

Performant Financial Corp
Form SC 13D/A
April 26, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Performant Financial Corporation
(Name of Issuer)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

71377E105
(CUSIP Number)

Rachael Clarke
Philadelphia Financial Management of San Francisco, LLC
450 Sansome Street, Suite 1500
San Francisco, California 94111
(415) 352-4463
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 25, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No: 71377E105

Page 2 of 11 Pages

NAMES OF REPORTING PERSONS

1 PHILADELPHIA FINANCIAL
MANAGEMENT OF SAN
FRANCISCO, LLC

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

3

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

6

California

7 SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8

2,320,202

9 SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

10

2,320,202

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,320,202

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

4.52%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

SCHEDULE 13D

CUSIP No: 71377E105

Page 3 of 11 Pages

NAMES OF REPORTING PERSONS

1

BOATHOUSE ROW I, L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

901,697

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

901,697

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

901,697

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.76%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

SCHEDULE 13D

CUSIP No: 71377E105

Page 4 of 11 Pages

NAMES OF REPORTING PERSONS

1

BOATHOUSE ROW II, L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

410,712

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

410,712

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

410,712

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.80%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

SCHEDULE 13D

CUSIP No: 71377E105

Page 5 of 11 Pages

NAMES OF REPORTING PERSONS

1 BOATHOUSE ROW OFFSHORE LTD.

CHECK THE APPROPRIATE BOX IF (a)
2 A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

1,007,793

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,007,793

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,007,793

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.96%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No: 71377E105

Page 6 of 11 Pages

NAMES OF REPORTING PERSONS

1

JORDAN HYMOWITZ

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

2,320,202

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,320,202

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,320,202

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

4.52%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

SCHEDULE 13D

Page 7 of 11 Pages

Item 1. Security and Issuer

This Amendment No. 2 to the statement on Schedule 13D relates to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Performant Financial Corporation (the "Issuer"), whose principal executive offices are located at 333 North Canyons Parkway, Livermore, CA 94551. This Amendment No. 2 amends the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on December 22, 2016, as amended by Amendment No. 1 on January 24, 2018 (collectively with this Amendment No. 2, the "Schedule 13D"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 5 and 7 of the Schedule 13D as set forth below.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by adding the following:

Based on information in the Issuer's Form 10-K filed March 14, 2018, there were 51,360,328 shares of the Common Stock outstanding as of March 13, 2018.

(a) As of April 25, 2018, each of Philadelphia Financial and Mr. Hymowitz may be deemed to be the beneficial owner of 2,320,202 shares of Common Stock, which represents approximately 4.52% of the outstanding shares of Common Stock. This amount includes: (i) 901,697 shares of Common Stock beneficially owned by BRI, which represents approximately 1.76% of the outstanding shares of Common Stock; (ii) 410,712 shares of Common Stock beneficially owned by BRII, which represents approximately 0.80% of the outstanding shares of Common Stock; and (iii) 1,007,793 shares of Common Stock beneficially owned by BRO, which represents approximately 1.96% of the outstanding shares of Common Stock.

(b) Each of Philadelphia Financial and Mr. Hymowitz share the power to vote or to direct the vote and the power to dispose or to direct the disposition of 2,320,202 shares of Common Stock, which includes shared power over: (i) 901,697 shares of Common Stock with BRI; (ii) 410,712 shares of Common Stock with BRII; and (iii) 1,007,793 shares of Common Stock with BRO.

(c) Please refer to Exhibit E for transactions in the Issuer's securities during the past sixty days, including the transaction date, number of shares of Common Stock acquired or disposed of, price per share (and, if weighted average price per share, the range of prices), identity of the Boathouse Fund that effected the transaction, and where and how the transaction was effected.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following:

Exhibit E: Schedule of Transactions

SCHEDULE 13D

Page 8 of 11 Pages