

MODEL N, INC.
Form 4
February 10, 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)
02/10/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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					2,285,205 ⁽¹⁾	D	
Common Stock	02/10/2017		P	2,905 A	\$ 10.09 ⁽²⁾	I	By GADD, Inc. ⁽³⁾
Common Stock					666,666	I	By the Danielle Rinat Family Heritage Trust dated December

Common Stock	666,666	I	12, 2005 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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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						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 REDWOOD CITY, CA 94063	X	X	CEO and Executive Chairman	

Signatures

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

02/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

(1) 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 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.

(2) Represents a weighted average purchase price per share. These shares were purchased in multiple transactions at prices ranging from \$9.85 to \$10.10. The reporting person undertakes to provide to the Issuer, the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(3) Mr. Rinat is the sole director and Chief Executive Officer of GADD, Inc. ("GADD"). Mr. Rinat and Orli Rinat are trustees of the Rinat Family 2006 Trust Dated December 13, 2006 (the "Trust"). The Trust is the sole shareholder of GADD. Accordingly, Mr. Rinat may be deemed the beneficial owner of all shares held by the Trust and GADD.

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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