

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-03-19** | Period of Report: **2013-03-19**
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(HTML Version on secdatabase.com)

ISSUER

MODEL N, INC.

CIK:[1118417](#) | IRS No.: **770528806** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address
*1800 BRIDGE PARKWAY
REDWOOD CITY CA 94065*

Business Address
*1800 BRIDGE PARKWAY
REDWOOD CITY CA 94065
(650) 610-4600*

REPORTING OWNER

MERITECH CAPITAL PARTNERS II LP

CIK:[1119133](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [001-35840](#) | Film No.: **13703248**

Mailing Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301*

Business Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301
6504752200*

MCP ENTREPRENEUR PARTNERS II LP

CIK:[1130610](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [001-35840](#) | Film No.: **13703245**

Mailing Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301*

Business Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301
6504752200*

MADERA PAUL S

CIK:[1255151](#)
Type: **3** | Act: **34** | File No.: [001-35840](#) | Film No.: **13703247**

Mailing Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301*

GORDON MICHAEL B

CIK:[1255152](#)
Type: **3** | Act: **34** | File No.: [001-35840](#) | Film No.: **13703246**

Mailing Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301*

MERITECH CAPITAL AFFILIATES II LP

CIK:[1255154](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [001-35840](#) | Film No.: **13703249**

Mailing Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301*

Business Address
*245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301
6504752200*

Meritech Capital Associates II L.L.C.

CIK:**1299073** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35840** | Film No.: **13703250**

Mailing Address
245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301

Business Address
245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301
650-475-2200

Meritech Management Associates II L.L.C.

CIK:**1299074** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35840** | Film No.: **13703251**

Mailing Address
245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301

Business Address
245 LYTTON AVENUE
SUITE 350
PALO ALTO CA 94301
650-475-2200

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Meritech Management Associates II L.L.C.</u> (Last) (First) (Middle) <u>245 LYTTON AVENUE, SUITE 350</u> (Street) <u>PALO ALTO, CA 94301</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/19/2013	3. Issuer Name and Ticker or Trading Symbol <u>MODEL N, INC. [MODN]</u>
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)
		5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(1)	(1)	Common Stock	2,306,044 (1)	(1)	I	By Meritech Capital Partners II L.P. (2)
Series C Preferred Stock	(1)	(1)	Common Stock	59,337 (1)	(1)	I	By Meritech Capital Affiliates II L.P. (3)
Series C Preferred Stock	(1)	(1)	Common Stock	17,634 (1)	(1)	I	By MCP Entrepreneur Partners II L.P. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Meritech Management Associates II L.L.C. 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
Meritech Capital Associates II L.L.C. 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
MERITECH CAPITAL AFFILIATES II LP 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
MERITECH CAPITAL PARTNERS II LP 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
MADERA PAUL S 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		
MCP ENTREPRENEUR PARTNERS II LP 245 LYTTON AVENUE SUITE 350 PALO ALTO, CA 94301		X		

Explanation of Responses:

- Each share of Series C Preferred Stock will automatically convert into one-third shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock for no additional consideration, and has no expiration date. This conversion ratio reflects an adjustment following the 1-for-3 reverse stock split effected by the Issuer on February 26, 2013.
- Shares held directly by Meritech Capital Partners II L.P. ("MCP II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCP II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCP II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.
- Shares held directly by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCA II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCA II. Such persons and entities disclaim beneficial ownership of shares held by MCA II except to the extent of any pecuniary interest therein.
- Shares held directly by MCP Entrepreneur Partners II L.P. ("Entrepreneur"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Entrepreneur, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by Entrepreneur. Such persons and entities disclaim beneficial ownership of shares held by Entrepreneur except to the extent of any pecuniary interest therein.

Signatures

[/s/ Paul S. Madera, as a managing member of Meritech Management Associates II L.L.C.](#) [03/19/2013](#)

[/s/ Paul S. Madera, as a managing member of Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C.](#) [03/19/2013](#)

[/s/ Paul S. Madera, as a managing member of Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech Capital Partners II L.P.](#) [03/19/2013](#)

[/s/ Paul S. Madera, as a managing member of Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech Capital Affiliates II L.P.](#) [03/19/2013](#)

/s/ Paul S. Madera, as a managing member of Meritech Management Associates II L.L.C., a
managing member of Meritech Capital Associates II L.L.C., the general partner of MCP
Entrepreneur Partners II L.P.

03/19/2013

/s/ Paul S. Madera

03/19/2013

/s/ Michael B. Gordon

03/19/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.