

Ament David J.
Form 4
April 26, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PCP MANAGERS, LLC

(Last) (First) (Middle)

C/O PARTHENON CAPITAL
PARTNERS, FOUR
EMBARCADERO CENTER,
SUITE 3610

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Performant Financial Corp [PFMT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	04/24/2013		S		5,000,000	D	\$ 11.49	17,729,424	I	See footnote <u>(1)</u>
Common Stock, par value \$0.0001 per share	04/24/2013		J ⁽²⁾⁽³⁾		39,200	D	\$ 0	17,690,224	I	See footnote <u>(1)</u>

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PCP MANAGERS, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	X
PCap II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	X
PCap Partners II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	X
PARTHENON INVESTORS II. L.P. C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	X
Ament David J. C/O PARTHENON CAPITAL PARTNERS	X

FOUR EMBARCADERO CENTER, SUITE 3610
SAN FRANCISCO, CA 94111

Signatures

PCP Managers, LLC, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member	04/26/2013
_____ **Signature of Reporting Person	Date
PCap II, LLC, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member	04/26/2013
_____ **Signature of Reporting Person	Date
PCap Partners II, LLC, by PCap II, LLC, its Managing Member, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member	04/26/2013
_____ **Signature of Reporting Person	Date
Parthenon Investors II, L.P., by PCap Partners II, LLC, its General Partner, by PCap II, LLC, its Managing Member, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member	04/26/2013
_____ **Signature of Reporting Person	Date
Carol Anne Huff, Attorney-in-Fact for David J. Ament	04/26/2013
_____ **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).
- The reported shares are owned of record by Parthenon DCS Holdings, LLC ("DCS Holdings"). PCP Managers, LLC is the managing member of PCap II, LLC ("PCap"), which is the managing member of PCap Partners II, LLC ("PCap Partners"), which is the general partner of Parthenon Investors II, L.P. ("Parthenon Investors"), which is the manager of DCS Holdings. Mr. Ament is a Managing
- (1) Member of PCP Managers, LLC. Each of the Reporting Persons may be deemed to beneficially own the shares owned of record by DCS Holdings. Each of the Reporting Persons disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of each such Reporting Person's pecuniary interest therein.
- Reflects a pro rata distribution of 39,200 shares of common stock of the issuer by DCS Holdings, the record owner of the shares, to Parthenon Investors on April 24, 2013 (the "DCS Holdings Distribution"). Following the DCS Holdings Distribution and on the same
- (2) day, Parthenon Investors further distributed (on a pro rata basis) all 39,200 shares to PCap Partners (the "Parthenon Investors Distribution"). Following the Parthenon Investors Distribution and on the same day, PCap Partners further distributed (on a pro rata basis) all 39,200 shares to certain of its members, including PCap (the "PCap Partners Distribution"). (continued in footnote 3)
- Following the PCap Partners Distribution and on the same day, PCap further distributed (on a pro rata basis) the 30,000 shares it received from PCap Partners to one of its members (such distribution, collectively with the DCS Holdings Distribution, the Parthenon Investors
- (3) Distribution and the PCap Partners Distribution, the "Distributions"). The Distributions were made to facilitate charitable contributions of the reported shares by certain indirect holders of interests in DCS Holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.