

Rinat Zack
 Form 4/A
 March 16, 2018

FORM 4

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

OMB APPROVAL

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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)

C/O MODEL N, INC., 777
 MARINERS ISLAND BLVD.,
 SUITE 300

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/10/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/13/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/10/2018		A		155,903	A	\$ 0
Common Stock					2,682,208 ⁽¹⁾	D	
Common Stock					26,907	I	By GADD Inc.
Common Stock					36,310	I	By the Gahl Rinat Trust
Common Stock					36,311	I	By the Danielle Rinat Trust
					1,666,666	I	

Common
Stock

By the
Rinat
Family
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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(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 Following Reporting Transaction (Instr. 6)
				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 C/O MODEL N, INC. 777 MARINERS ISLAND BLVD., SUITE 300 SAN MATEO, CA 94404	X	X	CEO and Chairman	

Signatures

Zack Rinat by Errol Hunter,
Attorney-in-Fact
Date: 03/16/2018

__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).

(1) The Reporting Person's original Form 4 filed on March 13, 2018 misstated Mr. Rinat as indirect owner of shares held by each of the Danielle Rinat Family Heritage Trust Dated December 12, 2005 and the Gahl Rinat Family Heritage Trust Dated December 12, 2005. Mr. Rinat and his spouse, Orli Rinat, resigned as trustees as of January 25, 2018. Because of the foregoing, as of January 25, 2018 Mr. Rinat and Orli Rinat are no longer deemed to beneficially own the shares held by the Danielle Rinat Family Heritage Trust Dated December 12, 2005 and the Gahl Rinat Family Heritage Trust Dated December 12, 2005 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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