### Edgar Filing: Performant Financial Corp - Form 4

	Financial Corp										
Form 4	c.										
July 21, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AI	OMB APPROVAL		
Washington, D.C. 20549								Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						Expires:January 31 2009Estimated average burden hours per response0.4				
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Haughton Jeffrey			2. Issuer Name <b>and</b> Ticker or Trading Symbol Performant Financial Corp [PFMT]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Chec	Check all applicable)			
333 NORTH CANYONS PARKWAY			(Month/Day/Year) 07/15/2016					Director 10% Owner X Officer (give title Other (specify below) Chief Operating Officer			
(Street) 4. If Amendment, Filed(Month/Day/Y					ay/Year) App			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
LIVERMOR	RE, CA 94551							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	xecution Date, if Transaction(A) or Disposed of				l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Comment				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	07/15/2016			М	10,000	А	\$0	10,000	D		
Common Stock	07/15/2016			F	3,758 (1)	D	\$ 1.87	6,242	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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	07/15/2016		М	10,000	(2)	(2)	Common Stock	10,000	
Restricted Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	82,270	
Restricted Stock Units	(3)					(5)	(5)	Common Stock	90,000	
Restricted Stock Units	(3)					<u>(6)</u>	(6)	Common Stock	37,500	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Haughton Jeffrey 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551			Chief Operating Officer				
Signatures							
/s/ Hakan Orvell, Attorney-in-Fact for J Haughton	effrey R.		07/21/2016				
**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) Shares surrendered to pay tax liability due on vesting of Restricted Stock Units.

(2) Restricted Stock Unit award was granted on July 15, 2014. The remaining 20,000 units will vest on July 15, 2017 and July 15, 2018, provided that the Reporting Person remains in continuous service through each vest date.

(3)

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Each restricted stock unit represents a contingent right to receive one share of PFMT's common stock. The units were awarded at no cost to the Reporting Person.

- (4) Restricted Stock Unit Award granted on April 12, 2016 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.
- (5) Restricted Stock Unit Award granted on February 23, 2016 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.
- Restricted Stock Unit award was granted on March 17, 2015. Upon the achievement of certain financial metrics 37,500 units vested on
  (6) March 5, 2016, 18,750 units will vest on March 5, 2017 and the remaining 18,750 units will vest on March 5, 2018, provided that the Reporting Person remains in continuous service through each vest date.

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.