

Performant Financial Corp
 Form 3
 August 21, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Haughton Jeffrey | | (Month/Day/Year) | Performant Financial Corp [PFMT] | |
| (Last) | (First) | (Middle) | 08/04/2015 | |
| 333 NORTH CANYONS PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LIVERMORE, Â CA Â 94551 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) (specify below) | |
| (Zip) | | | Executive Vice President | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,125 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 07/15/2024 | Common Stock | 100,000 | \$ 10.55 | D | Â |
| Restricted Stock Units | Â (2) | 07/15/2024 | Common Stock | 30,000 | \$ 0 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 03/17/2025 | Common Stock | 100,000 | \$ 3.57 | D | Â |
| Restricted Stock Units | Â (4) | 03/17/2025 | Common Stock | 75,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haughton Jeffrey 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Hakan Orvell 08/21/2015
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Stock Option Award was granted on 7/15/2014. The option grant will vest over a four-year period. 27,083 options have become vested and exercisable as of 8/15/2015. The remaining options will become vested and exercisable in monthly installments until 7/25/2018.
- (2) Restricted Stock Unit award was granted on 7/15/2014. 10,000 Restricted Stock Units were previously exercised with 3,875 shares of common stock surrendered to pay tax liability due on vesting of the Restricted Stock Units. The remaining 30,000 units will vest and become exercisable in 10,000 unit increments on each of 7/15/2016, 7/15/2017, and 7/15/2018.
- (3) The Stock Option Award was granted on 3/17/2015. The option grant will vest over a four-year period. Currently, none of the options are exercisable and all of the options are outstanding. 25,000 options will vest and become exercisable on 3/17/2016. The remaining options will vest and become exercisable on a monthly basis from 4/17/2016 until 7/25/2019.
- (4) Restricted Stock Unit award was granted on 3/17/2015. Currently, none of the Restricted Stock Units have vested and all of the Restricted Stock Units are outstanding. 37,500 units will vest and become exercisable on 3/05/2016, 18,750 units will vest and become exercisable on 3/05/2017 and the remaining 18,750 units will vest and become exercisable on 3/05/2018.

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.