

MODEL N, INC.

Form S-8

March 30, 2018

As filed with the Securities and Exchange Commission on March 30, 2018

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 (I.R.S. Employer

incorporation or organization) Identification Number)

777 Mariners Island Boulevard, Suite 300

San Mateo, California 94404

(650) 610-4600

(Address of Principal Executive Offices)

2013 Employee Stock Purchase Plan

(Full title of the plan)

David Barter

Chief Financial Officer

Model N, Inc.

777 Mariners Island Boulevard, Suite 300

San Mateo, California 94404

(Name and address of agent for service)

(650) 610-4600

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

Copies to:

Jeffrey R. Vetter, Esq.

Errol H. Hunter, Esq.,

Fenwick & West LLP

Vice President and General Counsel

Silicon Valley Center

Model N, Inc.

801 California Street

777 Mariners Island Boulevard, Suite 300

Mountain View, California 94041 San Mateo, California 94404

(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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities	To Be Registered	Amount To Be Registered (1)	Proposed	Proposed	Amount of Registration Fee
			Offering Price Per Share	Aggregate Offering Price	
Common Stock, \$0.00015 par value per share					
—To be issued under the 2013 Equity Incentive Plan	2,000,000 (2)	\$17.79 (3)	\$35,580,000 (3)		\$4,429.71 (3)
Total	2,000,000	N/A	\$35,580,000		\$4,429.71

(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 pursuant to an amendment approved by the Registrant’s stockholders at its Annual Meeting held on February 16, 2018.

(3) 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 March 27, 2018.

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) 2,000,000 additional shares of Common Stock under the Registrant’s 2013 Equity Incentive Plan (“EIP”) pursuant to an amendment approved by the Registrant’s stockholders at its Annual Meeting held on February 16, 2018. 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, 2017 filed with the Commission on November 15, 2017 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			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant</u>	10-Q	001-35840	3.1	5/10/2013	
4.2	<u>Amended and Restated Bylaws of the Registrant</u>	10-Q	001-35840	3.2	5/10/2013	
4.3	<u>Form of Registrant's Common Stock certificate</u>	S-1/A	333-186668	4.01	3/7/2013	
5.1	<u>Opinion of General Counsel (including consent)</u>					X
23.1	<u>Consent of General Counsel (contained in Exhibit 5.1)</u>					X
23.2						X

Consent of PricewaterhouseCoopers LLP,
independent registered public accounting firm

24.1 Power of Attorney (included on the signature
page to this Registration Statement)

X

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 San Mateo, State of California, on this 30th day of March 2018.

MODEL N, INC.

By: /s/ David Barter
David Barter
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 David Barter, 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	Founder and Chief Executive Officer	March 30, 2018
Zack Rinat	(Principal Executive Officer)	
/s/ David Barter	Senior Vice President and Chief Financial Officer	March 30, 2018
David Barter	(Principal Financial Officer and Principal Accounting Officer)	

Additional Directors: