

DEC 07 2015

By _____
DEPUTY CLERK

NOV 3 0 2015

CLERK OF THE SUPERIOR COURT
SAN MATEO COUNTY

LABATON SUCHAROW LLP
JOEL H. BERNSTEIN
DAVID J. GOLDSMITH
140 Broadway
New York, NY 10005
Telephone: 212/907-0700
212/818-0477 (fax)

COUNTY OF SAN MATEO

Defendants

DATE ACTION FILED· 09/05/14

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11:11 PM NOV 30 2015

1 WHEREAS, the parties to the above-entitled action (the "Litigation") entered into a Stipulation
2 of Settlement dated as of November 20, 2015 (the "Stipulation" or "Settlement"), which is subject to
3 review by this Court and which, together with the Exhibits thereto, sets forth the terms and conditions
4 for the Settlement of the claims alleged in the Litigation, and the Court having read and considered the
5 Stipulation and the accompanying documents, and the parties to the Stipulation having consented to the
6 entry of this Order, and all capitalized terms used herein having the meanings defined in the Stipulation,

7 NOW, THEREFORE, IT IS HEREBY ORDERED, this 7th day of December 2015, that:

8 1 The Court preliminarily finds that:

9 (a) the Settlement resulted from informed, extensive arm's-length negotiations,
10 including mediation under the direction of an experienced mediator, Robert A Meyer, Esq ,

11 (b) the Settlement is sufficiently fair, reasonable, and adequate to warrant providing
12 notice of the Settlement to the Class, and

13 (c) the Class, defined in the Stipulation as: "all Persons who purchased or otherwise
14 acquired the common stock of Model N pursuant or traceable to the Registration Statement and
15 Prospectus issued in connection with Model N's March 20, 2013 initial public offering Excluded from
16 the Class are the Defendants and their respective successors and assigns; past and current officers and
17 directors of Model N and the Underwriter Defendants; members of the immediate families of the
18 Individual Defendants; the legal representatives, heirs, successors or assigns of the Individual
19 Defendants; any entity in which any of the above excluded Persons have or had a majority ownership
20 interest, and any Person who validly requests exclusions from the Class," is certified solely for purposes
21 of this Settlement.

22 2. A hearing (the "Settlement Fairness Hearing") will be held on April 14, 2016, at
23 2:00pm, for the following purposes:

24 (a) to finally determine whether this Litigation satisfies the applicable prerequisites
25 for class action treatment under California Code of Civil Procedure §382;

26 (b) to determine whether the proposed Settlement is fair, reasonable, and adequate,
27 and should be approved by the Court;

1 (c) to determine whether the Judgment as provided under the Stipulation should be
2 entered,

3 (d) to determine whether the proposed Plan of Allocation should be approved by the
4 Court as fair, reasonable, and adequate,

5 (e) to consider Plaintiffs' Counsel's application for an award of attorneys' fees and
6 expenses,

7 (f) to consider Plaintiffs' request for the payment of the time and expenses they
8 incurred in prosecuting this Litigation on behalf of the Class, and

9 (g) to rule upon such other matters as the Court may deem appropriate

10 3 The Court reserves the right to approve the Settlement with or without modification and
11 with or without further notice to the Class and may adjourn the Settlement Fairness Hearing without
12 further notice to the Class. The Court reserves the right to enter the Judgment approving the Settlement
13 regardless of whether it has approved the Plan of Allocation, Plaintiffs' Counsel's request for an award
14 of attorneys' fees and expenses and the payment of time and expenses of Plaintiffs in their
15 representation of the Class

16 4 The Court approves the form, substance, and requirements of the Notice of Proposed
17 Settlement of Class Action (the "Notice"), the Proof of Claim and Release (the "Proof of Claim"), and
18 the Summary Notice of Proposed Settlement of Class Action (the "Summary Notice"), annexed hereto
19 as Exhibits A-1, A-2, and A-3, respectively

20 5 The Court approves the appointment of Gilardi & Co. LLC as the Claims Administrator

21 (a) The Claims Administrator shall cause the Notice and the Proof of Claim,
22 substantially in the forms annexed hereto, to be mailed, by First-Class Mail, postage prepaid, within
23 twenty-one (21) calendar days of this Order, to all Class Members who can be identified with
24 reasonable effort. Model N, at its expense, shall promptly make, or cause to be made, the last known
25 addresses of Class Members, or other identifying information, as set forth in the books and records
26 regularly maintained by the Company or its transfer agent, available to the Claims Administrator for the
27 purpose of identifying and giving notice to the Class
28

1 (b) The Claims Administrator shall cause the Summary Notice to be published once
2 in the national edition of *Investor's Business Daily* and once over a national newswire service, within
3 ten (10) calendar days after the mailing of the Notice

4 6 Lead Counsel shall, at least fourteen (14) calendar days before the Settlement Fairness
5 Hearing, file with the Court and serve on the Settling Parties proof of mailing of the Notice and Proof of
6 Claim and proof of publication of the Summary Notice

7 7 The form and content of the Notice and the Summary Notice, and the method set forth
8 herein of notifying the Class of the Settlement and its terms and conditions, meet the requirements of
9 California law and due process, constitute the best notice practicable under the circumstances, and shall
10 constitute due and sufficient notice to all persons and entities entitled thereto.

11 8 In order to be entitled to participate in the Net Settlement Fund, in the event the
12 Settlement is consummated in accordance with its terms set forth in the Stipulation, each Class Member
13 shall take the following actions and be subject to the following conditions.

14 (a) Within ninety (90) days after such time as set by the Court to mail notice to the
15 Class, each Person claiming to be an Authorized Claimant shall be required to submit to the Claims
16 Administrator a completed Proof of Claim, substantially in the form and content of Exhibit A-2 attached
17 hereto and as approved by the Court, signed under penalty of perjury

18 (b) Except as otherwise ordered by the Court, all Class Members who fail to timely
19 submit a valid Proof of Claim within such period, or such other period as may be ordered by the Court,
20 shall be forever barred from receiving any payments pursuant to the Stipulation and the Settlement set
21 forth therein, but will in all other respects be subject to and bound by the provisions of the Stipulation,
22 the releases contained therein, and the Judgment. Notwithstanding the foregoing, Lead Counsel may, in
23 their discretion, accept for processing late submitted claims so long as the distribution of the Net
24 Settlement Fund to Authorized Claimants is not materially delayed

25 (c) As part of the Proof of Claim, each Class Member shall submit to the jurisdiction
26 of the Court with respect to the claim submitted, and shall (subject to effectuation of the Settlement)
27 release all Released Claims as provided in the Stipulation
28

1 9 Class Members shall be bound by all determinations and judgments in this Litigation,
2 whether favorable or unfavorable, unless they request exclusion from the Class in a timely and proper
3 manner, as hereinafter provided. A Class Member wishing to make such request shall, no later than
4 twenty-one (21) calendar days prior to the date scheduled herein for the Settlement Fairness Hearing,
5 mail a request for exclusion in written form by First-Class Mail postmarked to the address designated in
6 the Notice. Such request for exclusion shall indicate the name, address and telephone number of the
7 person seeking exclusion, that the person requests to be excluded from the Settlement, and must be
8 signed by such person. Such persons requesting exclusion are also requested to state the number of
9 shares of Model N common stock they purchased or acquired that are subject to the Litigation. The
10 request for exclusion shall not be effective unless it is made in writing within the time stated above, and
11 the exclusion is accepted by the Court. Class Members requesting exclusion from the Class shall not be
12 entitled to receive any payment out of the Net Settlement Fund as described in the Stipulation and
13 Notice.

14 10 The Court will consider objections to the Settlement, the Plan of Allocation, the payment
15 of Plaintiffs' time and expenses, and/or the award of attorneys' fees and expenses. Any person wanting
16 to object may do so in writing and/or by appearing at the Settlement Fairness Hearing. To the extent
17 any person wants to object in writing, such objections and any supporting papers, accompanied by proof
18 of Class membership, shall be filed with the Clerk of the Court, Superior Court of the State of
19 California, County of San Mateo, 400 County Center, Redwood City, CA 94063, and copies of all such
20 papers served no later than March 14, 2016, which is twenty-one (21) calendar days prior to the
21 date scheduled herein for the Settlement Fairness Hearing, upon the following: Jeffrey D. Light,
22 Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, and
23 Joel H. Bernstein, Labaton Sucharow LLP, 140 Broadway, New York, NY 10005, on behalf of
24 Plaintiffs and the Class. Persons who intend to object in writing to the Settlement, the Plan of
25 Allocation, or the request for an award of attorneys' fees and expenses and/or the request for the
26 payment of Plaintiffs' time and expenses in representing the Class and desire to present evidence at the
27 Settlement Fairness Hearing must include in their written objections copies of any exhibits they intend
28 to introduce into evidence at the Settlement Fairness Hearing. If an objector hires an attorney to

1 represent him, her, or it for the purposes of making an objection, the attorney must both effect service of
2 a notice of appearance on counsel listed above and file it with the Court by no later than March 14,
3 2016 A Class Member who files a written objection does not have to appear at the Settlement
4 Fairness Hearing for the Court to consider his, her, or its objection Any Member of the Class who does
5 not make his, her, or its objection in the manner provided shall be deemed to have waived such
6 objection and shall be foreclosed from making any objection to the fairness or adequacy of the
7 Settlement set forth in the Stipulation, to the Plan of Allocation, and to the award of attorneys' fees and
8 expenses to Plaintiffs' Counsel and Plaintiffs' for their time and expenses

9 11 All papers in support of the Settlement, the Plan of Allocation, and any application by
10 Plaintiffs' Counsel for attorneys' fees and expenses and payment of Plaintiffs' time and expenses shall
11 be filed fourteen (14) calendar days prior to the deadline in paragraph 10 for objections to be filed. All
12 reply papers shall be filed and served at least seven (7) calendar days prior to the Settlement Fairness
13 Hearing

14 12 All funds held by the Escrow Agent shall be deemed and considered to be *in custodia*
15 *legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds
16 shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

17 13 Defendants' counsel and Plaintiffs' Counsel shall promptly furnish each other with
18 copies of any and all objections that come into their possession

19 14. Pending final determination of whether the Settlement should be approved, the Plaintiffs,
20 all Class Members, and each of them, and anyone who acts or purports to act on their behalf, shall not
21 institute, commence, maintain or prosecute, and are hereby barred and enjoined from instituting,
22 commencing, maintaining or prosecuting, any action in any court or tribunal that asserts any Released
23 Claims against any Released Party

24 15 All reasonable expenses incurred in identifying and notifying Class Members, as well as
25 administering the Settlement Fund, shall be paid as set forth in the Stipulation In the event the
26 Settlement is not approved by the Court, or otherwise fails to become effective, neither Plaintiffs nor
27 any of their counsel shall have any obligation to repay any amounts actually and properly disbursed, or
28 due and owing from the Settlement Fund as provided for in the Stipulation.

1 16 If any specified condition to the Settlement set forth in the Stipulation is not satisfied and
2 Plaintiffs or Defendants elect to terminate the Settlement then, in any such event, the Stipulation,
3 including any amendment(s) thereof, shall be null and void, of no further force or effect without
4 prejudice to any party, and may not be introduced as evidence or referred to in any action or
5 proceedings by any person or entity for any purpose, and each party shall be restored to his, her, or its
6 respective position as it existed on November 4, 2015

7 17 The Court may adjourn or continue the Settlement Fairness Hearing without further
8 written notice.

9 18. The Court retains exclusive jurisdiction over the Litigation to consider all further matters
10 arising out of or connected with the Settlement. The Court may approve the Settlement, with such
11 modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the
12 Class

13 IT IS SO ORDERED

14
15 DATED. 12/7/15


HONORABLE MARIE S. WEINER
JUDGE OF THE SUPERIOR COURT

EXHIBIT A-1

1 ROBBINS GELLER RUDMAN
& DOWD LLP
2 CHRISTOPHER P SEEFER (201197)
DAVID W HALL (274921)
3 Post Montgomery Center
One Montgomery Street, Suite 1800
4 San Francisco, CA 94104
Telephone: 415/288-4545
5 415/288-4534 (fax)

6 LABATON SUCHAROW LLP
JOEL H BERNSTEIN
7 DAVID J GOLDSMITH
140 Broadway
8 New York, NY 10005
Telephone: 212/907-0700
9 212/818-0477 (fax)

10 Lead Counsel for Plaintiffs

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA

12 COUNTY OF SAN MATEO

| | | | |
|----|---|---|---------------------------------------|
| 13 | PLYMOUTH COUNTY RETIREMENT |) | Master Case No. CIV530291 |
| 14 | SYSTEM, Individually and on Behalf of All |) | (Consolidated with Case No CIV532190) |
| | Others Similarly Situated, |) | |
| 15 | |) | Assigned for all Purposes to |
| | Plaintiff, |) | The Hon. Marie S Weiner, Dept. 2 |
| 16 | vs. |) | |
| | |) | <u>CLASS ACTION</u> |
| 17 | MODEL N, INC., et al , |) | |
| | |) | DATE ACTION FILED. 09/05/14 |
| 18 | Defendants |) | |

19
20 NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

21 EXHIBIT A-1
22
23
24
25
26
27
28

TO: ALL PERSONS OR ENTITIES (“PERSONS”) THAT PURCHASED OR OTHERWISE ACQUIRED MODEL N, INC. (“MODEL N” OR THE “COMPANY”) COMMON STOCK PURSUANT OR TRACEABLE TO THE COMPANY’S REGISTRATION STATEMENT AND PROSPECTUS FOR THE COMPANY’S MARCH 20, 2013 INITIAL PUBLIC OFFERING

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the Superior Court of California, County of San Mateo (the “Court”) This Notice serves to inform you of the proposed settlement of the above class action lawsuit (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated as of November 20, 2015 (the “Stipulation”) ¹ The Stipulation is by and between (i) plaintiffs Plymouth County Retirement System, James Small, and Dwight Bucher (collectively, “Plaintiffs”) (on behalf of themselves and each of the Class Members), by and through their counsel of record, (ii) defendants Model N, Zack Rinat, Sujan Jain, James W Breyer, Sarah Friar, Mark Garrett, and Charles J Robel (collectively, the “Model N Defendants”), and (iii) underwriters of the Company’s March 20, 2013 initial public offering (“IPO”), specifically J.P. Morgan Securities LLC, Deutsche Bank Securities, Inc., Stifel, Nicolaus & Company, Incorporated, Pacific Crest Securities LLC, Piper Jaffray & Co., and Raymond James & Associates, Inc. (the “Underwriter Defendants,” and together with the Model N Defendants, the “Defendants”) (Plaintiffs and Defendants collectively the “Settling Parties”) This Notice is not an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit.

WHAT IS THIS LAWSUIT ABOUT?

The Allegations and Status of the Case

On March 6, 2015, Plaintiffs filed a Consolidated Amended Class Action Complaint for Violations of the Securities Act of 1933 (“Complaint”) Plaintiffs brought the action on behalf of all persons who purchased or otherwise acquired the common stock of Model N pursuant or traceable to a registration statement and prospectus (collectively, the “Registration Statement”) issued in connection with the Company’s March 20, 2013 IPO On March 25, 2013, Model N completed the IPO and issued 7.551 million shares for \$15.50 per share, raising approximately \$108 million Plaintiffs allege that the Model N Defendants and the Underwriter Defendants violated Sections 11 and 12(a)(2) of the Securities Act of 1933 (the “Securities Act”) and that the Model N Defendants violated Section 15 of the Securities Act because the Registration Statement contained untrue statements of material fact and omitted other facts necessary to make the statements made therein not misleading

Plaintiffs allege that the Registration Statement violated the Securities Act by failing to disclose that, at the time of the IPO, Model N was experiencing sales execution challenges – the inability to close and book sales – that were reasonably likely to (and in fact did) reverse the growing bookings and revenue trends reported in the Registration Statement and cause future bookings and revenues to decline

¹ The Stipulation and all of its Exhibits can be viewed at www.modelnsecuritieslitigation.com All capitalized terms used herein have the same meanings as the terms defined in the Stipulation.

1 The Model N Defendants filed a demurrer to the Complaint on May 5, 2015, which the
Underwriter Defendants joined. Plaintiffs filed their opposition on May 26, 2015, and the Model N
2 Defendants filed a reply (which the Underwriter Defendants joined) on June 16, 2015. Judge Weiner
overruled the demurrer on June 23, 2015.

3
4 Defendants have denied and continue to deny each and all charges of wrongdoing or liability
against them arising out of any of the conduct, statements, acts, or omissions alleged in the Complaint.

5 On January 30, 2015, Plaintiffs served document requests on Defendants. Defendants produced
documents throughout the summer and fall of 2015.

6
7 In August 2015, the parties agreed to participate in a mediation with Robert A. Meyer, Esq. On
October 1, 2015, the Settling Parties exchanged mediation statements and also submitted them to the
mediator. On October 8, 2015, the Settling Parties participated in the mediation but did not reach an
8 agreement at that time. Settlement discussions continued with the assistance of the mediator, and on
November 4, 2015, the parties agreed to settle the action for \$8,550,000.

9
10 **THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE TO**
PLAINTIFFS OR TO THE CLASS. THIS NOTICE IS NOT INTENDED TO BE AN
EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF
THE ALLEGATIONS IN THIS LAWSUIT OR THE MERITS OF THE CLAIMS OR
DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PENDENCY
OF THE LITIGATION AND PROPOSED SETTLEMENT THEREOF AND YOUR RIGHTS IN
CONNECTION WITH THAT SETTLEMENT.

13
14 **HOW DO I KNOW IF I AM A CLASS MEMBER?**

15 If you purchased or otherwise acquired the common stock of Model N pursuant or traceable to
the Registration Statement filed in connection with the Company's March 20, 2013 IPO through
September 16, 2013 (the "Class Period"), you are a Class Member. As set forth in the Stipulation,
16 excluded from the Class are Defendants and their respective successors and assigns; past and current
officers and directors of Model N and the Underwriter Defendants; members of the immediate families
17 of the Individual Defendants; the legal representatives, heirs, successors or assigns of the Individual
Defendants, any entity in which any of the above excluded Persons have or had a majority ownership
18 interest, and any Person who validly requests exclusion from the Class.

19 **WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?**

20 The Settlement, if approved, will result in the creation of a cash settlement amount of
\$8,550,000 (the "Settlement Amount"). The Settlement Amount, plus accrued interest (the "Settlement
21 Fund") and minus the costs of this Notice and all costs associated with the administration of the
Settlement, as well as attorneys' fees and expenses, and the payment of Plaintiffs' time and expenses in
22 representing the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to
Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

23
24 Plaintiffs estimate that there were approximately 7.75 million shares of Model N common stock
which may have been damaged during the Class Period. Plaintiffs estimate that the average recovery
25 under the Settlement is roughly \$1.10 per damaged share before deduction of any taxes on the income
thereof, notice and administration costs, and the attorneys' fee and expense award, as well as payments
26 to the Plaintiffs for their time and expenses in representing the Class as determined by the Court. A
Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that
27 claimant's recognized claim as compared to the total recognized claims submitted. An individual Class
Member may receive more or less than this average amount depending on the number of claims
28 submitted, when during the Class Period a Class Member purchased or acquired Model N common

1 stock, the purchase price paid, and whether those shares were held at the end of the Class Period or sold
2 during the Class Period, and, if sold, when they were sold and the amount received See Plan of
Allocation below for more information on your recognized claim

3 **WHAT IS THE PROPOSED PLAN OF ALLOCATION?**

4 Your share of the Net Settlement Fund will depend on the number of valid Proofs of Claim that
5 Class Members send in and how many shares of Model N common stock you purchased or otherwise
acquired during the relevant period and when you bought and sold them

6 For purposes of determining the amount an Authorized Claimant may recover under the Plan of
7 Allocation, Lead Counsel conferred with their damages consultants and the Plan of Allocation reflects
an assessment of damages that they believe could have been recovered had Plaintiffs prevailed at trial.

8 In the unlikely event that there are sufficient funds in the Net Settlement Fund, each Authorized
9 Claimant will receive an amount equal to the Authorized Claimant's claim, as defined below If,
however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of
10 each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net
Settlement Fund that each Authorized Claimant's claim bears to the total of the claims of all Authorized
11 Claimants Payment in this manner shall be deemed conclusive against all Authorized Claimants

12 The calculation of claims below is not an estimate of the amount you will receive It is a
13 formula for allocating the Net Settlement Fund among all Authorized Claimants. Furthermore, if any of
the formulas set forth below yield an amount less than \$0 00, the claim per share is \$0 00 A claim will
be calculated as follows:

14 **Claims for the March 20, 2013 Initial Public Offering**

15 Initial Public Offering Price \$15 50 per share
16 Closing price on the date the lawsuit was filed² \$9 25 per share

17 For shares of Model N common stock purchased or otherwise acquired pursuant or traceable to the
Company's Registration Statement dated March 20, 2013, through and including September 16,
18 2013, and

- 19 1) sold on or before September 4, 2014, the claim per share is the lesser of (i) the purchase
price per share less the sales price per share, or (ii) \$15 50 less the sales price per share
- 20 2) retained at the close of trading on September 4, 2014, or, sold on or after September 5,
21 2014, the claim per share is the lesser of (i) the purchase price per share less \$9 25, or
(ii) \$6 25.

22 In the event a Class Member has more than one purchase, acquisition, or sale of Model N
23 common stock during the Class Period, all purchases, acquisitions, and sales within the Class Period
shall be matched on a First-In, First-Out ("FIFO") basis Class Period sales will be matched first
24 against any holdings at the beginning of the Class Period, and then against purchases or acquisitions in
chronological order, beginning with the earliest purchase or acquisition made during the Class Period.

25 A purchase, acquisition, or sale of Model N common stock shall be deemed to have occurred on
26 the "contract" or "trade" date as opposed to the "settlement" or "payment" date All purchase,
acquisition, and sale prices shall exclude any fees and commissions The receipt or grant by gift,
27 devise, or operation of law of Model N common stock during the Class Period shall not be deemed a

28 ² The initial class action complaint was filed on September 5, 2014

1 purchase, acquisition, or sale of Model N common stock for the calculation of a claimant's recognized
2 claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such
3 shares unless specifically provided in the instrument of gift or assignment. The receipt of Model N
common stock during the Class Period in exchange for securities of any other corporation or entity shall
not be deemed a purchase, acquisition, or sale of Model N common stock.

4 With respect to Model N common stock purchased or sold through the exercise of an option, the
5 purchase/sale date of the common stock is the exercise date of the option and the purchase/sale price of
the stock is the exercise price of the option. Any recognized claim arising from purchases of Model N
6 common stock acquired during the Class Period through the exercise of an option on Model N common
stock shall be computed as provided for other purchases of Model N common stock in the Plan of
Allocation.

7
8 The total of all profits shall be subtracted from the total of all losses from transactions during the
Class Period to determine if a Class Member has a recognized claim. Only if a Class Member had a net
9 market loss, after all profits from transactions in Model N common stock during the Class Period are
subtracted from all losses, will such Class Member be eligible to receive a distribution from the Net
10 Settlement Fund. Shares held as of the beginning of the Class Period will be excluded for purposes of
calculating a market gain or loss.

11 If an Authorized Claimant has an overall market gain, the recognized claim for that Authorized
12 Claimant will be \$0.00. If an Authorized Claimant has an overall market loss, that Authorized
Claimant's recognized claim will be limited to the amount of total market loss. The Claims
13 Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund
based on his, her, or its recognized claim as compared to the total recognized claims of all Authorized
14 Claimants. No distribution shall be made to Authorized Claimants who would otherwise receive a
distribution of less than \$10.00.

15 If there is any balance remaining in the Net Settlement Fund after at least six (6) months from
16 the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed
checks, or otherwise), Lead Counsel shall, if feasible, reallocate such balance among Authorized
17 Claimants in an equitable and economic fashion. These redistributions shall be repeated until the
balance remaining in the Net Settlement Fund is no longer feasible to distribute to Class Members.
18 Thereafter, any balance which still remains in the Net Settlement Fund shall be donated to Bay Area
Legal Aid.

19 The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member
20 on equitable grounds.

21 Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all
Authorized Claimants. No Person shall have any claim against Plaintiffs, any counsel for Plaintiffs, any
22 claims administrator or other Person designated by Lead Counsel or Defendants and/or the Related
Persons and/or the Released Parties and/or their counsel based on distributions made substantially in
23 accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further
orders of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim
24 shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise
ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the
25 terms of any judgment entered and the releases given.

1 **DO I NEED TO CONTACT PLAINTIFFS' COUNSEL IN ORDER TO PARTICIPATE IN**
2 **DISTRIBUTION OF THE SETTLEMENT FUND?**

3 No If you have received this Notice and timely submit your Proof of Claim to the designated
4 address, you need not contact Plaintiffs' Counsel If you did not receive this Notice but believe you
5 should have, or if your address changes, please contact the Claims Administrator at

6 *Model N Securities Litigation*
7 Claims Administrator
8 c/o Gilardi & Co LLC
9 P O Box 990
10 Corte Madera, CA 94976-0990
11 Phone 1-844-861-5485
12 www.modelnsecuritieslitigation.com

13 **THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED**

14 The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation
15 is terminated, the Litigation will proceed as if the Stipulation had not been entered into

16 **WHAT ARE THE REASONS FOR SETTLEMENT?**

17 The Court has not reached any final decisions in connection with Plaintiffs' claims against
18 Defendants. Instead, Plaintiffs and Defendants have agreed to this Settlement, which was reached with
19 the substantial assistance of Robert A Meyer, Esq , a highly experienced mediator of complex class
20 actions In reaching the Settlement, the Settling Parties have avoided the cost, delay, and uncertainty of
21 further litigation

22 As in any litigation, Plaintiffs and the Class would face an uncertain outcome if they did not
23 agree to the Settlement The Settling Parties expected that the case could continue for a lengthy period
24 of time and that if Plaintiffs succeeded, Defendants would file appeals that would postpone final
25 resolution of the case Continuation of the case against Defendants could result in a judgment greater
26 than this Settlement Conversely, continuing the case could result in no recovery at all or a recovery
27 that is less than the amount of the Settlement.

28 Plaintiffs and Plaintiffs' Counsel believe that this Settlement is fair and reasonable to the
Members of the Class They have reached this conclusion for several reasons Specifically, if the
Settlement is approved, the Class will receive a significant monetary recovery Additionally, Plaintiffs'
Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the
significant risk, delay, and uncertainty of continued litigation, are an excellent result for the Class

29 **WHO REPRESENTS THE CLASS?**

30 The Court appointed the law firms of Robbins Geller Rudman & Dowd LLP and Labaton
31 Sucharow LLP to represent you and other Class Members. These lawyers are called Lead Counsel
32 These lawyers will apply to the Court for payment of attorneys' fees and expenses from the Settlement
33 Fund, you will not be otherwise charged for their work If you want to be represented by your own
34 lawyer, you may hire one at your own expense

35 **HOW WILL THE PLAINTIFFS' LAWYERS BE PAID?**

36 Lead Counsel will file a motion for an award of attorneys' fees and expenses that will be
37 considered at the Settlement Fairness Hearing Lead Counsel will apply for an award of 30% of the
38 Settlement Fund, plus payment of expenses incurred in connection with the Litigation in an amount not

1 to exceed \$100,000. In addition, each of the Plaintiffs may seek payment of up to \$2,500 for their time
2 and expenses incurred in representing the Class. Such sums as may be approved by the Court will be
paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

3 The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for
4 their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly
contingent basis. Plaintiffs' Counsel have committed significant time and expenses in litigating this
5 case for the benefit of the Class. To date, Plaintiffs' Counsel have not been paid for their services in
conducting this Litigation on behalf of the Plaintiffs and the Class, or for their expenses. The fees
6 requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement. The Court
will decide what constitutes a reasonable fee award and may award less than the amounts requested by
Lead Counsel.

7 **CAN I EXCLUDE MYSELF FROM THE SETTLEMENT?**

8 If you want to keep the right to sue or continue to sue Defendants on your own about the legal
9 issues in this case, then you must take steps to get out of the Class. This is called excluding yourself
from, or "opting out" of, the Class.

10 To exclude yourself from the Class, you must send a letter by mail saying that you want to be
11 excluded from the Class in the following action: *Plymouth County Retirement System v. Model N, Inc.,*
et al., Master Case No. CIV530291. You must include your name, address, telephone number, and sign
12 the letter. You should also include the number of shares of Model N common stock you purchased or
acquired during the Class Period. Your exclusion request must be **postmarked no later than**
13 _____, **2016** and sent to the Claims Administrator at

14 *Model N Securities Litigation*
15 Claims Administrator
16 c/o Gilardi & Co. LLC
P O Box 990
Corte Madera, CA 94976-0990

17 You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion,
18 you will not receive a Settlement payment, and you cannot object to the Settlement. If you make a
proper request for exclusion, you will not be legally bound by anything that happens in this lawsuit.

19 **CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES AND** 20 **EXPENSES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES TO PLAINTIFFS** 21 **AND/OR THE PLAN OF ALLOCATION?**

22 Yes. If you are a Class Member, you may object to the terms of the Settlement. Whether or not
you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs,
23 and expenses, the payment to Plaintiffs for their time and expenses, and/or the Plan of Allocation. In
order for any objection to be considered, you must file a written statement, accompanied by proof of
24 Class membership, with the Court, and send to Lead Counsel by _____, **2016**. The Court's
address is Superior Court of San Mateo, Hall of Justice and Records, 400 County Center, Redwood
City, CA 94063, and Lead Counsel's addresses are Robbins Geller Rudman & Dowd LLP, 655 West
25 Broadway, Suite 1900, San Diego, CA 92101, c/o Jeffrey D. Light, and Labaton Sucharow LLP, 140
Broadway, New York, NY 10005, c/o Joel H. Bernstein. Attendance at the Settlement Fairness Hearing
26 is not necessary, however, persons wishing to be heard orally at the Settlement Fairness Hearing are
required to indicate in their written objection their intention to appear at the hearing and identify any
27 witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

1 **WHAT IS THE DIFFERENCE BETWEEN OBJECTING AND EXCLUDING MYSELF**
2 **FROM THE SETTLEMENT?**

3 Objecting is telling the Court that you do not like something about the proposed Settlement, the
4 Plan of Allocation, Lead Counsel's request for an award of attorneys' fees and expenses, or payment to
5 Plaintiffs for their time and expenses in representing the Class. You can object *only* if you stay in the
6 Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you
7 exclude yourself, you have no basis to object because the case no longer applies to you

8 **HOW CAN I GET A PAYMENT?**

9 In order to qualify for a payment, you must submit a Proof of Claim. A Proof of Claim is
10 enclosed with this Notice or it may be downloaded at www.modelnsecuritieslitigation.com. Read the
11 instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it,
12 and mail or submit it online so that it is **postmarked (if mailed) or received (if filed electronically) no**
13 **later than _____, 2016**. The claim form may be submitted online at
14 www.modelnsecuritieslitigation.com. If you do not submit a valid Proof of Claim with all of the
15 required information, you will not receive a payment from the Net Settlement Fund, however, unless
16 you expressly exclude yourself from the Class as described above, you will still be bound in all other
17 respects by the Settlement, the Judgment, and the releases contained in them.

18 **WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?**

19 Unless you exclude yourself, you are staying in the Class, and that means that you cannot sue,
20 continue to sue, or be part of any other lawsuit against the Defendants about the same issues in this case
21 or about issues that could have been asserted in this case. It also means that all of the Court's orders
22 will apply to you and legally bind you and you will release your Released Claims in this case against
23 Defendants and their Related Persons. "Released Claims" shall collectively mean any and all claims
24 (including "Unknown Claims" as defined in paragraph 1.28 of the Stipulation) against Defendants and
25 their Related Persons, arising out of, relating to, or in connection with both (i) the facts, events,
26 transactions, acts, occurrences, statements, representations, misrepresentations, or omissions, which
27 were or could have been alleged in the Litigation, and (ii) the purchase or acquisition, holding, sale, or
28 disposition of Model N common stock pursuant or traceable to the Registration Statement and
Prospectus issued in connection with Model N's March 20, 2013 initial public offering (except for
claims to enforce the Settlement)

"Related Persons" means each of a Defendant's past, present or future parents, subsidiaries and
affiliates, and their respective directors, officers, employees, partners, members, principals, agents,
underwriters, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or
auditors, financial or investment advisors or consultants, banks or investment bankers, personal or legal
representatives, predecessors, successors, assigns, spouses, heirs, related or affiliated entities, any entity
in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate
family, or any trust of which any Individual Defendant is the settlor or which is for the benefit of any
Defendant and/or member(s) of his or her family

24 **THE SETTLEMENT FAIRNESS HEARING**

25 The Court will hold a Settlement Fairness Hearing on _____, 2016, at :___.m., before the
26 Honorable Marie S. Weiner at the Superior Court of California, County of San Mateo, Department 2,
27 Courtroom 2E, 400 County Center, Redwood City, CA 94063, for the purpose of determining whether
28 (1) the Settlement of the Litigation for \$8,550,000 in cash should be approved by the Court as fair,
reasonable, and adequate, (2) to award Plaintiffs' Counsel attorneys' fees and expenses out of the
Settlement Fund, (3) to pay Plaintiffs for their time and expenses they incurred in representing the Class
out of the Settlement Fund, and (4) the Plan of Allocation should be approved by the Court. The Court

1 may adjourn or continue the Settlement Fairness Hearing without further notice to Members of the
2 Class.

3 Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the
4 foregoing matters, provided, however, that no such person shall be heard unless his, her, or its objection
5 is made in writing and is filed, together with proof of membership in the Class and with copies of all
6 other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness
7 Hearing, with the Court **no later than** _____, 2016, and showing proof of service on the following
8 counsel

6 Jeffrey D Light
7 ROBBINS GELLER RUDMAN
8 & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Joel H Bernstein
LABATON SUCHAROW LLP
140 Broadway
New York, NY 10005

9 Unless otherwise directed by the Court, any Class Member who does not make his, her, or its
10 objection in the manner provided shall be deemed to have waived all objections to this Settlement and
11 shall be foreclosed from raising (in this proceeding or on any appeal) any objection to the Settlement,
and any untimely objection shall be barred.

12 **HOW DO I OBTAIN ADDITIONAL INFORMATION?**

13 This Notice contains only a summary of the terms of the proposed Settlement. The records in
14 this Litigation may be examined and copied at any time during regular office hours, and subject to
15 customary copying fees, at the Clerk of the Superior Court of California, County of San Mateo. In
addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim, and
proposed Judgment may be obtained by contacting the Claims Administrator at

16 *Model N Securities Litigation*
17 Claims Administrator
18 c/o Gilardi & Co. LLC
19 P O Box 990
Corte Madera, CA 94976-0990
Phone 1-844-861-5485
www.modelnsecuritieslitigation.com

20 In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman &
21 Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, or Nicole Zeiss,
Settlement Counsel, Labaton Sucharow LLP, 140 Broadway, New York, NY 10005, 1-888-219-6877, if
22 you have any questions about the Litigation or the Settlement.

23 **DO NOT WRITE TO OR TELEPHONE THE COURT FOR INFORMATION**

24 **SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES**

25 If you hold any Model N common stock purchased or otherwise acquired between March 20,
26 2013 and September 16, 2013, as a nominee for a beneficial owner, then, within ten (10) days after you
27 receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such
28 Persons, or (2) provide a list of the names and addresses of such Persons to the Claims Administrator.

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Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA, COUNTY OF SAN MATEO
HONORABLE MARIE S. WEINER

EXHIBIT A-2

1 ROBBINS GELLER RUDMAN
& DOWD LLP
2 CHRISTOPHER P. SEEFER (201197)
DAVID W. HALL (274921)
3 Post Montgomery Center
One Montgomery Street, Suite 1800
4 San Francisco, CA 94104
Telephone 415/288-4545
5 415/288-4534 (fax)

6 LABATON SUCHAROW LLP
JOEL H BERNSTEIN
7 DAVID J GOLDSMITH
140 Broadway
8 New York, NY 10005
Telephone: 212/907-0700
9 212/818-0477 (fax)

10 Lead Counsel for Plaintiffs

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA

12 COUNTY OF SAN MATEO

| | | |
|---|---|---------------------------------------|
| 13 PLYMOUTH COUNTY RETIREMENT |) | Master Case No CIV530291 |
| SYSTEM, Individually and on Behalf of All |) | (Consolidated with Case No CIV532190) |
| 14 Others Similarly Situated, |) | |
| |) | Assigned for all Purposes to |
| 15 Plaintiff, |) | The Hon. Marie S Werner, Dept 2 |
| |) | |
| 16 vs. |) | <u>CLASS ACTION</u> |
| |) | |
| 17 MODEL N, INC , et al , |) | DATE ACTION FILED: 09/05/14 |
| |) | |
| 18 Defendants |) | |

19
20 PROOF OF CLAIM AND RELEASE

21 EXHIBIT A-2
22
23
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1 **I. GENERAL INSTRUCTIONS**

2 1 To recover as a Member of the Class based on your claims in the action entitled
3 *Plymouth County Retirement System v Model N, Inc , et al* , Master Case No CIV530291 (the
4 “Litigation”), you must complete and, on page ____ hereof, sign this Proof of Claim and Release form
5 (“Proof of Claim”). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of
6 Claim, your claim may be rejected and you may be precluded from any recovery from the Net
7 Settlement Fund created in connection with the proposed settlement.
8

9 2 Submission of this Proof of Claim, however, does not assure that you will share in the
10 proceeds of the settlement of the Litigation.

11 3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED
12 PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED
13 HEREIN, **ON OR BEFORE _____, 2016**, ADDRESSED AS FOLLOWS
14

15 *Model N Securities Litigation*
16 Claims Administrator
17 c/o Gilardi & Co LLC
18 P O Box 990
19 Corte Madera, CA 94976-0990
20 online submissions www.modelnsecuritieslitigation.com

21 If you are NOT a Member of the Class, as defined in the Notice of Proposed Settlement of Class Action
22 (“Notice”), DO NOT submit a Proof of Claim.

23 4 If you are a Member of the Class and you did not timely request exclusion in connection
24 with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation,
25 including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**
26

27 **II. CLAIMANT IDENTIFICATION**

28 If you purchased or otherwise acquired Model N, Inc (“Model N” or the “Company”) common
stock pursuant or traceable to the Registration Statement and Prospectus filed in connection with Model
N’s initial public offering (“IPO”) on March 20, 2013, through and including September 16, 2013 and
held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record

1 purchaser or acquirer If, however, you purchased or otherwise acquired Model N common stock
2 pursuant or traceable to Model N's IPO on March 20, 2013 through and including September 16, 2013
3 and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm,
4 you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

5 Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record
6 ("nominee"), if different from the beneficial purchaser or acquirer of the Model N common stock which
7 forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL
8 PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH
9 PURCHASER(S) OR ACQUIRER(S) OF THE MODEL N COMMON STOCK UPON WHICH THIS
10 CLAIM IS BASED

11 All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians,
12 conservators, and trustees must complete and sign this claim on behalf of persons represented by them
13 and their authority must accompany this claim and their titles or capacities must be stated The Social
14 Security (or taxpayer identification) number and telephone number of the beneficial owner may be used
15 in verifying the claim Failure to provide the foregoing information could delay verification of your
16 claim or result in rejection of the claim

17 **III. CLAIM FORM**

18 Use Part II of this form entitled "Schedule of Transactions in Model N Common Stock" to
19 supply all required details of your transaction(s) If you need more space or additional schedules, attach
20 separate sheets giving all of the required information in substantially the same form Sign and print or
21 type your name on each additional sheet

22 On the schedules, provide all of the requested information with respect to **all** of your purchases
23 and acquisitions of Model N common stock which took place pursuant or traceable to Model N's IPO
24 on March 20, 2013 through and including September 16, 2013 (the "Class Period"), and **all** of your
25 sales of Model N common stock which took place during the period March 20, 2013 through and
26 including September 4, 2014, whether such transactions resulted in a profit or a loss. You must also
27 provide all of the requested information with respect to **all** of the shares of Model N common stock you
28

1 held at the close of trading on September 4, 2014 Failure to report all such transactions may result in
2 the rejection of your claim

3 List each transaction in the Class Period separately and in chronological order, by trade date,
4 beginning with the earliest You must accurately provide the month, day, and year of each transaction
5 you list.

6 The date of covering a "short sale" is deemed to be the date of purchase of Model N common
7 stock The date of a "short sale" is deemed to be the date of sale of Model N common stock.

8 Copies of broker confirmations or other documentation of your transactions in Model N
9 common stock should be attached to your claim Failure to provide this documentation could delay
10 verification of your claim or result in rejection of your claim

11 NOTICE REGARDING ELECTRONIC FILES Certain claimants with large numbers of
12 transactions may request, or may be requested, to submit information regarding their transactions in
13 electronic files. All claimants MUST submit a manually signed paper Proof of Claim whether or not
14 they also submit electronic copies. If you wish to file your claim electronically, you must contact the
15 Claims Administrator at 1-844-861-5485 to obtain the required file layout No electronic files will be
16 considered to have been properly submitted unless the Claims Administrator issues to the claimant a
17 written acknowledgment of receipt and acceptance of electronically submitted data.

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN MATEO

Plymouth County Retirement System v Model N, Inc , et al

Master Case No CIV530291

PROOF OF CLAIM AND RELEASE

Must Be Postmarked or Received No Later Than:

_____, 2016

Please Type or Print

→ ADD P

PART I: CLAIMANT IDENTIFICATION

| | | |
|---|----------------------|----------------------------------|
| Last Name | MI | First Name |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Last Name (Co-Beneficial Owner) | MI | First Name (Co-Beneficial Owner) |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="radio"/> IRA <input type="radio"/> Joint Tenancy <input type="radio"/> Employee <input type="radio"/> Individual <input type="radio"/> Other (specify) | | |
| Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA | | |
| <input type="text"/> | | |
| Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above) | | |
| <input type="text"/> | | |
| Account#/Fund# (Not Necessary for Individual Filers) | | |
| <input type="text"/> | | |

| | | |
|------------------------------------|----|--------------------------------|
| Social Security Number | or | Taxpayer Identification Number |
| <input type="text"/> | | <input type="text"/> |
| Telephone Number (Primary Daytime) | | Telephone Number (Alternate) |
| <input type="text"/> | | <input type="text"/> |
| Email Address | | |
| <input type="text"/> | | |

MAILING INFORMATION

| | | |
|----------------------|----------------------|-----------------------------------|
| Address | | |
| <input type="text"/> | | |
| Address | | |
| <input type="text"/> | | |
| City | State | Zip Code |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Foreign Province | Foreign Postal Code | Foreign Country Name/Abbreviation |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

PART II SCHEDULE OF TRANSACTIONS IN MODEL N COMMON STOCK

A Purchases or acquisitions of Model N common stock (March 20, 2013 – September 16, 2013, inclusive).

| Trade Date Month Day Year | Number of Shares Purchased or Acquired | Total Purchase or Acquisition Price |
|------------------------------|--|--|
| 1 _____ | 1 _____ | 1. _____ |
| 2 _____ | 2 _____ | 2. _____ |
| 3 _____ | 3 _____ | 3. _____ |

IMPORTANT. (i) If any purchase listed covered a “short sale,” please mark Yes ☐ Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount, and the company acquired

_____/_____/_____
MM/ DD/ YYYY Merger Shares Company

B Sales of Model N common stock (March 20, 2013 – September 4, 2014, inclusive)

| Trade Date Month Day Year | Number of Shares Sold | Total Sales Price |
|------------------------------|--------------------------|-------------------|
| 1. _____ | 1 _____ | 1 _____ |
| 2 _____ | 2 _____ | 2 _____ |
| 3 _____ | 3. _____ | 3. _____ |

C. Number of shares of Model N common stock held at the close of trading on September 4, 2014 _____

YOU MUST READ AND SIGN THE RELEASE ON PAGE __. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

1 **IV. SUBMISSION TO JURISDICTION OF COURT AND**
2 **ACKNOWLEDGMENTS**

3 I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in
4 the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California,
5 County of San Mateo, with respect to my (our) claim as a Class Member and for purposes of enforcing
6 the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the
7 terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional
8 information to the Claims Administrator to support this claim if requested to do so. I (We) have not
9 submitted any other claim covering the same purchases, acquisitions, or sales of Model N common
10 stock during the Class Period and know of no other person having done so on my (our) behalf.

11 **V. RELEASE**

12 1 I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully,
13 finally, and forever settle, release, and discharge from the Released Claims each and all of the
14 "Released Parties," defined as each and all of the Defendants and their Related Persons. "Related
15 Persons" means each of a Defendant's past, present or future parents, subsidiaries and affiliates, and
16 their respective directors, officers, employees, partners, members, principals, agents, underwriters,
17 insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, financial or
18 investment advisors or consultants, banks or investment bankers, personal or legal representatives,
19 predecessors, successors, assigns, spouses, heirs, related or affiliated entities, any entity in which a
20 Defendant has a controlling interest, any member of an Individual Defendant's immediate family, or
21 any trust of which any Individual Defendant is the settlor or which is for the benefit of any Defendant
22 and/or member(s) of his or her family.

24 2 "Released Claims" shall collectively mean any and all claims (including "Unknown
25 Claims" as defined below) against Defendants and their Related Persons, arising out of, relating to, or in
26 connection with both (i) the facts, events, transactions, acts, occurrences, statements, representations,
27 misrepresentations, or omissions, which were or could have been alleged in the Litigation, and (ii) the
28

1 purchase or acquisition, holding, sale, or disposition of Model N common stock pursuant or traceable to
2 the Registration Statement and Prospectus issued in connection with Model N's March 20, 2013 initial
3 public offering (except for claims to enforce the Settlement)

4 3 "Unknown Claims" means any Released Claims that Plaintiffs or Class Members do not
5 know or suspect to exist in his, her, or its favor at the time of the release of the Released Parties which,
6 if known by him, her, or it, might have affected his, her, or its settlement with and release of the
7 Released Parties, or might have affected his, her, or its decision(s) with respect to the settlement. With
8 respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective
9 Date, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have, and by
10 operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits
11 conferred by California Civil Code §1542 and any law of any state or territory of the United States, or
12 principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542,
13 which provides

14 **A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH**
15 **THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR**
16 **HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF**
17 **KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR**
18 **HER SETTLEMENT WITH THE DEBTOR.**

19 Plaintiffs and Class Members may hereafter discover facts in addition to or different from those that any
20 of them now knows or believes to be true related to the subject matter of the Released Claims, but
21 Plaintiffs shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and
22 by operation of the Judgment shall have, fully, finally, and forever settled and released any and all
23 Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent,
24 disclosed or undisclosed, matured or unmatured, which now exist, or heretofore have existed upon any
25 theory of law or equity now existing or coming into existence in the future, including, but not limited to,
26 conduct that is negligent, intentional, with or without malice, or a breach of any duty, law or rule,
27 without regard to the subsequent discovery or existence of such different or additional facts. The
28 Settling Parties acknowledge, and Plaintiffs and the Class Members shall be deemed by operation of the
Judgment to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released

1 Claims was separately bargained for and is a key element of the settlement of which these releases are a
2 part.

3 4 I (We) hereby warrant and represent that I (we) have not assigned or transferred or
4 purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release
5 or any other part or portion thereof

6 5 I (We) hereby warrant and represent that I (we) have included information about all of
7 my (our) transactions in Model N common stock which occurred during the Class Period as well as the
8 number of shares of Model N common stock held by me (us) at the close of trading on September 4,
9 2014.

11 I (We) declare under penalty of perjury under the laws of the United States of America that all
12 of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct

13 Executed this _____ day of _____
14 (Month/Year)

15 in _____
16 (City) (State/Country)

17 _____
(Sign your name here)

18 _____
19 (Type or print your name here)

20 _____
21 (Capacity of person(s) signing,
e g , Beneficial Purchaser or Acquirer,
Executor or Administrator)

22 **ACCURATE CLAIMS PROCESSING TAKES A**
23 **SIGNIFICANT AMOUNT OF TIME.**
24 **THANK YOU FOR YOUR PATIENCE.**

24 **Reminder Checklist**

- 25 1 Please sign the above release and declaration
- 26 2. Remember to attach copies of supporting documentation.
- 27 3 **Do not send** originals of certificates or other documentation as they will not be
28 returned.

- 1 4 Keep a copy of your claim form and all supporting documentation for your records
2 5 If you desire an acknowledgment of receipt of your claim form, please send it
3 Certified Mail, Return Receipt Requested.
4 6 If you move, please send your new address to the address below
5 7 **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

6 **THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO**
7 **LATER THAN _____, 2016, ADDRESSED AS FOLLOWS:**

8 *Model N Securities Litigation*
9 Claims Administrator
10 c/o Gilardi & Co. LLC
11 P O Box 990
12 Corte Madera, CA 94976-0990
13 www.modelnsecuritieslitigation.com

EXHIBIT A-3

1 ROBBINS GELLER RUDMAN
& DOWD LLP
2 CHRISTOPHER P. SEEFER (201197)
DAVID W HALL (274921)
3 Post Montgomery Center
One Montgomery Street, Suite 1800
4 San Francisco, CA 94104
Telephone: 415/288-4545
5 415/288-4534 (fax)

6 LABATON SUCHAROW LLP
JOEL H BERNSTEIN
7 DAVID J. GOLDSMITH
140 Broadway
8 New York, NY 10005
Telephone 212/907-0700
9 212/818-0477 (fax)

10 Lead Counsel for Plaintiffs

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA

12 COUNTY OF SAN MATEO

13 PLYMOUTH COUNTY RETIREMENT)
SYSTEM, Individually and on Behalf of All)
14 Others Similarly Situated,)

15 Plaintiff,)

16 vs.)

17 MODEL N, INC , et al ,)

18 Defendants)

Master Case No. CIV530291
(Consolidated with Case No CIV532190)

Assigned for all Purposes to
The Hon. Marie S. Weiner, Dept 2

CLASS ACTION

DATE ACTION FILED 09/05/14

20 SUMMARY NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

22 EXHIBIT A-3

1 **TO: ALL PERSONS OR ENTITIES (“PERSONS”) THAT PURCHASED OR OTHERWISE**
2 **ACQUIRED MODEL N, INC. (“MODEL N” OR THE “COMPANY”) COMMON**
3 **STOCK PURSUANT OR TRACEABLE TO THE COMPANY’S REGISTRATION**
4 **STATEMENT AND PROSPECTUS FOR THE COMPANY’S MARCH 20, 2013**
5 **INITIAL PUBLIC OFFERING**

6 **THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER**
7 **SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.**

8 YOU ARE HEREBY NOTIFIED that a hearing will be held on _____, 2016, at ____ m ,
9 before the Honorable Marie S Weiner at the Superior Court of California, County of San Mateo,
10 Department 2, Courtroom 2E, 400 County Center, Redwood City, CA 94063, to determine whether
11 (1) the proposed settlement as set forth in the Stipulation of Settlement dated as of November 20, 2015
12 (“Stipulation”) of the above-captioned action (“Litigation”) for \$8,550,000 in cash should be approved
13 by the Court as fair, reasonable, and adequate; (2) to award Plaintiffs’ Counsel attorneys’ fees and
14 expenses out of the Settlement Fund (as defined in the Notice of Proposed Settlement of Class Action
15 (“Notice”), which is discussed below), (3) to pay Plaintiffs for their time and expenses they incurred in
16 representing the Class in this Litigation out of the Settlement Fund, and (4) the Plan of Allocation
17 should be approved by the Court as fair, reasonable, and adequate

18 This Litigation is a securities class action brought on behalf of those Persons who purchased or
19 otherwise acquired the common stock of Model N pursuant or traceable to the Registration Statement
20 and Prospectus (“Registration Statement”) issued in connection with the Company’s March 20, 2013
21 initial public offering (“IPO”) during the period beginning on March 20, 2013 and ending on September
22 16, 2013 (“Class Members”), against Model N, certain of its key executives and directors, and
23 underwriters of Model N’s IPO (collectively, “Defendants”) for allegedly misstating and omitting
24 material facts from the Registration Statement filed with the SEC in connection with the IPO, including:
25 by failing to disclose in the Registration Statement that, at the time of the IPO, Model N was
26 experiencing sales execution challenges – the inability to close and book sales – that were reasonably
27 likely to (and in fact did) reverse the growing bookings and revenue trends reported in the Registration
28 Statement and cause future bookings and revenues to decline Defendants deny all of Plaintiffs’
allegations.

1 IF YOU PURCHASED OR OTHERWISE ACQUIRED MODEL N COMMON STOCK
2 PURSUANT OR TRACEABLE TO THE COMPANY'S REGISTRATION STATEMENT FILED
3 WITH THE SEC IN CONNECTION WITH THE COMPANY'S MARCH 20, 2013 IPO, YOUR
4 RIGHTS WILL BE AFFECTED BY THE SETTLEMENT OF THIS LITIGATION.

5 To share in the distribution of the Net Settlement Fund, you must submit a Proof of Claim by
6 mail (postmarked no later than _____, 2016) or electronically no later than _____, 2016. Your
7 failure to submit your Proof of Claim by _____, 2016, will subject your claim to rejection and
8 preclude your receiving any of the recovery in connection with the settlement of this Litigation. If you
9 are a Member of the Class and do not request exclusion, you will be bound by the settlement and any
10 judgment and release entered in the Litigation, including, but not limited to, the Judgment, whether or
11 not you submit a Proof of Claim.

12 If you have not received a copy of the Notice, which more completely describes the settlement
13 and your rights thereunder (including your right to object to the settlement or exclude yourself from the
14 settlement), and a Proof of Claim form, you may obtain these documents, as well as a copy of the
15 Stipulation (which, among other things, contains definitions for the defined terms used in this Summary
16 Notice) and other settlement documents, online at www.modelnsecuritieslitigation.com, or by writing
17 to

18 *Model N Securities Litigation*
19 Claims Administrator
20 c/o Gilardi & Co. LLC
21 P O. Box 990
Corte Madera, CA 94976-0990
Phone: 1-844-861-5485

22 Inquiries should NOT be directed to Defendants, the Court, or the Clerk of the Court. Inquiries
23 may also be made to a representative of Lead Counsel.

24 ROBBINS GELLER RUDMAN
25 & DOWD LLP
26 Shareholder Relations
27 Rick Nelson
28 655 West Broadway, Suite 1900
San Diego, CA 92101
Phone: 1-800-449-4900

1 IF YOU DESIRE TO BE EXCLUDED FROM THE CLASS, YOU MUST SUBMIT A
2 REQUEST FOR EXCLUSION SUCH THAT IT IS POSTMARKED NO LATER THAN
3 _____, 2016, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE. ALL
4 MEMBERS OF THE CLASS WHO HAVE NOT REQUESTED EXCLUSION FROM THE CLASS
5 WILL BE BOUND BY THE SETTLEMENT ENTERED IN THE LITIGATION EVEN IF THEY DO
6 NOT FILE A TIMELY PROOF OF CLAIM

7 IF YOU ARE A CLASS MEMBER, YOU HAVE THE RIGHT TO OBJECT TO THE
8 SETTLEMENT, THE PLAN OF ALLOCATION, THE REQUEST BY PLAINTIFFS' COUNSEL
9 FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES, AND/OR THE PAYMENT TO
10 PLAINTIFFS FOR THEIR TIME AND EXPENSES ANY OBJECTIONS MUST BE FILED WITH
11 THE COURT AND SENT TO LEAD COUNSEL BY _____, 2016, IN THE MANNER AND
12 FORM EXPLAINED IN THE NOTICE

13
14 DATED: _____

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA, COUNTY OF SAN MATEO
HONORABLE MARIE S. WEINER

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MODEL N

Service List - 11/30/2015 (14-0118)

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Counsel for Defendant(s)

Susan S. Muck
Fenwick & West LLP
555 California Street, Suite 1200
San Francisco, CA 94104
415/875-2300
415/281-1350 (Fax)

Felix S. Lee
Michael Davis-Wilson
Fenwick & West, LLP
801 California Street
Mountain View, CA 94041
650/335-7175
650/938-5200 (Fax)

Norman J. Blears
Matthew J. Dolan
Sidley Austin LLP
1001 Page Mill Road, Building 1
Palo Alto, CA 94304
650/565-7000
650/565-7100 (Fax)

Robin E. Weckin
Sidley Austin LLP
701 Fifth Avenue, 42nd Floor
Seattle, WA 98104
206/262-7680
415/772-7400 (Fax)

Counsel for Plaintiff(s)

Francis A. Bottini Jr.
Yury A. Kolesnikov
Bottini & Bottini, Inc.
7817 Ivanhoe Avenue, Suite 102
La Jolla, CA 92037
858/914-2001
858/914-2002 (Fax)

Joel H. Bernstein
David J. Goldsmith
Labaton Sucharow LLP
140 Broadway, 34th Floor
New York, NY 10005
212/907-0700
212/818-0477 (Fax)

Christopher P. Seefer
David W. Hall
Robbins Geller Rudman & Dowd LLP
Post Montgomery Center
One Montgomery Street, Suite 1800
San Francisco, CA 94104
415/288-4545
415/288-4534 (Fax)