

MODEL N, INC.
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rinat Zack

(Last) (First) (Middle)

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

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MODEL N, INC. [MODN]

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

12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO and Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2016		G V	Amount 15,116 (1)	D \$ 0	2,285,205 (2)	D
Common Stock					24,002	I	By GADD, Inc.
Common Stock					666,666	I	By the Danielle Rinat Family Heritage Trust dated December 12, 2005

Common Stock	666,666	I	By the Gahl Rinat Family Heritage Trust Dated December 12, 2005
Common Stock	36,310	I	By the Gahl Rinat Trust
Common Stock	36,311	I	By the Danielle Rinat Trust
Common Stock	1,666,666	I	By the Rinat Family 2006 Trust Dated December 13, 2006

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Rinat Zack
C/O MODEL N, INC.
1600 SEAPORT BOULEVARD, STE 400 X X CEO and Executive Chairman
REDWOOD CITY, CA 94063

Signatures

/s/ Zack Rinat by Errol Hunter, 01/04/2017
Attorney-in-Fact

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All of the shares reported as disposed of in this Form 4 were donated to a charitable organization as a bona fide gift.

Includes an additional 72,667 and 34,666, and a net loss of 28,667 shares of common stock issued upon the vesting of Performance-Based

(2) RSUs ("PB-RSUs") granted to the Reporting Person on December 6, 2013 in connection with the achievement of 209%, 152% and 57%, respectively, of certain performance criteria related to the Reporting Person's PB-RSUs.

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

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