## Edgar Filing: MODEL N, INC. - Form 4

Form 4											
February 23,	2016										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITE	DSIAIE			, D.C. 20		NGE (	LOWINISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 19 30(h) of the Investment Company Act of 1940 1(b).					f 1935 or Sectio						
(Print or Type R	Responses)										
Tisdel Mark Symbo			Symbol	Issuer Name <b>and</b> Ticker or Trading bol DEL N, INC. [MODN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ransaction			(Cneo	ck all applicable	e)	
1600 SEAPO SUITE 400	ORT BOULE	VARD,	(Month/D 02/19/20	•				Director X Officer (give below) SVP & Cl		o Owner er (specify Officer	
	(Street)			ndment, Da th/Day/Year	ate Original r)			6. Individual or Ja Applicable Line) _X_ Form filed by			
REDWOOD	OCITY, CA 94	4063						Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securi	ties Acc	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executi any	emed ion Date, if /Day/Year)	Code (Instr. 8)	ion(A) or D (D)	4 and (A) or	d of 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/19/2016			А	2,209 (1)	А	\$ 8.58	225,970	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

## Edgar Filing: MODEL N, INC. - Form 4

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1	Director	10% Owner	Officer	Other			
Tisdel Mark 1600 SEAPORT BOULEVARD, SUITE 400 REDWOOD CITY, CA 94063			SVP & Chief Financial Officer				
Signatures							
/s/ Mark Tisdel by Errol Hunter, Attorney-in-fact	C	2/23/2016					
<u>**</u> 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) Acquired under the Model N 2013 Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.