

MODEL N, INC.  
Form DEFA14A  
January 04, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material under § 240.14a-12

Model N, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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ANNUAL MEETING OF STOCKHOLDERS OF MODEL N, INC. February 16, 2018

PROXYVOTINGINSTRUCTIONS INTERNET -Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

TELEPHONE -Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 p.m. Eastern Time the day before the meeting. MAIL -Sign, date and mail your proxy card in the envelope provided as soon as possible. IN PERSON -You may vote your shares in person by attending the Annual Meeting. GO GREEN -e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access. COMPANY NUMBER ACCOUNT NUMBER NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS: The Notice of Meeting, proxy statement and proxy card are available at <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/ViewMaterial?CoNumber=18179> Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

20333000000000000000 6 021618 SignatureofStockholderDate:SignatureofStockholderDate:

Note:PlasesignexactlyasyournameornamesappearonthisProxy. Whensharesareheldjointly,eachholdershouldsign. Whensigninga

Tochangetheaddressonyouraccount,pleasechecktheboxatrightandindicatetheaddressintheaddressspaceabove. Pleasenotetha

1.ElectionofClassIIDirectors:

OBaljitDailOMelissaFisherOAlanHenricksFORALLNOMINEESWITHHOLDAUTHORITYFORALLNOMINEESFORALLE

INSTRUCTIONS:Towithholdauthoritytovoteforanyindividualnominee(s),mark"FORALLEXCEPT"

andfillintheirclexttoeachnominee you wishtowithhold, as shown here: NOMINEES:

THEBOARDOFDIRECTORSRECOMMENDSAVOTE"FOR"THEELECTIONOFDIRECTORSAND"FOR"PROPOSALS2A

PLEASESIGN,DATEANDRETURNPROMPTLYINTHEENCLOSEDENVELOPE. PLEASEMARKYOURVOTEINBLUEOR

3. ToratifytheappointmentofPricewaterhouseCoopersLLPastheindependentregisteredpublicaccountingfirmforthefiscalyearendin

Intheirdiscretion,theproxiesareauthorizedtovoteuponsuchotherbusinessasmayproperlycomebeforetheAnnualMeeting. Thisproxy

Proposals2and3. FORAGAINSTABSTAIN

MODEL N, INC. Proxy for Annual Meeting of Stockholders on February 16, 2018 Solicited on Behalf of the Board of Directors The undersigned hereby appoints Zack Rinat and David Barter as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and vote, as designated on the reverse side hereof, all the shares of common stock of Model N, Inc. held of record by the undersigned at the close of business on December 19, 2017 at the Annual Meeting of Stockholders to be held February 16, 2018 at 11:30 a.m. Pacific Time at 777 Mariners Island Boulevard, Suite 300, San Mateo California 94404, and at any adjournment thereof. (Continued and to be signed on the reverse side.) 1.1 14475