Edgar Filing: Barter David - Form 4

Dantan David

Form 4											
February 22, FORN	ГЛ		SECU			~TT A T		OMMESION		PROVAL	
	UNITE	DSTATES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5		SECUR	RITIES			NERSHIP OF	Expires: January 31 200 Estimated average burden hours per response 0.				
obligation may cont <i>See</i> Instru 1(b).	inue. Section 1 action			tility Hold vestment	•	· ·		1935 or Section 0	I		
Barter David Syn			Symbol	2. Issuer Name and Ticker or Trading ymbol 10DEL N, INC. [MODN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo			(Month/E	Date of Earliest Transaction Ionth/Day/Year) 2/22/2019				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Chief Financial Officer			
				endment, Date Original nth/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 				
(City)	(State)	(Zip)	75.11			- ·		Person			
(City) 1.Title of Security (Instr. 3) Common	2. Transaction D (Month/Day/Yea	ate 2A. Deer r) Execution any	ned n Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Dis (Instr. 3, 4) Amount	ies Aco sposed 4 and 5 (A) or (D)	quired of (D)	uired, Disposed 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)	7. Nature of Indirect Beneficial	
Stock	02/22/2019			S <u>(1)</u>	10,671	D	φ 17.06	185,973 <u>(2)</u>	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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				
Barter David C/O MODEL N, INC. 777 MARINERS ISLAND BOULEVARD, SUITE 30 SAN MATEO, CA 94404	0		SVP, Chief Financial Officer					
Signatures								
David Barter by Errol Hunter,Attorney-in-Fact02	2/22/2019							

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 Performance-Based Restricted Stock Units ("PB-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.

Date

Includes an additional 16,906 shares of common stock issued upon vesting of Performance-Based RSUs ("PB-RSUs") granted to the
 (2) Reporting Person on May 22, 2017 in connection with the achievement of 228% 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. 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.