

PERFORMANT FINANCIAL CORP

Reported by
HAUGHTON JEFFREY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/21/16 for the Period Ending 07/15/16

Address	333 North Cayons Parkway Livermore, CA 94551
Telephone	925-960-4800
CIK	0001550695
Symbol	PFMT
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Industry	Business Services
Sector	Services

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Haughton Jeffrey <small>(Last) (First) (Middle)</small> 333 NORTH CANYONS PARKWAY <small>(Street)</small> LIVERMORE, CA 94551 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Performant Financial Corp [PFMT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/15/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/15/2016		M		10000	A	\$0.00	10000	D	
Common Stock	7/15/2016		F		3758 <small>(1)</small>	D	\$1.87	6242	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	7/15/2016		M		10000		(2)	(2)	Common Stock	10000	\$0.00	20000 (2)	D	
Restricted Stock Units	(3)							(4)	(4)	Common Stock	82270		82270 (4)	D	
Restricted Stock Units	(3)							(5)	(5)	Common Stock	90000		90000 (5)	D	
Restricted Stock Units	(3)							(6)	(6)	Common Stock	37500		37500 (6)	D	

Explanation of Responses:

- (1) Shares surrendered to pay tax liability due on vesting of Restricted Stock Units.
- (2) Restricted Stock Unit award was granted on July 15, 2014. The remaining 20,000 units will vest on July 15, 2017 and July 15, 2018, provided that the Reporting Person remains in continuous service through each vest date.
- (3) Each restricted stock unit represents a contingent right to receive one share of PFMT's common stock. The units were awarded at no cost to the Reporting Person.
- (4) Restricted Stock Unit Award granted on April 12, 2016 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.
- (5) Restricted Stock Unit Award granted on February 23, 2016 vests at a rate of 25% annually on the first, second, third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.
- (6) Restricted Stock Unit award was granted on March 17, 2015. Upon the achievement of certain financial metrics 37,500 units vested on March 5, 2016, 18,750 units will vest on March 5, 2017 and the remaining 18,750 units will vest on March 5, 2018, provided that the Reporting Person remains in continuous service through each vest date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Haughton Jeffrey 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551			Chief Operating Officer	
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Signatures

/s/ Hakan Orvell, Attorney-in-Fact for Jeffrey R. Haughton

7/21/2016

******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.

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