MODEL N, INC.
Form S-8
November 19, 2014

As filed with the Securities and Exchange Commission on November 18, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Model N, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**77-0528806**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

1600 Seaport Boulevard, Suite 400

Pacific Shores Center Building 6

Redwood City, California 94063

(650) 610-4600

(Address of Principal Executive Offices)

2013 Equity Incentive Plan

2013 Employee Stock Purchase Plan

(Full title of the plan)

Mark Tisdel

Chief Financial Officer

Model N, Inc.

1600 Seaport Boulevard, Suite 400

Pacific Shores Center Building 6

Redwood City, California 94063

(Name and address of agent for service)

(650) 610-4600

(Telephone number, including area code, of agent for service)

Copies to:

Theodore G. Wang, Esq.	**Errol H. Hunter, Esq.,**
Jeffrey R. Vetter, Esq.	**Vice President and General Counsel**
Fenwick & West LLP	**Model N, Inc.**
Silicon Valley Center	**1600 Seaport Boulevard, Suite 400**

801 California Street	**Pacific Shores Center Building 6**
Mountain View, California 94041	**Redwood City, California 94063**
(650) 988-8500	**(650) 610-4600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	**Amount To Be Registered (1)**	**Proposed Maximum Offering Price Per Share**	**Proposed Maximum Aggregate Offering Price**	**Amount of Registration Fee**
Common Stock, $0.00015 par value per share				
To be issued under the 2013 Equity Incentive Plan	1,254,268(2)	$10.47(4)	$13,132,186(4)	$1,526(4)
To be issued under the 2013 Employee Stock Purchase Plan	501,707(3)	$8.90(5)	$4,465,193(5)	$519(5)
Total	**1,755,975**	**N/A**	**$17,597,379**	**$2,045**

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant s Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant s Common Stock.

(2) Represents additional shares of Common Stock reserved for issuance under the Registrant s 2013 Equity Incentive Plan as of October 1, 2014.

(3) Represents additional shares of Common Stock reserved for issuance under the Registrant s 2013 Employee Stock Purchase Plan as of October 1, 2014.

(4) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant s Common Stock as reported on the New York Stock Exchange on November 13, 2014.

(5) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant s Common Stock as reported on the New York Stock Exchange on November 13, 2014, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2013 Employee Stock Purchase Plan.

REGISTRATION OF ADDITIONAL SHARES

PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Model N, Inc. (the Registrant) is filing this Registration Statement with the SEC to register:

(i) 1,254,268 additional shares of Common Stock under the Registrant s 2013 Equity Incentive Plan (EIP), pursuant to the provisions of the EIP providing for an automatic increase in the number of shares reserved for issuance under the EIP on October 1, 2014; and

(ii) 501,707 additional shares of Common Stock under the Registrant s 2013 Employee Stock Purchase Plan (ESPP), pursuant to the provisions of the ESPP providing for an automatic increase in the number of shares reserved for issuance under the ESPP on October 1, 2014.

This Registration Statement hereby incorporates by reference the contents of the Registrant s registration statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on March 20, 2013 (Registration No. 333-187388). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.
The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

a) the Registrant s Annual Report on Form 10-K for the fiscal year ended September 30, 2014 filed with the Commission on November 18, 2014 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act);

b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant s Annual Report on Form 10-K referred to in (a) above; and

c) the description of the Registrant s Common Stock contained in the Registrant s Registration Statement on Form 8-A (Registration No. 001-35840) filed with the Commission on March 18, 2013, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-35840	3.1	5/10/2013	
4.2	Amended and Restated Bylaws of the Registrant	10-Q	001-35840	3.2	5/10/2013	

4.3	Form of Registrant s Common Stock certificate	S-1	333-186668	4.01	3/7/2013	
5.1	Opinion of General Counsel (including consent)					X
23.1	Consent of General Counsel (contained in Exhibit 5.1)					X
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
24.1	Power of Attorney (included on the signature page to this Registration Statement)					X
99.1	2013 Equity Incentive Plan and forms of stock option agreement and stock option exercise agreement	S-1	333-186668	10.04	3/7/2013	
99.2	2013 Employee Stock Purchase Plan	S-8	333-187388	99.4	3/20/2013	
99.3	Form of Restricted Stock Unit Agreement	10-K	001-35840	10.12	12/9/2013	

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, State of California, on this 18th day of November 2014.

MODEL N, INC.

By: /s/ Mark Tisdel
Mark Tisdel
SVP, Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Zack Rinat and Mark Tisdel, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	**Title**	**Date**
/s/ Zack Rinat	Chairman and Chief Executive Officer	November 18, 2014
Zack Rinat	(*Principal Executive Officer*)	
/s/ Mark Tisdel	Senior Vice President and Chief Financial Officer	November 18, 2014
Mark Tisdel	(*Principal Financial Officer and Principal Accounting Officer*)	
Additional Directors:		
/s/ David Bonnette	Director	November 18, 2014
David Bonnette		
/s/ Sarah Friar	Director	November 18, 2014
Sarah Friar		

/s/ Mark Garrett	Director	November 16, 2014
Mark Garrett		
/s/ Mark Leslie	Director	November 18, 2014
Mark Leslie		
/s/ Charles Robel	Director	November 18, 2014
Charles Robel		

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