

# PERFORMANT FINANCIAL CORP

Reported by  
**HAUGHTON JEFFREY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/09/17 for the Period Ending 03/06/17

Address	333 North Cayons Parkway Livermore, CA 94551
Telephone	925-960-4800
CIK	0001550695
Symbol	PFMT
SIC Code	7380 - Miscellaneous Business Services
Industry	Business Support Services
Sector	Industrials

# FORM 4

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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Haughton Jeffrey</b>		<b>Performant Financial Corp [ PFMT ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>333 NORTH CANYONS PARKWAY</b>		<b>3/6/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>LIVERMORE, CA 94551</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	3/6/2016		M		18750	A	\$0.00	51437	D	
Common Stock	3/6/2016		F		8209 <u>(1)</u>	D	\$1.71	43228	D	
Common Stock	3/7/2016		M		22500	A	\$0.00	65728	D	
Common Stock	3/7/2016		F		9500 <u>(1)</u>	D	\$1.65	56228	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	<u>(3)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	20000		20000 <u>(2)</u>	D	
Restricted Stock Units	<u>(3)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	82270		82270 <u>(4)</u>	D	
Restricted Stock Units	<u>(3)</u>	3/6/2017		M		22500		<u>(5)</u>	<u>(5)</u>	Common Stock	22500	\$0.00	67500 <u>(5)</u>	D	
Restricted Stock Units	<u>(3)</u>	3/7/2017		M		18750		<u>(6)</u>	<u>(6)</u>	Common Stock	18750	\$0.00	18750 <u>(6)</u>	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 22, 2016. 25% of the shares vested on March 7, 2016, with 25% more vesting on each of the first, second and third anniversaries of the initial vest date, provided that the Reporting Person remains in continuous service through each vest date.
- (6) Restricted Stock Unit Award granted on March 7, 2015. Upon the achievement of certain financial metrics the grant vested with respect to 50% of the awarded stock units on March 5, 2016, and 25% of the grant on March 5, 2017, and 25% of the grant 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
<b>Haughton Jeffrey</b> <b>333 NORTH CANYONS PARKWAY</b> <b>LIVERMORE, CA 94551</b>			<b>Chief Operating Officer</b>	

**Signatures**

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

3/8/2017

\*\*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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