RSUs"). 25% of the RSUs will vest on each annual anniversary of the vesting
(2) commencement date until such time as the 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.

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.