

MODEL N, INC.  
Form 8-K  
February 04, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**January 31, 2014**

**Date of Report (date of earliest event reported)**

**MODEL N, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35840**  
**(Commission**  
  
**File Number)**

**77-0528806**  
**(I.R.S. Employer**  
  
**Identification Number)**

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**1800 Bridge Parkway**

**Redwood City, California 94065**

**(Address of principal executive offices) (Zip Code)**

**(650) 610-4600**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Model N, Inc. held its Annual Meeting of Stockholders on January 31, 2014 at the Sofitel San Francisco Bay, located at 223 Twin Dolphin Drive, Redwood City, California. At the annual meeting, our stockholders voted on three proposals, each of which is described in more detail in our definitive proxy statement filed with the U.S. Securities and Exchange Commission on December 19, 2013. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for or against each matter and the number of abstentions, if applicable, and broker non-votes with respect to each matter.

Our stockholders voted on the following items at the annual meeting:

1. To elect two Class I directors to serve until the 2017 annual meeting of stockholders and until their successors are elected and qualified, subject to earlier resignation or removal;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending September 30, 2014; and
3. To re-approval the Section 162(m) limits of our 2013 Equity Incentive Plan to preserve our ability to receive corporate income tax deductions that may become available pursuant to Section 162(m).

Both nominees for director were elected to serve until the 2017 annual meeting of stockholders and until their successors are elected and qualified, subject to earlier resignation or removal. The voting results were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>	<b>Percentage of Votes in Favor</b>
James Larson	15,956,384	36,606	4,505,113	99.77%
Mark Leslie	15,722,945	270,045	4,505,113	98.31%

Stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm our fiscal year ending September 30, 2014. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>	<b>Percentage of Votes in Favor</b>
20,455,323	31,253	11,527		99.79%

Stockholders re-approved the Section 162(m) limits of our 2013 Equity Incentive Plan to preserve our ability to receive corporate income tax deductions that may become available pursuant to Section 162(m). The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>	<b>Percentage of Votes in Favor</b>
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10,737,859	4,127,094	1,128,037	4,505,113	72.24%
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 4, 2014

MODEL N, INC.

By: /s/ Sujan Jain  
Sujan Jain

Senior Vice President,

Chief Financial Officer