

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                            | (A) Amount 15,116 (1)   | (D) Price \$ 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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(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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## 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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