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Selig Laura Form 4 December 12 FORN Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	14 UNITED S is box ger 6. r Filed purs Section 17(a	TATES SECUR Was ENT OF CHAN uant to Section 1 ⁴) of the Public Ut 30(h) of the In	Shington, GES IN I SECUR 6(a) of the cility Hold	D.C. 205 BENEFI ITIES e Securiti ling Com	5 49 CIAI es Ex pany	L OW	NERSHIP OF e Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	rs per	
1. Name and A Selig Laura	Symbol	2. Issuer Name and Ticker or Trading Symbol MODEL N, INC. [MODN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O MODE MARINERS BOULEVA	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2018				Director 10% Owner Officer (give title Other (specify below) below) SVP, Chief People Officer				
	(Street)	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 			
SAN MATE	EO, CA 94404						Person	vore than One Re	eporung	
(City)	(State) (2	Zip) Tabl	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	l of	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	11/30/2018		А	25,213 (1)	А	\$0	25,213	D		
Common Stock	11/30/2018		А	10,806 (2)	А	\$0	36,019	D		

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day e			le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv 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						
r g a a a a a a	Director	10% Owner	Officer	Other			
Selig Laura C/O MODEL N, INC. 777 MARINERS ISLAND BOULEVARD, SUITE SAN MATEO, CA 94404	300		SVP, Chief People Officer				
Signatures							
Laura Selig by Errol Hunter, Attorney-in-Fact	12/12/2018						
**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).

Issuable upon the vesting of Restricted Stock Units ("RSUs"). 25% of the RSUs will vest on the first annual anniversary of the vesting commencement date and 6.25% will vest thereafter on each quarterly anniversary of the vesting commencement date until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's

common stock will be delivered to the Reporting Person upon vesting.

Issuable upon the vesting and satisfaction of certain performance criteria of Performance-Based Restricted Stock Units ("PB-RSUs"). Subject to the achievement of certain minimum performance criteria based upon operating metrics, between a minimum of 0% and a maximum of 250%, the PB-RSUs will vest as to 50% on each of the second and third annual anniversary of the vesting commencement

(2) International 250%, the PB-RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting if the performance criteria have been met.

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.