Barter David Form 4 February 21, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* **Barter David** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

MODEL N, INC. [MODN]

(Check all applicable)

C/O MODEL N, INC., 777

MARINERS ISLAND **BOULEVARD, SUITE 300**  3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2019

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

SVP, Chief Financial Officer

(Street)

(State)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

SAN MATEO, CA 94404

(City)

							[ , <b></b>	,	-,
1.Title of	2. Transaction Date	3.	4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	le (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
		•				Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/19/2019		S(1)	374	D	\$	180,652	D	
Stock	02/19/2019		3 <u>()</u>	3/4	ט	16.5	100,032	D	
Common	02/19/2019		S <sup>(1)</sup>	914	D	\$	170 739	D	
Stock	02/19/2019		3 <u>~</u>	91 <del>4</del>	ע	16.5	179,738	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Barter David - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date Expiration Exercisable Date	*		or Namel		
									Number		
				C-1- V	(A) (D)		of				
				Coue v	(A) (D)				Shares		

# **Reporting Owners**

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

Barter David C/O MODEL N, INC. 777 MARINERS ISLAND BOULEVARD, SUITE 300 SAN MATEO, CA 94404

SVP, Chief Financial Officer

### **Signatures**

David Barter by Errol Hunter, Attorney-in-Fact

02/21/2019

Date

\*\*Signature of Reporting Person

### **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).

All shares reported as disposed of in this Form 4 were sold by the Reporting Person in order to pay the federal and state tax withholding (1) obligations resulting from the vesting of the Reporting Person's Restricted Stock Units ("RSUs"). The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

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.

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