

MODEL N, INC.  
Form 8-K  
February 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

February 19, 2016

Date of Report (date of earliest event reported)

MODEL N, INC.

(Exact name of Registrant as specified in its charter)

Delaware 001-35840 77-0528806  
(State or other jurisdiction (Commission (I.R.S. Employer

of incorporation) File Number) Identification Number)

1600 Seaport Boulevard, Suite 400

Pacific Shores Center – Building 6

Redwood City, California 94063

(Address of principal executive offices) (Zip Code)

(650) 610-4600

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(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.07. Submission of Matters to a Vote of Security Holders.

Model N, Inc. held its Annual Meeting of Stockholders on February 19, 2016 at Model N, Inc., located at 1600 Seaport Blvd., Suite 400, Pacific Shores Center – Building 6, Redwood City, California. At the annual meeting, our stockholders voted on two proposals, each of which is described in more detail in our definitive proxy statement filed with the U.S. Securities and Exchange Commission on January 8, 2016. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for or against each matter and the number of abstentions, if applicable, and broker non-votes with respect to each matter.

Our stockholders voted on the following items at the annual meeting:

1. To elect two Class III directors to serve until the 2019 Annual Meeting of Stockholders and until their successors are elected and qualified, subject to earlier resignation or removal;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending September 30, 2016; and

Both nominees for director were elected to serve until the 2019 annual meeting of stockholders and until their successors are elected and qualified, subject to earlier resignation or removal. The voting results were as follows:

| Director Name | Votes For  | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|---------------|------------|----------------|------------------|------------------------------|
| Zack Rinat    | 17,427,326 | 1,268,868      | 4,762,918        | 93.21%                       |
| Charles Robel | 17,379,887 | 1,316,307      | 4,762,918        | 92.96%                       |

Stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm our fiscal year ending September 30, 2016. The voting results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|------------|---------------|-------------|------------------|------------------------------|
| 23,242,045 | 4,601         | 212,466     | --               | 99.07%                       |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MODEL N, INC.

Date: By: /s/ Mark Tisdel  
February  
22, 2016

Mark Tisdel

Senior Vice President,

Chief Financial Officer