

Performant Financial Corp
 Form 4
 June 20, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
 Johnston Ian

(Last) (First) (Middle)
 333 NORTH CANYONS PARKWAY
 (Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Performant Financial Corp [PFMT]

3. Date of Earliest Transaction (Month/Day/Year)
 06/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.0001 per share	06/18/2017		M		15,000	A	\$ 0 39,121	D
Common Stock, par value \$0.0001 per share	06/18/2017		F		5,502 <u>(1)</u>	D	\$ 2.52 33,619	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Options	(2)					(4) (4)	Common Stock 54,979
Restricted Stock Units	(3)					(5) (5)	Common Stock 6,250
Performance Stock Units	(3)					(6) (6)	Common Stock 5,750
Restricted Stock Units	(3)	06/18/2017		M	15,000	(7) (7)	Common Stock 30,000
Restricted Stock Units	(3)					(8) (8)	Common Stock 33,750
Restricted Stock Units	(3)					(9) (9)	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Ian 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551				See Remarks

Signatures

/s/ Hakan Orvell, Attorney-in-Fact for Ian Johnston
06/20/2017

__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) The exercise price of each non-qualified stock option is \$10.60.

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

(4) The Stock Option award was granted on 08/10/2012 and expires on 08/10/2022. The option award vests as to 1/5th of the total number of shares subject to the option 12 months after the vesting commencement date, and the remaining shares vest at a rate of 1/60th of the total number of shares subject to the option each month thereafter provided that the Reporting Person remains in continuous service through each vest date.

(5) Restricted Stock Unit award was granted on 08/13/2014 and expires on 08/13/2024. The restricted stock unit award 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.

(6) Performance Stock Unit award was granted on 03/17/2015 and expires on 03/17/2025. The performance stock award vested as to 50% of the covered shares on 03/17/2016 and as to 25% of the covered shares on 03/17/2017 and will vest as to 25% of the covered shares on 03/17/2018.

(7) Restricted Stock Unit award was granted on 06/18/2015 and expires on 06/18/2025. 25% of the shares vested on 06/18/2016 and 25% of the shares vested on 06/18/2017, with 25% more vesting on each of the third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.

(8) Restricted Stock Unit award was granted on 02/22/2016 and expires on 02/22/2026. The restricted stock unit award 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.

(9) Restricted Stock Unit award was granted on 04/06/2017 and expires on 04/06/2027. The restricted stock unit award 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.

Remarks:

Vice President and Chief Accounting Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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