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Tim Adams

I

57

Director

2016

2017

2020

Continuing Directors

Melissa Fisher

II

44

Director

2016

2018

—

Alan Henricks

II

66

Director

2015

2018

—

Zack Rinat

III

58

Chief Executive Officer and

Executive Chairman of the Board

1999

2019

—

Charles Robel

III

67

Director

2007

2019

—

Nominees for Director

David Bonnette has served as a member of our board of directors since August 2014. From March 2014 to November 2016, Mr. Bonnette has also served on the board of directors and as the Chief Executive Officer of Lanyon, Inc., a provider of cloud-based solutions for managing corporate meetings, events and travel programs. From May 2011 to January 2014, Mr. Bonnette served as the Chief Executive Officer at BigMachines, Inc., a provider of cloud-based Configure, Price and Quote (CPQ) solutions, from 1995 to April 2011, Mr. Bonnette served as Group Vice President, North America Sales at Oracle Corporation, and from 2008 to 2012, Mr. Bonnette served as a director of Brainware (acquired by Lexmark). Mr. Bonnette holds a BA in Business Administration and Management from Keene State College. Our board of directors determined that Mr. Bonnette should serve as a director based on his experience as the Chief Executive Officer of cloud-based technology companies and his understanding of the software industry.

Tim Adams has served as a member of our board of directors since December 2016. Since June 2014, Mr. Adams has served as Executive Vice President, Chief Financial Officer and Treasurer of Demandware, Inc., a provider of cloud-based e-commerce solutions and services. Mr. Adams served as Senior Vice President and Chief Financial Officer of athenahealth, Inc., a leading provider of cloud-based services for electronic health records, practice management, and care coordination, from January 2010 to June 2014. Previously, Mr. Adams served as Chief

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Investment Officer of Constitution Medical Investors, Inc., a private investment firm focused on health-care-sector-related acquisitions and investments, as well as Senior Vice President of Corporate Strategy for Keystone Dental, Inc., a provider of dental health products and solutions. Earlier in his career, Mr. Adams was Chief Financial Officer at a number of other publicly traded companies. Mr. Adams began his career in public accounting at PricewaterhouseCoopers LLP, formerly Price Waterhouse, and is a Certified Public Accountant. Mr. Adams has served as a member of the board of directors of ABILITY Network, a private healthcare technology company, since November 2014. Mr. Adams obtained a B.S. from Murray State University and an MBA from Boston University. Our board of directors determined that Mr. Adams should serve as a director based on his significant experience working with technology companies and his significant financial experience.

Continuing Directors

Melissa Fisher has served as a member of our board of directors since August 2016. Since April 2016, Ms. Fisher has served as Chief Financial Officer at Qualys, a provider of cloud-based security and compliance solutions. From April 2015 to April 2016, Ms. Fisher served as Head of Financial Planning and Analysis, Treasury and Investor Relations at Zynga Inc., a developer of online and mobile social games. From July 2013 to March 2015, Ms. Fisher served as Head of Corporate Development, Treasury and Investor Relations at Digital River, Inc., a cloud-based ecommerce and payments company. Prior to joining Digital River, Melissa spent 15 years as an investment banker advising companies in the technology sector. Ms. Fisher holds an MBA from Harvard Business School and A.B. degree in government from Harvard University. Our board of directors determined that Ms. Fisher should serve as a director based on her significant experience working with technology companies and her significant financial experience.

Alan Henricks has served as a member of our board of directors since May 2015. Since May 2009, Mr. Henricks has been a board member, advisor and consultant to a variety of private technology companies. His consulting CFO roles included Livescribe Inc., Santur Corporation and AcademixDirect, Inc. From September 2006 to May 2009, Mr. Henricks served as chief financial officer of Pure Digital Technologies, Inc. Prior to September 2006, Mr. Henricks served as chief financial officer of several private and public companies including Traiana Inc., Informix Software, Inc., Documentum, Inc., Borland International, Inc., Cornish & Carey and Maxim Integrated Products, Inc. Since March 2014, Mr. Henricks has also served as a member of the board of directors of A10 Networks, and since May 2012 he has served as a member of the board of directors and audit committee chairman of Roku, Inc., a consumer electronics company. From April 2010 to June 2015 he served as a member of the board of directors of Ellie Mae, Inc., a provider of software solutions to the mortgage industry. Mr. Henricks holds a Bachelor of Science degree in Engineering from the Massachusetts Institute of Technology and an MBA from Stanford University. Our board of directors determined that Mr. Henricks should serve as a director based on his extensive experience serving as a chief financial officer of both public and private companies.

Zack Rinat is our founder and has served as the Chairman of our board of directors since our inception in December 1999. Mr. Rinat has also served as our Chief Executive Officer from December 1999 to February 2016, when he became our Executive Chairman. In November 2016, Mr. Rinat resumed his role as our Chief Executive Officer. Previously, Mr. Rinat served as Vice President and General Manager of Sun Microsystems, Inc.'s NetDynamics, Inc. business unit. Mr. Rinat co-founded and served as President and Chief Executive Officer of NetDynamics, Inc., an application software company, until its acquisition by Sun Microsystems in 1998. From 2005 to 2012, Mr. Rinat also served on the board of directors of Conduit Ltd., a provider of cloud-based solutions for web publishers, including as the Chairman from 2005 to 2011. Previously, he held senior management positions in operations, marketing and engineering at Silicon Graphics, Inc., and at Advanced Technology Israel. Mr. Rinat holds an MBA from the Harvard Business School and a BA in computer science from the Technion (Israel Institute of Technology). Our board of directors determined that Mr. Rinat should serve as a director based on his position as Chief Executive Officer of our company, his long history with our company and his understanding of the software industry.

Charles Robel has served as a member of our board of directors since January 2007. Mr. Robel also currently serves on the board of directors of Jive Software, Inc., The Go Daddy Group, Inc. and a privately held company. From May 2016 to August 2016, Mr. Robel served on the board of directors of Blue Coat, Inc., from November 2005 to August 2015, Mr. Robel served on the board of directors of Informatica Corporation, from June 2011 to December 2014, Mr. Robel served as a member of the board of directors of Palo Alto Networks, Inc., from September 2007 to June 2013, Mr. Robel served as a member of the board of directors of Autodesk, Inc., from September 2006 to February 2012, Mr. Robel served as a member of the board of directors of DemandTec, Inc., from June 2006 to February 2011, Mr. Robel served as the Chairman of the board of directors of McAfee, Inc., and from June 2000 to December 2005,

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Mr. Robel served as Managing Member and Chief Operating Officer at Hummer Winblad Venture Partners. Mr. Robel began his career at PricewaterhouseCoopers LLP, from which he retired as a partner in June 2000. Mr. Robel holds a BS in accounting from Arizona State University. Our board of directors determined that Mr. Robel should serve as a director based on his significant experience investing in and serving on the boards of directors of other technology companies and his significant financial and accounting experience.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”

EACH OF THE NOMINEES NAMED ABOVE.

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PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board of Directors (Audit Committee) has appointed the firm of PricewaterhouseCoopers LLP, independent registered public accountants, to audit our financial statements for the fiscal year ending September 30, 2017. During our fiscal year ended September 30, 2016, PricewaterhouseCoopers LLP served as our independent registered public accounting firm.

Notwithstanding its selection and even if our stockholders ratify the selection, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in our best interests and the interests of our stockholders. At the Annual Meeting, the stockholders are being asked to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2017. Our Audit Committee is submitting the selection of PricewaterhouseCoopers LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting and they will have an opportunity to make statements and will be available to respond to appropriate questions from stockholders.

If this proposal does not receive the affirmative approval of a majority of the votes cast on the proposal, the Audit Committee would reconsider the appointment.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees billed or to be billed by PricewaterhouseCoopers LLP for professional services rendered with respect to the fiscal years ended September 30, 2016 and September 30, 2015. All of these services rendered since the formation of the Audit Committee were approved by the Audit Committee.

	2016	2015
Audit Fees ⁽¹⁾	\$900,000	\$675,000
Audit-Related Fees ⁽²⁾	709,200	—
Tax Fees	—	—
All Other Fees ⁽³⁾	1,800	1,800
Total	\$1,611,000	\$676,800

(1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, the review of our quarterly consolidated financial statements, and audit services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years, such as statutory audits.

(2) Audit-related fees consist of fees for services rendered during the fiscal year for assurance and related services that are reasonably related to the performance of the audit or review of Model N's consolidated financial statements and are not reported under "Audit Fees." These services include due diligence in connection with mergers and acquisitions.

(3)

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All other fees for the fiscal years ended September 30, 2016 and September 30, 2015 were related to fees for access to online accounting research software.

Auditor Independence

Under its charter, the Audit Committee pre-approves all services rendered by our independent registered public accounting firm, PricewaterhouseCoopers LLP. The Audit Committee has determined that the fee paid to PricewaterhouseCoopers LLP for services other than audit fees is compatible with maintaining the principal accountants' independence.

Pre-Approval Policies and Procedures.

Consistent with requirements of the SEC and the Public Company Accounting Oversight Board, or PCAOB, regarding auditor independence, our Audit Committee is responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. In recognition of this responsibility, our Audit Committee (or a member of the Audit Committee delegated by the Audit Committee) generally pre-approves of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE
APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.

DIRECTORS AND CORPORATE GOVERNANCE

Director Independence

Our common stock is listed on the New York Stock Exchange. The listing rules of the New York Stock Exchange generally require that a majority of the members of a listed company's board of directors be independent. Our Board of Directors has determined that each of the members of our Board of Directors other than Mr. Rinat is independent. In making these determinations, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Leadership Structure

The positions of Chairman of the Board and Chief Executive Officer are currently filled by the same person, Mr. Zack Rinat. Our Board of Directors believes that the current Board leadership structure, coupled with a strong emphasis on Board independence and the role of the lead independent director, provides effective independent oversight of management while allowing the Board and management to benefit from Mr. Rinat's extensive executive leadership and operational experience and his experience and familiarity with our business as a co-founder and Chief Executive Officer. Independent directors and management sometimes have different perspectives and roles in strategy development. Our independent directors bring experience, oversight and expertise from outside of our company, while Mr. Rinat brings company-specific experience and expertise. Our Board of Directors believes that Mr. Rinat's combined role enables strong leadership, creates clear accountability, and enhances our ability to communicate our message and strategy clearly and consistently to stockholders.

Lead Independent Director

Our Board of Directors has established corporate governance guidelines which state that when the chairperson of the Board and chief executive officer positions are held by the same person, a lead independent director may be designated. Because Mr. Rinat is our Chief Executive Officer and Chairman, our Board of Directors appointed Mr. Charles Robel to serve as our lead independent director. As lead independent director, among other responsibilities, Mr. Robel presides over regularly scheduled meetings at which only our independent directors are present, serves as a liaison between the Chief Executive Officer and the independent directors and performs such additional duties as our Board of Directors may otherwise determine and delegate.

Risk Oversight

Our Board of Directors believes that open communication between management and the Board is essential for effective risk management and oversight. Our Board meets with our Chief Executive Officer and other members of the senior management team at quarterly Board meetings, where, among other topics, they discuss strategy and risks in the context of reports from the management team and evaluates the risks inherent in significant transactions. While our Board of Directors is ultimately responsible for risk oversight, our Board committees assist the Board in fulfilling its oversight responsibilities in certain areas of risk. The Audit Committee assists our Board in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures. The Compensation Committee assists our Board in assessing risks created by the incentives inherent in our compensation policies. The Nominating and Corporate Governance Committee is charged with assisting our Board in fulfilling its oversight responsibilities with respect to the management of risk associated with Board membership and corporate governance.

Executive Sessions of Independent Directors

In order to promote open discussion among independent directors, our Board of Directors has a policy of conducting executive sessions of independent directors during each regularly scheduled Board meeting and at such other times if requested by an independent director. These executive sessions are chaired by our lead independent director. The lead independent director provides feedback to our Chief Executive Officer, as needed, promptly after the executive session. Mr. Rinat does not participate in such sessions.

Codes of Conduct

We have adopted a code of conduct that applies to our directors and a code of conduct that applies to our officers and all other employees. The full text of these codes of conduct are posted under the “Investors” section on our website at <http://investor.modeln.com/govdocs>.

Meetings of the Board of Directors

Our Board of Directors met thirteen times during fiscal year 2016. No director attended fewer than 75% of the total number of meetings of the Board and of any Board committees of which he or she was a member during fiscal year 2016. It is our policy that directors are invited and encouraged to attend our annual meetings of stockholders. Two of our directors attended the 2016 Annual Meeting of Stockholders.

Committees of the Board of Directors

Our Board of Directors has established an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Members serve on these committees until their resignation or until otherwise determined by our Board. The following table provides membership information as of September 30, 2016 for each of our Board committees:

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Zack Rinat*			
Charles Robel**			
David Bonnette			
Melissa Fisher			
Alan Henricks			
Mark Leslie			
Tim Adams			

* Chairman of the Board ** Lead Independent Director = Chairperson = Member

Mark Leslie is not standing for re-election at this year’s annual meeting. Following our annual meeting, Mr. Leslie will be replaced on the committees on which he served by another director.

Audit Committee

Each of the members of the Audit Committee satisfies the independence requirements of Rule 10A-3. Messrs. Robel and Henricks and Ms. Fisher are each an Audit Committee financial expert, as that term is defined under SEC rules, and possess financial sophistication as defined under the rules of the New York Stock Exchange. The designation does not impose on any of them any duties, obligations or liabilities that are greater than those generally imposed on members of our Audit Committee and our Board of Directors. The Audit Committee met six times during fiscal year 2016. Among other matters, the Audit Committee:

- evaluates the qualifications, independence and performance of our independent registered public accounting firm;

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- determines the engagement of our independent registered public accounting firm and reviews and approves the scope of the annual audit and the fees paid to our independent registered public accounting firm;
- discusses with management and our independent registered public accounting firm the results of the annual audit and the review of our financial statements;
- approves the retention of our independent registered public accounting firm;
- reviews our critical accounting policies and estimates and internal control over financial reporting; and
- reviews the Audit Committee charter and its performance.

The Audit Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Audit Committee charter is posted under the “Investors” section on our website at <http://investor.modeln.com/govdocs>.

Compensation Committee

Each member of the Compensation Committee is an outside director, as defined pursuant to Section 162(m) of the Code, is a “non-employee director” under Rule 16b-3(b)(3)(i) of the Exchange Act, and is independent within the meaning of New York Stock Exchange rules. The Compensation Committee met nine times during fiscal year 2016. Among other matters, the Compensation Committee:

- reviews and approves goals and objectives relevant to compensation of our Chief Executive Officer and other executive officers;
- evaluates the performance of these officers in light of those goals and objectives and sets the compensation of these officers based on such evaluations; and
- administers the issuance of stock options and other awards under our equity incentive plans.

At least annually, our Compensation Committee is responsible for reviewing, evaluating, and approving the compensation arrangements of our executive officers and for establishing and maintaining our executive compensation policies and practices. Under its charter, our Compensation Committee has the authority to retain outside counsel or other advisors. The Compensation Committee retains and does not delegate any of its exclusive power to determine all matters of executive compensation and benefits, although the Chief Executive Officer and the Human Resources department present compensation and benefit proposals to the Compensation Committee. However, our Chief Executive Officer is not present for deliberations or voting with respect to his compensation.

The Compensation Committee engaged an independent compensation consultant, Radford, an Aon Hewitt company (“Radford”), to evaluate our executive compensation levels and practices and to provide advice and ongoing recommendations on executive compensation matters for fiscal year 2016. Specifically, Radford was engaged to:

- provide data from a peer group of companies to serve as a basis for assessing competitive compensation practices;
- review and assess our current director, CEO and other executive officer compensation practices and equity profile relative to market practices;
- review and assess our current compensation programs relative to market to determine any changes that may need to be implemented in order to remain competitive with our peer group;
- review market practices on employee stock purchase plans and equity programs;
- review market practices on stock ownership guidelines for directors and executive officers; and
- monitor the performance of the company’s stock price relative to the Russell 3000 index in connection with the company’s performance-based restricted stock unit program.

Radford representatives meet informally with the chair of the Compensation Committee and regularly with our Compensation Committee during its regular meetings, including in executive sessions from time to time without any members of management present. Radford works directly with our Compensation Committee (and not on behalf of management) to assist our Compensation Committee in satisfying its responsibilities and will undertake no projects for management without our Compensation Committee’s approval. No work performed by Radford during fiscal year 2016 raised a conflict of interest.

The Compensation Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Compensation Committee charter is posted under the “Investors” section on our website at <http://investor.modeln.com/govdocs>.

Nominating and Corporate Governance Committee

Each member of the Nominating and Corporate Governance Committee is independent within the meaning of New York Stock Exchange rules. The Nominating and Corporate Governance Committee met five times during fiscal year

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2016. Among other matters, the Nominating and Corporate Governance Committee:

- makes recommendations to our Board of Directors regarding candidates for directorships;
- makes recommendations to our Board of Directors regarding the structure and composition of the board of directors and its committees;
- develops corporate governance guidelines and renew and assess corporate governance best practices; and
- makes recommendations to our Board of Directors concerning governance matters.

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The Nominating and Corporate Governance Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Nominating and Governance Committee charter is posted under the “Investors” section on our website at <http://investor.modeln.com/govdocs>.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee is, or has at any time during the past year been, an officer or employee of ours. None of our executive officers currently serve, or in the past year has served, as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving on our Board of Directors or Compensation Committee.

Considerations in Evaluating Director Nominees

The Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership. A variety of methods are used to identify and evaluate director nominees, with the goal of maintaining and further developing a diverse, experienced and highly qualified Board. Candidates may come to our attention through current members of our Board, professional search firms, stockholders or other persons.

The Nominating and Corporate Governance Committee will recommend to the Board for selection all nominees to be proposed by the Board for election by the stockholders, including approval or recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders, and will recommend all director nominees to be appointed by the Board to fill interim director vacancies.

Director Qualifications

The Nominating and Corporate Governance Committee also reviews and recommends to the Board for determination the desired qualifications, expertise and characteristics of Board members, with the goal of developing a diverse, experienced and highly qualified Board. The Nominating and Corporate Governance Committee and the Board believe that candidates for director should have certain minimum qualifications, including, without limitation:

- demonstrated business acumen and leadership, and high levels of accomplishment;
- ability to exercise sound business judgment and to provide insight and practical wisdom based on experience;
- commitment to understand Model N and its business, industry and strategic objectives;
- integrity and adherence to high personal ethics and values, consistent with our code of conduct;
- ability to read and understand financial statements and other financial information pertaining to Model N;
- commitment to enhancing stockholder value;
- willingness to act in the interest of all stockholders; and
- for non-employee directors, independence under New York Stock Exchange listing standards and other applicable rules and regulations.

In the context of the Board’s existing composition, other requirements that are expected to contribute to the Board’s overall effectiveness and meet the needs of the Board and its committees may be considered.

In addition, under Model N’s Corporate Governance Guidelines (Guidelines), a director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. Thus, the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member, as well as his or her other

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professional responsibilities, will be considered. Also under the Guidelines, there are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for re-election, director tenure is considered. Model N values diversity on a company-wide basis, but has not adopted a specific policy regarding Board diversity.

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Stockholder Recommendations for Nominations to the Board of Directors

The Nominating and Corporate Governance Committee will consider properly submitted stockholder recommendations for candidates for our Board who meet the minimum qualifications as described above. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. A stockholder of record can nominate a candidate for election to the Board of Directors by complying with the procedures in Article I, Section 1.11 of our Bylaws. Any eligible stockholder who wishes to submit a nomination should review the requirements in the Bylaws on nominations by stockholders. Any nomination should be sent in writing to the Corporate Secretary, Model N, Inc., 1600 Seaport Boulevard, Suite 400, Redwood City, California 94063. Submissions must include the full name of the proposed nominee, complete biographical information, a description of the proposed nominee's qualifications as a director, other information specified in our Bylaws, and a representation that the nominating stockholder is a beneficial or record holder of our stock and has been a holder for at least one year. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected. These candidates are evaluated at meetings of the Nominating and Corporate Governance Committee, and may be considered at any point during the year. If any materials are provided by a stockholder in connection with the recommendation of a director candidate, such materials are forwarded to the Nominating and Corporate Governance Committee.

All proposals of stockholders that are intended to be presented by such stockholder at an annual meeting of Stockholders must be in writing and notice must be delivered to the Corporate Secretary at the principal executive offices of Model N not later than the close of business on the seventy-fifth (75th) day nor earlier than the close of business on the one hundred and fifth (105th) day prior to the first anniversary of the preceding year's annual meeting. Stockholders are also advised to review our Bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations.

Non-Employee Director Compensation

Our non-employee directors are entitled to receive equity for their service as directors. Our Board of Directors has determined that the non-employee directors will receive an annual restricted stock unit grant with a value of \$100,000. In addition, non-employee directors are entitled to receive an annual restricted stock unit grant with a value of \$30,000 for service on our Board, which may be payable as cash at the election of the director, and an annual restricted stock unit grant with a value of \$20,000 for the chair of the Audit Committee, \$12,000 for the chair of the Compensation Committee and \$8,000 for the chair of the Nominating and Corporate Governance Committee, each of which may be payable as cash at the election of the director. In addition, directors will receive an annual restricted stock unit grant with a value of \$10,000 for serving on the Audit Committee, \$6,000 for serving on the Compensation Committee and \$4,000 for serving on the Nominating and Corporate Governance Committee, each of which may be payable as cash at the election of the director. In addition, the lead independent director is entitled to receive an annual restricted stock unit grant with a value of \$15,000, which may be payable as cash at the election of the lead independent director.

The following table presents the total compensation for each person who served as a non-employee member of our Board of Directors in the fiscal year ended September 30, 2016. Other than as set forth in the table and described more fully below, in the fiscal year ended September 30, 2016 we did not pay any fees to, make any equity awards or non-equity awards to, or pay any other compensation to, the non-employee members of our Board of Directors. Non-employee directors may be reimbursed for travel and other expenses incurred in the performance of their duties.

The following table sets forth information regarding compensation earned by our non-employee directors for the fiscal year ended September 30, 2016:

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	Value of Restricted Stock Unit Awards
Name ⁽¹⁾	(\$) ⁽²⁾
David Bonnette	\$ 131,714 ⁽³⁾
Melissa Fisher	74,440 ⁽⁴⁾
Mark Garrett	135,595 ⁽⁵⁾
Alan Henricks	135,595 ⁽³⁾
Mark Leslie	145,278 ⁽³⁾
Charles Robel	163,678 ⁽³⁾

(1) As of September 30, 2016, the above-listed directors held outstanding options and RSUs pursuant to which the following shares of our Common Stock are issuable upon exercise or settlement, respectively: Mr. Bonnette (11,487 shares subject to RSUs); Ms.

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Fisher (5,713 shares subject to RSUs); Mr. Henricks (14,836 shares subject to RSUs); Mr. Leslie (9,722 shares subject to options; 12,105 shares subject to RSUs); and Mr. Robel (99,999 shares subject to options; 8,056 shares subject to RSUs).

(2) The amounts in this column represent the aggregate grant date fair values for equity awards granted to the Board of Directors computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used in calculating the aggregate grant date fair value of the equity awards reported in this column are set forth in Note 7 of the notes to our consolidated financial statements included in our Annual Report on Form 10-K for fiscal year 2016. These amounts reflect our accounting costs for these awards, and do not correspond to the actual value that may be realized by the above named board members.

(3) In February 2016, each of Messrs. Bonnette, Henricks, Leslie and Robel was granted an award of 12,964, 13,346, 14,299 and 16,110 restricted stock units, respectively, which will vest over a one-year period with 25% of the shares granted vesting on each quarterly anniversary of the vesting start date.

(4) In August 2016, in connection with commencing her service as a director, Ms. Fisher was granted an award of 5,713 restricted stock units. 50% vested on November 15, 2016 and the remaining 50% will vest on February 15, 2017.

(5) Mr. Garrett resigned from the Board of Directors effective May 17, 2016. Unvested equity as of May 17, 2016 was cancelled.

Communications with the Board of Directors

Stockholders and all interested parties wishing to communicate with the Board of Directors or with an individual member of the Board of Directors may do so by writing to the Board of Directors or to the particular member of the Board of Directors, care of the Corporate Secretary, at Model N, Inc., 1600 Seaport Boulevard, Suite 400, Redwood City, California 94063. The envelope should indicate that it contains a stockholder or interested party communication. All such communications will be forwarded to the director or directors to whom the communications are addressed.

REPORT OF THE AUDIT COMMITTEE

With respect to Model N's financial reporting process, the management of Model N is responsible for (1) establishing and maintaining internal controls and (2) preparing Model N's consolidated financial statements. Model N's independent registered public accounting firm, PricewaterhouseCoopers LLP (PwC), is responsible for auditing these financial statements. It is the responsibility of the Audit Committee to oversee these activities. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of Model N's financial statements.

The Audit Committee has reviewed and discussed the audited financial statements for the year ended September 30, 2016 with Model N's management and with PwC, including the results of the independent registered public accounting firm's audit of Model N's financial statements. The Audit Committee has also discussed with PwC all matters that the independent registered public accounting firm was required to communicate and discuss with the Audit Committee, including the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees."

The Audit Committee also has received and reviewed the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit Committee concerning independence, and has discussed with PwC its independence from Model N, as well as any relationships that may impact PwC's objectivity and independence.

Based on the Audit Committee's review and discussions with Model N's management and independent registered public accountants discussed above, the Audit Committee recommends to the Board of Directors that the audited financial statements be included in Model N's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors:

Charles J. Robel (Chair)

Melissa Fisher

Alan Henricks

RELATED PERSON TRANSACTIONS

Other than the executive and director compensation arrangements, including the employment, termination of employment and change in control arrangements, discussed below under “Executive Compensation,” the indemnification arrangements with our executive officers and directors discussed below under “Employment Arrangement and Indemnification Agreements,” we were not party to any transactions since October 1, 2015 to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed \$120,000 and in which any of our directors, executive officers, or holders of more than 5% of our common stock, or any immediate family member of, or person sharing the same household with, any of these individuals, had or will have a direct or indirect material interest.

Statement of Policy Regarding Related Person Transactions

As provided in the Audit Committee Charter, the Audit Committee of our Board of Directors must review and approve in advance any related party transaction. We have also adopted a related-party transactions policy under which our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock, and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related-party transaction with us without the consent of our Audit Committee. If the related party is, or is associated with, a member of our Audit Committee, the transaction must be reviewed and approved by another independent body of our Board of Directors. Any request for us to enter into a transaction with a related party in which the amount involved exceeds \$120,000 and such party would have a direct or indirect interest must first be presented to our Audit Committee for review and approval. If advance approval of a related-party transaction was not feasible or was not obtained, the related-party transaction must be submitted to the Audit Committee as soon as reasonably practicable, at which time the Audit Committee shall consider whether to ratify and continue, amend and ratify, or terminate or rescind such related party transaction.

It is our intention to ensure that all transactions between us and our officers, directors and principal stockholders and their affiliates, are approved by the Audit Committee of our Board of Directors, and are on terms no less favorable to us than those that we could obtain from unaffiliated third parties.

EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of December 20, 2016. Officers are elected by the Board of Directors to hold office until their successors are elected and qualified.

Name	Age	Current Position(s) with Model N
Zack Rinat	58	Chief Executive Officer and Executive Chairman of the Board
Mark Tisdell	51	Senior Vice President and Chief Financial Officer
Christopher Larsen	58	Senior Vice President and Chief Customer Officer
Mark Anderson	56	Senior Vice President, Global Services
Eric Carrasquilla	44	Senior Vice President, Product Management
Amelia Generalis	46	Senior Vice President and Chief People Officer
David Miller	46	Senior Vice President, Product Marketing

For information on the business background of Mr. Rinat, see “Proposal No. 1—Election of Directors” above.

Mark Tisdell has served as Senior Vice President and Chief Financial Officer at Model N since May 2014. Prior to re-joining Model N, Mr. Tisdell most recently served as Chief Financial Officer of Steelwedge Software Inc., an integrated business solutions provider, from April 2012 to May 2014. From May 2010 to April 2012, Mr. Tisdell served as Chief Financial Officer of Spigit, Inc., a platform provider in the social enterprise market. Prior to Spigit, Inc., Mr. Tisdell served as Chief Financial Officer at Model N from January 2008 to May 2010 and as Vice President, Finance at Model N from August 2006 to December 2007. Mr. Tisdell holds a B.S. in Accounting and Law from Clarkson University and an MBA from Wake Forest University—Babcock Graduate School of Management.

Christopher Larsen has served as Senior Vice President and Chief Customer Officer since October 2014 and previously as Senior Vice President and Chief Sales Officer at Model N since October 2013. Mr. Larsen’s employment with us ended on December 31, 2016. From January 2013 to October 2013, Mr. Larsen served as Chief Operating Officer and General Manager of the Mobile Business App Division at Infragistics, Inc., a leading provider of user experience and user interface software development tools and mobile applications. From February 2012 to December 2012, Mr. Larsen provided consulting services for various private equity firms. From September 2009 to January 2012, he served as Executive Vice President, Global Field Operations for Progress Software Corporation, a provider of software for the development, deployment and management of business applications. From January 2008 to January 2009, he served as President and Chief Operating Officer for Allegro Development Corporation, a provider of energy and risk management software solutions. Mr. Larsen has also held senior executive positions with TIBCO Software, Inc., a provider of infrastructure software, and SAP North America, a provider of business software. Mr. Larsen holds a BS in business administration from Wake Forest University.

Mark Anderson has served as Senior Vice President, Global Services since April 2016. From March 2010 to January 2016, Mr. Anderson served as Senior Vice President of Global Solutions Delivery of Vendavo, Inc., a provider of margin and profit optimization solutions. From June 2009 to April 2010, Mr. Anderson served as Vice President of Professional Services of Comergent Technologies, Inc., an information technology and services company. Prior to joining Comergent, Mr. Anderson held several leadership roles in the enterprise software industry, including as Vice President of Professional Services for discrete industries at SAP North America, a provider of business software. Mr. Anderson holds a BS in Industrial Engineering from the University of Nebraska and an MBA in Operations Management from the Simon School of Business at the University of Rochester.

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Eric Carrasquilla has served as Senior Vice President, Product Management at Model N since August 2015. From April 2014 to March 2015, Mr. Carrasquilla served as Vice President of Products at [24]7, Inc., a leading provider of cloud-based customer engagement software and services. From November 2001 to January 2014, Mr. Carrasquilla held leadership roles at Amdocs, a provider of customer experience software, including General Manager and Vice President of Solutions Management. Mr. Carrasquilla has also held management positions at Nortel Networks, Clarify and Aurum Software. Mr. Carrasquilla holds a B.A. in Marketing from San Jose State University and an MBA from Santa Clara University.

Amelia Generalis has served as Senior Vice President and Chief People Officer since July 2016. From August 2013 to July 2016, Ms. Generalis served as the Head of Human Resources and Head of Talent at Anaplan, Inc., a provider of business modeling and planning solutions. From July 2011 to December 2012, Ms. Generalis served as Vice President of Human Resources (Cloud) at SuccessFactors, a provider of human capital management solutions. From December 2009 to July 2011, Ms. Generalis served as Global Director of Human Resources at Elo Touch Solutions, a provider of touch screen solutions. Prior to joining Elo, Ms. Generalis held leadership roles in human resources at Electronics Arts Inc., an interactive entertainment software company, and Shell Oil Company. Ms. Generalis holds a BA in Biology from the College of Charleston, and an MBA from Vanderbilt University.

David Miller has served as Senior Vice President, Product Marketing at Model N since April 2016. From April 2015 to March 2016, Mr. Miller served as Vice President of Marketing at Journey Sales, a provider of digital spaces solutions. From January 2014 to March 2016, Mr. Miller held leadership roles on several marketing, product management and sales enablement consulting projects. From November 2011 to October 2013, Mr. Miller served as Chief Marketing Officer at eFront Financial Solutions, a provider of investment and risk management solutions. From January 2010 to November 2011, Mr. Miller served as Vice President or Product Marketing and Analyst Relations at IntraLinks Holdings, Inc., a provider of content management and collaboration solutions. Mr. Miller holds a B.A. and B.E. in Engineering from Dartmouth College and an MBA from the Kellogg School of Management at Northwestern University.

EXECUTIVE COMPENSATION

Overview

This section provides an overview of the material components of our executive compensation program for our Chief Executive Officer and each of our two other most highly compensated executive officers (our named executive officers) during fiscal year 2016. The compensation provided to our named executive officers for fiscal year 2016 is set forth in detail in the Summary Compensation Table and other tables that follow this section, as well as the accompanying footnotes and narratives relating to those tables. This section also discusses our executive compensation philosophy, objectives and design; compensation decisions for our named executive officers in fiscal year 2016; the role of compensation consultants; and the peer group used in evaluating executive officer compensation.

Our named executive officers for fiscal year 2016 were:

- Zack Rinat, our Chief Executive Officer (October 2015 to January 2016) and Chairman of the Board of Directors;
- Edward Sander, our former Chief Executive Officer (February 2016 to November 2016);
- Mark Tisdell, our Senior Vice President and Chief Financial Officer; and
- Christopher Larsen, our former Senior Vice President and Chief Customer Officer (employment ended in December 2016).

Executive Compensation Philosophy, Objectives and Design

Compensation Philosophy

We operate in a highly competitive and rapidly evolving market, and we expect competition to continue to increase. Our ability to compete and succeed in this environment is directly correlated to our ability to recruit, incentivize and retain talented individuals in the areas of development, services, sales, marketing, and support functions, such as Finance, IT and HR. The market for skilled individuals in any of these areas is very competitive. Our compensation philosophy is designed to establish and maintain a compensation program that attracts, retain, and rewards talented individuals who possess the skills necessary to create long-term value for our stockholders, expand our business and assist in the achievement of our strategic objectives.

In fiscal year 2016, our Compensation Committee reviewed and assessed our general compensation philosophy, which is intended to align with our core values, yearly performance, and our stockholder interests, as well as to effectively balance our short- and long-term objectives. The Compensation Committee believes that compensation should never get in the way of us doing what is right and that a great work environment needs to be supported by competitive pay practices and benefits. When determining the competitiveness of our pay practices, we look at the entire pay and benefit package, taking into account total compensation. Our total compensation package is designed to be competitive in the geographical locations where we do business, focused on results, and fair and flexible. The Compensation Committee recognizes the importance of providing fair rewards for employee contributions. We seek to provide total targeted direct compensation (salary, bonus and equity) that is at or above the 50th percentile of the market, and to provide parity and consistency within functions. We also believe in making tough decisions in order to adhere to budgets, ensuring transparency and promoting understanding of our compensation philosophy and practices.

The Compensation Committee retains flexibility to review our compensation structure periodically as needed to focus on different business objectives, and reviews our compensation programs at least annually.

Objectives for our Executive Compensation Programs

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Consistent with our compensation philosophy, the primary goals of our executive compensation programs are to:

- provide competitive compensation to recruit, retain and motivate top talent;
- align executive compensation to company performance and our stockholders' interests; and
- balance short and long-term objectives.

Elements of Our Executive Compensation Program

The key elements of our compensation package for named executive officers are base salary, bonuses, equity-based awards, and our benefits programs. Each named executive officer's compensation has been designed to provide a combination of compensation that is tied to achievement of our short- and long-term objectives.

Base Salary

We offer base salaries that are intended to provide a level of stable fixed compensation to named executive officers for performance of day-to-day services. Other than our co-founder and Chief Executive Officer, each named executive officer's base salary was established as the result of arm's-length negotiation with the individual at the time of hiring. Base salaries for our executive officers are generally reviewed annually to determine whether an adjustment is warranted or required. In fiscal year 2016, the Compensation Committee reviewed the base salaries of our executive officers taking into consideration a compensation analysis performed by Radford. The base salaries paid to our named executive officers for fiscal year 2016 are set forth in the Summary Compensation Table below.

Bonuses

We provide our executive officers, including the named executive officers, with the opportunity to earn cash bonuses to encourage the achievement of corporate and individual objectives and to reward those individuals who significantly impact our corporate results. The Compensation Committee determines and approves cash bonus decisions for our executive officers.

The executive bonus plan applicable to fiscal year 2016 was based on the attainment of a target level of recurring revenue and customer satisfaction, subject to an individual performance factor as determined by our Chief Executive Officer and the Compensation Committee. Our Chief Executive Officers did not participate in the executive bonus plan applicable to fiscal year 2016, and our Senior Vice President and Chief Customer Officer participated in a separate sales compensation plan based on the attainment of certain target levels of bookings. The Compensation Committee approved these features of the executive bonus plan since, in its view, it was the best indicator of our successful execution of our annual operating plan and that achieving the target level of revenue would require a focused and consistent effort by our executive officers throughout fiscal year 2016. The target bonus attributable to recurring revenues and customer satisfaction accounted for 75% and 25%, respectively, of the executive officer's target bonus. Based on our fiscal year 2016 corporate performance, we achieved the recurring revenue and customer satisfaction targets at approximately 41%, considered together, and in November 2016, the Compensation Committee approved bonus payments consistent with such achievement, subject to individual performance factors.

Equity-Based Awards

We use equity awards to motivate and reward our executive officers, including our named executive officers, for long-term corporate performance based on the value of our common stock and, thereby, to align the interests of our executive officers with those of our stockholders. We primarily award restricted stock units (RSUs) based on a desire to reduce short-term dilution and stock plan share usage. RSUs provide the right to receive a specified number of shares of our common stock at no cost to the employee if the employee remains employed by us on the date the RSUs vest. The compensation value of RSUs does not depend solely on future stock price increases. The value of unvested RSUs provides a significant retention incentive and maintains alignment between the interests of stockholders and of management. Although its value may increase or decrease with changes in the stock price during the period before vesting, an RSU will have value in the long term, while the entire compensation value of a stock option depends on future stock price appreciation. Accordingly, RSUs can deliver significantly greater share-for-share compensation value at grant than stock options, and we can offer comparable compensation value with fewer shares and less dilution for our stockholders. In connection with our initial public offering, we began granting RSUs in order to provide additional retention for our executives. We also adopted a program in which all executives are eligible for annual equity grants.

Fiscal 2016 RSU Awards

In March 2016, we granted Mr. Sander 195,122 performance-based restricted stock units and 224,390 restricted stock units. In May 2016, we granted Mr. Rinat 100,000 performance-based restricted stock units, Mr. Tisdell 60,214 performance-based restricted stock units and 20,071 restricted stock units, and Mr. Larsen 36,798 performance-based restricted stock units and 12,266 restricted stock units. The performance-based restricted stock units vest over a three-year period with 50% vesting on the second and third annual anniversaries of the vesting commencement date. Subject to achievement of certain minimum performance criteria based upon total shareholder return, the performance-based restricted stock units may vest between a minimum of 0% and a maximum of 250%. Except for a certain portion of the restricted stock units granted to Mr. Sander, which vest over a three-year period with 33% vesting on each annual anniversary of the vesting commencement date, the restricted stock units vest over a four-year period with 25% vesting on each annual anniversary of the vesting commencement date. The vesting of these awards will also accelerate by 100% of the remaining unvested shares in the event of a qualifying termination of employment within 12 months of a change in control of Model N.

Benefits Programs

Our employee benefit programs, including our health, dental, vision, life insurance and disability programs, are designed to provide a competitive level of benefits to our employees generally, including our named executive officers and their families. We adjust our employee benefit programs as needed based upon regular monitoring of applicable laws and practices and the competitive market. Our named executive officers are entitled to participate in the same employee benefit plans, and on the same terms and conditions, as all other United States full-time employees.

SUMMARY COMPENSATION TABLE

The following table provides information regarding all plan and non-plan compensation awarded to, earned by or paid to each of our named executive officers during the fiscal year ended September 30, 2016 and the fiscal year ended September 30, 2015.

Name and Principal Position	Fiscal Year	Base Salary (\$)	Non-Equity				Total (\$)
			Incentive Plan Compensation (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾	Option Awards (\$)	All Other Compensation (\$)	
Zack Rinat ⁽⁴⁾ Chief Executive Officer and Executive Chairman of the Board	2016	\$1	\$ —	\$1,054,000	\$ —	\$ —	\$1,054,001
	2015	\$1	\$ —	\$2,695,957	\$ —	\$ —	\$2,695,958
Edward Sander ⁽⁵⁾ Former Chief Executive Officer	2016	\$243,333	\$106,732	\$ —	\$ —	\$ —	\$350,065
	2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Mark Tisdell Senior Vice President and Chief Financial Officer	2016	\$300,000	\$61,125	\$846,204	\$ —	\$ —	\$1,207,329
	2015	\$275,000	\$90,032	\$682,660	\$ —	\$ —	\$1,047,692
Christopher Larsen ⁽⁶⁾ Former Senior Vice President and Chief Customer Officer	2016	\$300,000	\$115,544	\$517,135	\$ —	\$ —	\$932,679
	2015	\$300,000	\$142,464	\$585,220	\$ —	\$ —	\$1,027,684

(1) The amounts in this column reflect cash bonus awards earned by the named executive officers under our executive bonus plans applicable to fiscal years 2016 and 2015, and with respect to Mr. Larsen, under our sales compensation plans for fiscal years 2016 and 2015. The executive bonus plan applicable to fiscal year 2016 is discussed in greater detail in “Executive Compensation” above.

(2) The amounts reported in this column represent the aggregate grant date fair value of equity awards granted under our 2013 Equity Incentive Plan to our named executive officers during the fiscal year ended September 30, 2016 as computed in accordance with Accounting Standards Codification Topic 718. The assumptions used in calculating the dollar amount recognized for financial statement reporting purposes of the equity awards reported in this column are set forth in Note 7 to our consolidated financial statements included in our fiscal year 2016 Annual Report on Form 10-K filed on November 18, 2016. Note that the amounts reported in this column reflect the accounting cost for these equity awards, and do not correspond to the actual economic value that may be received by our named executive officers from the equity awards.

(3) The fiscal year 2016 stock awards are discussed in greater detail in “Executive Compensation” above.

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- (4) Mr. Rinat served as our Chief Executive Officer from October 2015 to January 2016. He resumed his role as Chief Executive Officer in November 2016.
- (5) Mr. Sander served as our Chief Executive Officer from February 2016 to November 2016.
- (6) Mr. Larsen's employment with us ended in December 2016.

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Outstanding Equity Awards at 2016 Fiscal Year-End Table

The following table provides information regarding outstanding restricted stock units held by our named executive officers as of September 30, 2016.

Name	Grant Date	Stock Awards		Equity	
		Vested	Not Vested ⁽⁶⁾	Incentive Plan Awards:	Equity Incentive Plan Awards:
		Number of Shares or Units of Stock That Have Not	Market Value of Shares or Units of Stock that Have	Number of Shares, Units or Other Rights That Have Not	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not
Zack Rinat	3/15/2013 ⁽¹⁾	33,333	\$ 370,330	—	\$ —
	12/6/2013 ⁽²⁾	—	—	66,666	740,659
	3/9/2015 ⁽³⁾	—	—	168,200	1,868,702
	5/12/2016 ⁽³⁾	—	—	100,000	1,111,000
Edward Sander	3/11/2016 ⁽⁵⁾	29,268	325,167	—	—
	3/11/2016 ⁽⁴⁾	195,122	2,167,805	—	—
	3/11/2016 ⁽³⁾	—	—	195,122	2,167,805
Mark Tisdell	8/25/2014 ⁽⁴⁾	55,616	617,894	—	—
	3/9/2015 ⁽⁴⁾	11,025	122,488	—	—
	5/12/2016 ⁽⁴⁾	20,071	222,989	—	—
	3/9/2015 ⁽³⁾	—	—	44,150	490,507
	5/12/2016 ⁽³⁾	—	—	60,214	668,978
Christopher Larsen	11/25/2013 ⁽⁴⁾	53,078	589,697	—	—
	3/9/2015 ⁽⁴⁾	9,450	104,990	—	—
	5/12/2016 ⁽⁴⁾	12,266	136,275	—	—
	3/9/2015 ⁽³⁾	—	—	37,850	420,514
	5/12/2016 ⁽³⁾	—	—	36,798	408,826

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- (1) The shares subject to this restricted stock unit award vest as to 50% on the second anniversary of the vesting commencement date, and 25% on each of the third and fourth anniversaries of the vesting commencement date thereafter.
- (2) The shares subject to this performance-based restricted stock unit award vest as to one-third on each annual anniversary of the vesting commencement date based on the performance of the company's stock price relative to the Russell 3000 Index.
- (3) The shares subject to this performance-based restricted stock unit award vest as to 50% on the second and third annual anniversaries of the vesting commencement date based on the performance of the company's stock price relative to the Russell 3000 Index.
- (4) The shares subject to this restricted stock unit award vest as to 25% on each annual anniversary of the vesting commencement date.
- (5) The shares subject to this restricted stock unit award vest as to one-third on each annual anniversary of the vesting commencement date.
- (6) The market value of unvested shares is calculated by multiplying the number of unvested shares held by the applicable named executive officer by the closing price of our common stock on September 30, 2016, which was \$11.11.

EQUITY COMPENSATION PLAN INFORMATION

Securities Authorized for Issuance Under Equity Compensation Plans

The following table includes information as of September 30, 2016 for equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders ⁽¹⁾	3,923,086	\$ 6.31	(2) 4,703,366 (3)
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	3,923,086	\$ 6.31	4,703,366

(1) Excludes purchase rights accruing under our 2013 Employee Stock Purchase Plan and includes 3,117,390 shares subject to restricted stock units.

(2) The weighted average exercise price relates solely to outstanding stock option shares since shares subject to restricted stock units have no exercise price.

(3) Includes 1,119,534 shares of common stock that remain available for purchase under the 2013 Employee Stock Purchase Plan, 2,009,660 shares of common stock that remain available for purchase under our 2013 Equity Incentive Plan, and 1,574,172 shares of common stock reserved for issuance pursuant to the vesting of performance-based restricted stock units and subject to the achievement of certain performance criteria. Additionally, our 2013 Equity Incentive Plan provides for automatic increases in the number of shares available for issuance under it on October 1 of each four calendar years during the term of the 2013 Equity Incentive Plan by the lesser of 5% of the number of shares of common stock issued and outstanding on each September 30 immediately prior to the date of increase or the number determined by our board of directors. Similarly, on October 1 of each calendar year, the aggregate number of shares of our common stock reserved for issuance under our 2013 Employee Stock Purchase Plan shall be increased automatically by the number of shares equal to 2% of the total number of outstanding shares of our common stock on the immediately preceding September 30th (rounded down to the nearest whole share).

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of December 20, 2016, certain information regarding beneficial ownership of our common stock (a) by each person known by us to be the beneficial owner of more than five percent of the outstanding shares of common stock, (b) by each director and nominee for director, (c) by the named executive officers (as defined in “Executive Compensation” above) and (d) by all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 28,106,356 shares of common stock outstanding at December 20, 2016. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options and restricted stock units held by that person or entity that are currently exercisable or releasable, or that will become exercisable or releasable within 60 days of December 20, 2016. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Model N, Inc., 1600 Seaport Boulevard, Suite 400, Redwood City, California 94063.

	Shares Beneficially Owned		
	(as of December 20, 2016)		
	Number	Percent	
Named Executive Officers, Directors and Director Nominees:			
Zack Rinat ⁽¹⁾	5,090,743	18.1	%
Edward Sander ⁽²⁾	29,219	*	
Mark Tisdell ⁽³⁾	113,612	*	
Christopher Larsen ⁽⁴⁾	62,325	*	
Tim Adams ⁽⁵⁾	2,349	*	
David Bonnette ⁽⁶⁾	37,279	*	
Melissa Fisher ⁽⁷⁾	5,713	*	
Alan Henricks ⁽⁸⁾	20,149	*	
Mark Leslie ⁽⁹⁾	238,625	*	
Charles Robel ⁽¹⁰⁾	154,221	*	
All directors and executive officers as a group (14 persons): ⁽¹¹⁾	5,760,824	20.4	%
5% Stockholders:			
Massachusetts Financial Services Company ⁽¹²⁾	2,276,614	8.1	%
RGM Capital, LLC ⁽¹³⁾	2,322,451	8.3	%
Redmile Group, LLC ⁽¹⁴⁾	1,868,159	6.6	%
Soros Fund Management LLC ⁽¹⁵⁾	1,529,766	5.4	%
Amici Capital, LLC ⁽¹⁶⁾	1,438,300	5.1	%

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*Represents beneficial ownership of less than 1% of our outstanding shares of common stock.

- (1) Consists of 340,667 shares held by Mr. Rinat pursuant to the vesting of restricted stock units and performance-based restricted stock units; 24,002 shares by GADD, Inc., 657,345 shares held of record by Mr. Rinat, 996,110 shares held of record by Mr. Rinat and Orli Rinat as community property, 666,666 shares held of record by Mr. Rinat, Orli Rinat and Glen Kohl, trustees of Danielle Rinat Family Heritage Trust Dated December 12, 2005, 666,666 shares held of record by Mr. Rinat, Orli Rinat and Glen Kohl, trustees of Gahl Rinat Family Heritage Trust Dated December 12, 2005, 36,310 shares held of record by Gahl Rinat Trust, 36,311 shares held of record by Danielle Rinat Trust and 1,666,666 shares held of record by Mr. Rinat and Orli Rinat, trustees of the Rinat Family 2006 Trust Dated December 13, 2006. Mr. Rinat is a trustee of each of the foregoing trusts. The trustees of each of the foregoing trusts share voting and investment power with respect to the shares held by each respective trust. Mr. Rinat is the sole director and the Chief Executive Officer of GADD, Inc. Mr. Rinat and Orli Rinat are trustees of the Rinat Family 2006 Trust Dated December 13, 2006. This trust is the sole shareholder of GADD, Inc. Accordingly, Mr. Rinat may be deemed the beneficial owner of all shares held by this trust and GADD, Inc.
- (2) Consists of 29,219 shares subject to restricted stock units held by Mr. Sander that will vest within 60 days of December 20, 2016.
- (3) Consists of 104,919 shares held by Mr. Tisdell and 8,693 shares subject to restricted stock units held by Mr. Tisdell that will vest within 60 days of December 20, 2016.

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- (4) Consists of 56,108 shares held by Mr. Larsen and 6,217 shares subject to restricted stock units held by Mr. Larsen that will vest within 60 days of December 20, 2016.
- (5) Consists of 2,349 shares subject to restricted stock units held by Mr. Adams that will vest within 60 days of December 20, 2016.
- (6) Consists of 34,038 shares held by Mr. Bonnette and 3,241 shares subject to restricted stock units held by Mr. Bonnette that will vest within 60 days of December 20, 2016.
- (7) Consists of 2,857 shares held by Ms. Fisher, and 2,856 shares subject to restricted stock units held by Ms. Fisher that will vest within 60 days of December 20, 2016.
- (8) Consists of 16,812 shares held by Mr. Henricks and 3,337 shares subject to restricted stock units held by Mr. Henricks that will vest within 60 days of December 20, 2016
- (9) Consists of 42,591 shares held by Leslie Enterprises LP; 138,401 shares held by the Leslie Family Trust U/A 2/7/96, 39,381 shares held by Mr. Leslie, 9,722 shares subject to options held by Mr. Leslie that are exercisable within 60 days of December 20, 2016, and 8,530 shares subject to restricted stock units held by Mr. Leslie that will vest within 60 days of December 20, 2016. Mr. Leslie is a trustee of the foregoing trust. The trustees of the foregoing trust share voting and investment power with respect to the shares held by the trust.
- (10) Consists of 50,194 shares held by Mr. Robel, 99,999 shares subject to options held by Mr. Robel that are exercisable within 60 days of December 20, 2016, and 4,028 shares subject to restricted stock units held by Mr. Robel that will vest within 60 days of December 20, 2016.
- (11) Consists of 5,582,633 shares held by our directors and executive officers as a group and 178,191 shares subject to options and restricted stock units that are exercisable or will vest, as applicable, within 60 days of December 20, 2016 held by our directors and executive officers as a group.
- (12) Based on the Schedule 13G/A filed with the SEC on February 11, 2016. The shares are beneficially owned by Massachusetts Financial Services Company and/or certain other non-reporting entities. The address for each reporting person is 111 Huntington Avenue, Boston, Massachusetts 02199.
- (13) Based on Schedule 13G filed with the SEC February 16, 2016. Consists of 2,322,451 shares held by RGM Capital, LLC and Robert G. Moses, who have shared voting and dispositive power over the shares. Robert G. Moses is the managing member of RGM Capital, LLC, a Delaware limited liability company that serves as the general partner of and exercises investment discretion over the accounts of a number of investment vehicles. None of those investment vehicles has beneficial ownership of 5% or more of any class of the shares. The address for each reporting person is 9010 Strada Stell Court, Suite 105, Naples, FL 34109.
- (14) Based on Schedule 13G filed with the SEC February 16, 2016. Consists of 1,868,159 shares held by Redmile Group, LLC and Jeremy C. Green, who have shared voting and dispositive power over the shares. Redmile Group, LLC serves as general partner and investment manager to certain investment limited partnerships, pooled investment vehicles, etc. that have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares. Jeremy C. Green is the majority managing member and owner of Redmile Group, LLC. No investment limited partnership, pooled investment vehicle, etc. holdings exceed five percent of the shares. The address for each reporting person is One Letterman Drive, Building D, Suite D3-300, San Francisco, CA 94111.
- (15) Based on Schedule 13G filed with the SEC February 16, 2016. Consists of 1,529,766 shares held by Soros Fund Management LLC and George and Robert Soros, who have shared voting and dispositive power over the shares. Soros Fund Management LLC serves as principal investment manager to Quantum Partners. As such, Soros Fund Management LLC has been granted investment discretion over portfolio investments, including the shares, held for the account of Quantum Partners. George Soros serves as Chairman of Soros Fund Management LLC and Robert Soros serves as President and Deputy Chairman of Soros Fund Management LLC. The address for each reporting person is 250 West 55th Street, 38th Floor, New York, NY 10019.
- (16) Based on Schedule 13G filed with the SEC January 22, 2016. Consists of 1,438,300 shares held by Amici Capital, LLC and Paul E. Orlin, who have shared voting and dispositive power over the shares, which are owned by advisory clients of Amici Capital, LLC. None of the advisory clients individually own more than 5% of the outstanding shares. The address for each reporting person is 666 Fifth Avenue, Suite 3403, New York, NY 10103.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (Exchange Act), requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during fiscal year 2016, all Section 16(a) filing requirements were satisfied on a timely basis, except for one Form 4 reporting two transactions that was filed late by Amelia Generalis.

EMPLOYMENT ARRANGEMENTS AND INDEMNIFICATION AGREEMENTS

Employment, Severance and Change in Control Arrangements

We have entered into employment offer letters or an employment agreement with each of our current and former named executive officers in connection with his commencement of employment with us, except for Mr. Rinat, with whom we have not entered into an employment offer letter or employment agreement. Each of these employment engagements was negotiated on our behalf by our then-Chief Executive Officer, Mr. Rinat, with the informal oversight of our board of directors.

Typically, these arrangements provide for at-will employment and included our named executive officers' initial base salary, a discretionary annual incentive bonus opportunity and standard employee benefit plan participation. These arrangements also provided for a recommended equity award grant to be submitted to our board of directors for approval, with an exercise price, in the case of stock options, equal to the fair market value of our common stock on the date of grant and subject to our specified vesting requirements. These employment engagements were each subject to execution of our standard confidential information and invention assignment agreement.

Mr. Rinat

We have not entered into any employment arrangements with Mr. Rinat, our Chief Executive Officer.

Mr. Sander

We entered into an employment agreement with Mr. Sander, our former Chief Executive Officer, on February 4, 2016. Pursuant to the employment agreement, Mr. Sander's initial base salary was established at \$400,000 per year. In addition, Mr. Sander was eligible to receive a cash bonus payment of up to \$400,000, subject to the achievement of certain performance criteria based on the achievement of company and personal objectives. Mr. Sander was also granted initial equity awards of (i) \$300,000 worth of restricted stock units that would have vested over three years in equal annual installments beginning on February 15, 2017; (ii) \$2 million worth of restricted stock units that would have vested over four years in equal annual installments beginning on February 15, 2017; and (iii) \$2 million worth of performance-based restricted stock units that would have vested over three years with 50% vesting on each of February 15, 2018 and February 15, 2019, subject to the achievement of certain performance criteria. Mr. Sander's employment was at will and was terminable at any time, with or without cause. Mr. Sander's employment with us ended on November 18, 2016. Pursuant to the severance provision of Mr. Sander's employment agreement and subject to certain conditions, Mr. Sander received a cash bonus payment of \$106,732, which reflects achievement of approximately 41%, and will receive continued payment of his base salary for one year, reimbursement of relocation expenses and continuation of group health benefits for up to two years. Subject to certain conditions, Mr. Sander will also receive accelerated vesting of 29,219 restricted stock units. Unvested equity was cancelled.

Mr. Tisdell

We entered into an offer letter agreement with Mr. Tisdell, our Senior Vice President and Chief Financial Officer, on April 28, 2014. Pursuant to the offer letter, Mr. Tisdell's initial base salary was established at \$275,000 per year. In addition, Mr. Tisdell is eligible to receive a cash bonus payment of up to \$35,000, subject to certain conditions. Mr. Tisdell will also be eligible to receive a cash bonus of up to \$125,000, subject to the achievement of certain performance criteria based on the achievement of company and personal objectives. On August 25, 2014, in accordance with the terms of his offer letter, Mr. Tisdell was granted an award for 111,234 restricted stock units. This award vests over a four-year period with 25% of the total shares underlying the award vesting on each annual anniversary of the vesting commencement date. Mr. Tisdell's employment is at will and may be terminated at any time,

with or without cause.

Mr. Larsen

We entered into an offer letter agreement with Mr. Larsen, our Senior Vice President and Chief Customer Officer, on October 2, 2013. Pursuant to the offer letter, Mr. Larsen's initial base salary was established at \$300,000 per year. In addition, Mr. Larsen is eligible to receive incentive compensation of up to \$200,000, subject to the achievement of certain performance criteria based on the achievement of company and personal objectives. On November 25, 2013, in accordance with the terms of his offer letter, Mr. Larsen was granted an award for 106,157 restricted stock units. This award vests over a four-year period with 25% of the total shares underlying the award vesting on each annual anniversary of the vesting commencement date. Mr. Larsen's employment is at will and may be terminated at any time, with or without cause. Mr. Larson's employment with us ended on December 31, 2016. As severance, Mr. Larsen received a cash bonus payment of \$50,000, which reflects 25% of his annualized variable compensation, and will receive continued payment of his base salary for six months and continuation of group health benefits for up to six months. In addition, we will enter into a consulting services agreement with Mr. Larson for transition services pursuant to which Mr. Larsen will be eligible to

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continue to vest with respect to 6,217 restricted stock units and 18,925 performance-based restricted stock units, subject to the achievement of certain performance criteria.

Change in Control

Generally, our equity award agreements with each of our named executive officers provide for acceleration of vesting of 100% of the unvested shares of our common stock underlying such equity awards in the event of an involuntary termination of employment (as such term is defined in the stock option agreement) within 12 months following a change in control in our company. In addition, our equity award agreements with our non-employee directors generally provide for acceleration of vesting of 100% of the unvested shares of our common stock underlying such equity awards in the event of a change in control of our company.

In addition to the amounts presented above, in the event one of our named executive officers was terminated, he would also be able to exercise any previously vested stock options that he held.

Indemnification arrangements

Our amended and restated certificate of incorporation includes a provision that eliminates, to the fullest extent permitted by Delaware law, the personal liability of a director or officer for monetary damages resulting from breach of his fiduciary duty as a director or officer.

Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except for liability:

- for any breach of their duty of loyalty to our company or our stockholders;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- unlawful payments of dividends or unlawful stock purchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- for any transaction from which they derived an improper benefit.

Any amendment to or repeal of these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

Our amended and restated bylaws provide that:

- we are required to indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions;
- we may indemnify our other employees and agents as provided in indemnification contracts entered into between us and our employees and agents;
- we are required to advance expenses, as incurred, to our directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions; and
- the rights conferred in the restated bylaws are not exclusive.

In addition to the indemnification required in our restated certificate of incorporation and restated bylaws, we enter into indemnity agreements with each of our directors and executive officers. These agreements may, among other things, provide for the indemnification of our directors and executive officers for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were our agents or incurred in investigating or defending any such action or proceeding. We have also obtained

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directors' and officers' insurance to cover our directors, executive officers and some of our employees under which, subject to the limitations of the policies, coverage is provided against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director, executive officer or employee, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these individuals pursuant to our indemnification obligations or otherwise as a matter of law. We believe that these indemnification provisions and agreements and this insurance are necessary to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws or in these indemnification agreements may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any of our directors, officers or employees regarding which indemnification by us is sought, nor are we aware of any threatened litigation that may result in claims for indemnification.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (Securities Act), may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

ADDITIONAL INFORMATION

Stockholder Proposals for 2018 Annual Meeting

Any stockholder who wishes to submit a proposal for inclusion in our proxy materials must comply with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2018 Annual Meeting of Stockholders, all applicable requirements of Rule 14a-8 must be satisfied and we must receive such proposals no later than September 6, 2017. Such proposals must be delivered to the Corporate Secretary of Model N at the address listed on the front page.

Proposals of stockholders that are not eligible for inclusion in the Proxy Statement and proxy for our 2018 Annual Meeting of Stockholders, or that concern one or more nominations for Directors at the meeting, must comply with the procedures, including minimum notice provisions, contained in our Bylaws. Notice must be received by the Corporate Secretary of Model N at the address listed on the front page, no earlier than November 4, 2017 and no later than December 4, 2017.

However, if the date of our 2018 Annual Meeting of Stockholders is advanced by more than 30 days prior to, or delayed by more than 60 days after, the one-year anniversary of the date of the previous year's annual meeting, then, for notice to the stockholder to be timely, it must be so received by the Corporate Secretary at the address listed on the front page not earlier than the close of business on the 105th day prior to such annual meeting and not later than the close of business on the later of (1) the 75th day prior to such annual meeting, or (2) the tenth day following the day on which public announcement of the date of such annual meeting is first made.

A copy of the pertinent provisions of the Bylaws is available upon request to the Corporate Secretary of Model N at the address listed on the front page.

Solicitation of Proxies

We will bear the expense of preparing, printing and distributing proxy materials to our stockholders. In addition to solicitations by mail, there may be incidental personal solicitation at nominal cost by directors, officers, employees or our agents. We will also reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in forwarding proxy materials to beneficial owners of our common stock for which they are record holders.

Fiscal Year 2016 Annual Report on Form 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended September 30, 2016 and our 2017 proxy statement, each as filed with the SEC, is available, without charge, by mailing a request to Investor Relations, Model N, Inc., 1600 Seaport Boulevard, Suite 400, Redwood City, California 94063. The Annual Report on Form 10-K and proxy statement are also available at the web address shown on the Notice of Annual Meeting of Stockholders and under the "Investors" section on our website at: <http://investor.modeln.com>.

OTHER MATTERS

We know of no other matters that are likely to be brought before the meeting. If, however, other matters that are not now known or determined come before the meeting, the persons named in the enclosed proxy or their substitutes will vote such proxy in accordance with their discretion.

MODEL N, INC.

January 4, 2017

Redwood City, California

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ANNUAL MEETING OF STOCKHOLDERS OF MODEL N, INC. February 17, 2017 PROXY VOTING INSTRUCTIONS INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page. TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call. Vote online/phone until 11:59 p.m. Eastern Time the day before the meeting. MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible. IN PERSON - You may vote your shares in person by attending the Annual Meeting. GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access. COMPANY NUMBER ACCOUNT NUMBER NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS: The Notice of Meeting, proxy statement and proxy card are available at <http://www.amstock.com/proxyservices/ViewMaterial.asp?CoNumber=18179> Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. 2023000000000000000 0 021717 THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE Election of Class I Directors: nominees: FOR ALL NOMINEES Tim Adams David Bonnette WITHHOLD AUTHORITY FOR ALL NOMINEES FOR ALL EXCEPT (See instructions below) INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: 2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending September 30, 2017. FOR AGAINST ABSTAIN 3. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned Stockholder. if no direction is made, this proxy will be voted "for all Nominees" in proposal 1 and "for" proposal 2. To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. Signature of Stockholder Date: Signature of Stockholder Date: Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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N, INC. proxy for annual meeting of stockholders on February 17, 2017 solicited on Behalf of the Board of Directors on December 20, 2016 at the Annual Meeting of Stockholders to be held February 17, 2017 at 11:30 a.m. Pacific Time and at any adjournment thereof. (continued and to be signed on the reverse side.) 1.1 14475