MODEL N, INC. Form 4/A February 24, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(City)

1. Name and Address of Reporting Person \*

2 Januar Nama and Tielzer or Tradina

(State)

(Zip)

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

5 Relationship of Reporting Person(s) to

January 31,

2005

Estimated average

burden hours per

response... 0.5

Tisdel Mark			Symbol	Issuer			
			MODEL N, INC. [MODN]	(Check all applicable)			
(Last)	(Last) (First)		3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1600 SEAPORT BOULEVARD,			02/19/2016	X Officer (give title Other (specify below)			
SUITE 400				SVP & Chief Financial Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
REDWOOD CITY, CA 94063			02/23/2016	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

		Table	: 1 - MOII-DO	erivative Securities Ac	quii eu, Disposeu (	oi, of beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	02/19/2016		A	2,477 A \$ 8.58	226,238	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.

Table I. Non Darivative Securities Acquired Disposed of an Reposicially Ow

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/A

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(монил дау/ теаг)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Underl Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				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

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

02/24/2016

\*\*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) The Reporting Person's original Form 4 filed on February 23, 2016 misstated the number of shares 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.

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