

Rinat Zack
 Form 4
 May 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 Rinat Zack

(Last) (First) (Middle)

26319 ESPERANZA DRIVE

(Street)

LOS ALTOS HILLS, CA 94022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MODEL N, INC. [MODN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2018		G	V <u>3,200</u> ⁽¹⁾ D \$ 0	2,679,088	D	
Common Stock	05/16/2018		G	V <u>1,200</u> ⁽¹⁾ D \$ 0	2,677,408 ⁽²⁾	D	
Common Stock					26,907	I	By the GADD Inc.
Common Stock					1,666,666	I	By the Rinat Family 2006 Trust Dated December

13, 2006

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Rinat Zack 26319 ESPERANZA DRIVE LOS ALTOS HILLS, CA 94022		X		

Signatures

/s/ Zack Rinat 05/16/2018
 __Signature of Date
 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).
- (1) All of the shares reported as disposed of in this Form 4 were donated to a charitable organization as a bona fide gift.
- As of April 10, 2018, Mr. Rinat and his spouse, Orli Rinat, resigned as trustees of the Gahl Rinat Trust and the Danielle Rinat Trust.
- (2) Because of the foregoing, as of April 10, 2018 Mr. Rinat and Orli Rinat are no longer deemed to beneficially own the shares held by those trusts for purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, because they do not have or share voting or investment power over such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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