

Performant Financial Corp
 Form 4
 March 09, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Haughton Jeffrey

(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]

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/06/2016		M	18,750	A \$ 0	51,437	D
Common Stock	03/06/2016		F	8,209 <u>(1)</u>	D \$ 1.71	43,228	D
Common Stock	03/07/2016		M	22,500	A \$ 0	65,728	D
Common Stock	03/07/2016		F	9,500 <u>(1)</u>	D \$ 1.65	56,228	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(3)					(2) (2)	Common Stock	20,000
Restricted Stock Units	(3)					(4) (4)	Common Stock	82,270
Restricted Stock Units	(3)	03/06/2017		M	22,500	(5) (5)	Common Stock	22,500
Restricted Stock Units	(3)	03/07/2017		M	18,750	(6) (6)	Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haughton Jeffrey 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551			Chief Operating Officer	

Signatures

/s/ Hakan Orvell, Attorney-in-Fact for Jeffrey R. Haughton
03/08/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (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.
Restricted Stock Unit Award granted on February 22, 2016. 25% of the shares vested on March 7, 2016, with 25% more vesting on each
- (5) 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.
Restricted Stock Unit Award granted on March 7, 2015. Upon the achievement of certain financial metrics the grant vested with respect
- (6) 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.

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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