

Performant Financial Corp
Form SC 13D/A
January 24, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Performant Financial Corporation
(Name of Issuer)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

71377E105
(CUSIP Number)

Rachael Clarke
Philadelphia Financial Management of San Francisco, LLC
450 Sansome Street, Suite 1500
San Francisco, California 94111
(415) 352-4463
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 23, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No: 71377E105

Page 2 of 10 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

PHILADELPHIA FINANCIAL
MANAGEMENT OF SAN
FRANCISCO, LLC

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

California

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

2,862,081

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10
2,862,081

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

2,862,081

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

5.62%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14

IA

SCHEDULE 13D

CUSIP No: 71377E105

Page 3 of 10 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

BOATHOUSE ROW I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

1,097,128

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

1,097,128

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,097,128

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.15%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

SCHEDULE 13D

CUSIP No: 71377E105

Page 4 of 10 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

BOATHOUSE ROW II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

537,017

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

537,017

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

537,017

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.05%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

SCHEDULE 13D

CUSIP No: 71377E105

Page 5 of 10 Pages

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BOATHOUSE ROW OFFSHORE LTD.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7

SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

1,227,936

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

1,227,936

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,227,936

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.41%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No: 71377E105

Page 6 of 10 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

JORDAN HYMOWITZ

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

2,862,081

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,862,081

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,862,081

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

5.62%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

SCHEDULE 13D

Page 7 of 10 Pages

Item 1. Security and Issuer

This Amendment No. 1 to the statement on Schedule 13D relates to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Performant Financial Corporation (the "Issuer"), whose principal executive offices are located at 333 North Canyons Parkway, Livermore, CA 94551. This Amendment No. 1 amends the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on December 22, 2016 (the "Initial Schedule 13D" and, together with this Amendment No. 1, the "Schedule 13D"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3, 5 and 7 of the Schedule 13D as set forth below.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by adding the following:

The shares of Common Stock acquired since the Initial Schedule 13D were purchased using funds from the working capital of the Reporting Persons which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. A total of \$75,928.50 (including brokerage commissions) was paid to acquire the 35,484 shares of Common Stock acquired since the filing of the Initial Schedule 13D, gross of dispositions, including (i) 22,371 shares of Common Stock acquired by Boathouse Row I, L.P. for an aggregate purchase price of \$48,741.40 and (ii) 13,113 shares of Common Stock acquired by Boathouse Row Offshore Ltd. for an aggregate purchase price of \$27,187.10.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by adding the following:

Based on information in the Issuer's Form 10-Q filed November 13, 2017, there were 50,961,377 shares of the Common Stock outstanding as of November 13, 2017.

(a) As of January 23, 2018, each of Philadelphia Financial and Mr. Hymowitz may be deemed to be the beneficial owner of 2,862,081 shares of Common Stock, which represents approximately 5.62% of the outstanding shares of Common Stock. This amount includes: (i) 1,097,128 shares of Common Stock beneficially owned by BRI, which represents approximately 2.15% of the outstanding shares of Common Stock; (ii) 537,017 shares of Common Stock beneficially owned by BRII, which represents approximately 1.05% of the outstanding shares of Common Stock; and (iii) 1,227,936 shares of Common Stock beneficially owned by BRO, which represents approximately 2.41% of the outstanding shares of Common Stock.

(b) Each of Philadelphia Financial and Mr. Hymowitz share the power to vote or to direct the vote and the power to dispose or to direct the disposition of 2,862,081 shares of Common Stock, which includes shared power over: (i) 1,097,128 shares of Common Stock with BRI; (ii) 537,017 shares of Common Stock with BRII; and (iii) 1,227,936 shares of Common Stock with BRO.

(c) Please refer to Exhibit D for transactions in the Issuer's securities during the past sixty days, including the transaction date, number of shares of Common Stock acquired or disposed of, price per share (and, if weighted average price per share, the range of prices), identity of the Boathouse Fund that effected the transaction, and where and how the transaction was effected.

(d) Not applicable.

SCHEDULE 13D

Page 8 of 10 Pages

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following:

Exhibit D: Schedule of Transactions

SCHEDULE 13D

Page 9 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 24, 2018
PHILADELPHIA FINANCIAL
MANAGEMENT
OF SAN FRANCISCO, LLC

By: /s/ Rachael Clarke
Name: Rachael Clarke
Title: Chief Compliance Officer

BOATHOUSE ROW I, L.P.

By: /s/ Philadelphia Financial Management of
San Francisco, LLC, its General Partner

By: /s/ Rachael Clarke
Name: Rachael Clarke
Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

BOATHOUSE ROW II, L.P.

By: /s/ Philadelphia Financial Management of
San Francisco, LLC, its General Partner

By: /s/ Rachael Clarke
Name: Rachael Clarke
Title: Chief Compliance Officer of Philadelphia Financial Management of San Francisco, LLC

BOATHOUSE ROW
OFFSHORE LTD.

By: /s/ Rachael Clarke
Name: Rachael Clarke
Title: Director

JORDAN
HYMOWITZ

/s/ Jordan
Hymowitz

Attention: Intentional misstatements or omissions of act constitute federal violations (see 18 U.S.C. 1001).

SCHEDULE 13D

Page 10 of 10 Pages

EXHIBIT D

SCHEDULE OF TRANSACTIONS

| Transaction Date | Entity Transacting | Transaction Type | Quantity | Price | Price Range (if Price is WAP) | Where and How Transaction Effected |
|------------------|-----------------------------|------------------|-----------|---------|-------------------------------|------------------------------------|
| 1/12/2018 | Boathouse Row I, LP | SELL | (38,586) | \$2.68* | \$2.40-\$3.39 | Open Market through Broker |
| 1/12/2018 | Boathouse Row II, LP | SELL | (65,596) | \$2.68* | \$2.40-\$3.39 | Open Market through Broker |
| 1/12/2018 | Boathouse Row Offshore Ltd. | SELL | (57,877) | \$2.68* | \$2.40-\$3.39 | Open Market through Broker |
| 1/16/2018 | Boathouse Row I, LP | SELL | (327) | \$2.45 | | Open Market through Broker |
| 1/16/2018 | Boathouse Row II, LP | SELL | (557) | \$2.45 | | Open Market through Broker |
| 1/16/2018 | Boathouse Row Offshore Ltd. | SELL | (491) | \$2.45 | | Open Market through Broker |
| 1/18/2018 | Boathouse Row I, LP | SELL | (8,706) | \$2.50 | | Open Market through Broker |
| 1/18/2018 | Boathouse Row II, LP | SELL | (14,799) | \$2.50 | | Open Market through Broker |
| 1/18/2018 | Boathouse Row Offshore Ltd. | SELL | (13,061) | \$2.50 | | Open Market through Broker |
| 1/23/2018 | Boathouse Row I, LP | SELL | (248,782) | \$2.55 | | Open Market through Broker |
| 1/23/2018 | Boathouse Row II, LP | SELL | (121,772) | \$2.55 | | Open Market through Broker |
| 1/23/2018 | Boathouse Row Offshore Ltd. | SELL | (278,446) | \$2.55 | | Open Market through Broker |

* This price reflects a weighted average price. The Reporting Persons undertake to provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock bought and sold at each separate price within the ranges set forth in the Price Range column.