

PERFORMANT FINANCIAL CORP

Reported by
LEACH HAROLD JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/10/17 for the Period Ending 04/06/17

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

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 * Leach Harold Jr (Last) (First) (Middle) 333 NORTH CANYONS PARKWAY (Street) LIVERMORE, CA 94551 (City) (State) (Zip)	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 Compliance Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/6/2017</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			

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	(1)							(2)	(2)	Common Stock	90000		90000 (2)	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	13250		26500 (3)	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	18750		18750 (4)	D	
Restricted Stock Units	(1)	4/6/2017		A		60000		(5)	(5)	Common Stock	60000	\$0.00	60000 (5)	D	
Restricted Stock Units	(1)	4/6/2017		A		40000		(6)(7)	(6)(7)	Common Stock	40000	\$0.00	40000 (6)(7)	D	

Explanation of Responses:

- (1) 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 Reporting Person.
- (2) Restricted Stock Unit Award granted on February 22, 2016. 25% of the shares vested on March 7, 2017, 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.
- (3) Restricted Stock Unit Award granted on August 13, 2014 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.
- (4) Restricted Stock Unit Award granted on June 17, 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 will vest on each of March 5, 2017 and March 5, 2018, provided that the Reporting Person remains in continuous service through each vest date.
- (5) Restricted Stock Unit Award granted on April 6, 2017 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 granted on April 6, 2017. These Restricted Stock Units shall vest over a three or four year period based upon continuing service and the trading price of PFMT's Common Stock during the relevant vesting period. Specifically, and subject to the vesting limitations described in the following sentence, the trading price for PFMT's shares will need to be sustained for 60 consecutive trading days for one of the following vesting thresholds to have been met: (1) \$2.75 stock price for 60 consecutive trading days triggers 33% vesting; (2) \$3.00 stock price for 60 consecutive trading days triggers 67% vesting; and (3) \$3.25 stock price for 60 consecutive trading days triggers 100% vesting (the "Share Price Thresholds"). Upon each of the first, second, third and fourth year anniversaries of the grant date,
- (7) (Continued from footnote 6) if the Share Price Thresholds have been achieved during the preceding year and assuming the grantee's continued service to PFMT (1) up to a maximum of 33% of the Restricted Stock Units will vest upon the Year 1 anniversary date; (2) up to 67% of the Restricted Stock Units will

vest upon the Year 2 anniversary date; and (3) up to 100% of the Restricted Stock Units will vest upon Year 3 or Year 4 anniversary date. Restricted Stock Units that would vest solely on the basis of the share price thresholds but exceed the maximum vesting limitations for Year 1 or Year 2, will not vest until the subsequent anniversary date or dates (e.g., if the \$3.25 trading price threshold is attained within the Year 1, the Restricted Stock Units will vest 33% after Year 1, 67% after Year 2 and 100% after Year 3). Linear interpolation will be applied between milestones for determining vesting on the Year 3 and Year 4 anniversary dates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leach Harold Jr 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551			Chief Compliance Officer	

Signatures

/s/ Hakan Orvell, Attorney-in-Fact for Harold Jr. Leach

4/10/2017

**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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