

MODEL N, INC.  
Form 8-K  
February 24, 2015

**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 20, 2015**

**Date of Report (date of earliest event reported)**

**MODEL N, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35840**  
**(Commission**  
  
**File Number)**

**77-0528806**  
**(I.R.S. Employer**  
  
**Identification Number)**

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**1600 Seaport Boulevard, Suite 400**

**Pacific Shores Center Building 6**

**Redwood City, California 94063**

**(Address of principal executive offices) (Zip Code)**

**(650) 610-4600**

**(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))

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

Model N, Inc. held its Annual Meeting of Stockholders on February 20, 2015 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 9, 2015. 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 II directors to serve until the 2018 Annual Meeting of Stockholders and until their successors are elected and qualified, subject to earlier resignation or removal; and
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending September 30, 2015.

Both nominees for director were elected to serve until the 2018 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      |          | Broker<br>Non-Votes | Percentage<br>of Votes<br>in<br>Favor |
|---------------|------------|----------|---------------------|---------------------------------------|
|               | Votes For  | Withheld |                     |                                       |
| Mark Garrett  | 18,992,248 | 125,185  | 3,874,949           | 99.35%                                |
| Sarah Friar   | 18,964,496 | 152,937  | 3,874,949           | 99.20%                                |

Stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm our fiscal year ending September 30, 2015. The voting results were as follows:

| Votes For  | Votes   |             | Broker<br>Non-Votes | Percentage<br>of Votes<br>in<br>Favor |
|------------|---------|-------------|---------------------|---------------------------------------|
|            | Against | Abstentions |                     |                                       |
| 22,982,742 | 4,856   | 4,784       |                     | 99.96%                                |

**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: February 24, 2015

By: /s/ Mark Tisdell  
Mark Tisdell

Senior Vice President,

Chief Financial Officer