

Performant Financial Corp
Form 3
April 17, 2017

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 *

Johnston Ian

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/06/2017

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
See Remarks

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

333 NORTH CANYONS
PARKWAY

(Street)

LIVERMORE, CA 94551

(City)

(State)

(Zip)

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, par value \$0.0001 per share 24,121

D

^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	Â <u>(1)</u>	08/10/2022	Common stock	54,979	\$ 10.6	D	Â
Restricted Stock Units	Â <u>(2)</u>	08/13/2024	Common stock	6,250	\$ 0	D	Â
Performance Stock Units	Â <u>(3)</u>	03/17/2025	Common stock	5,750	\$ 0	D	Â
Restricted Stock Units	Â <u>(4)</u>	06/18/2025	Common stock	45,000	\$ 0	D	Â
Restricted Stock Units	Â <u>(5)</u>	02/22/2026	Common stock	33,750	\$ 0	D	Â
Restricted Stock Units	Â <u>(6)</u>	04/06/2027	Common stock	60,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Ian 333 NORTH CANYONS PARKWAY LIVERMORE,Â CAÂ 94551	Â	Â	Â See Remarks	Â

Signatures

PERFORMANT FINANCIAL CORPORATION, By: /s/ Hakan L. Orvell, Attorney-in-Fact for
Ian Johnston

04/17/2017

__Signature of Reporting Person

Date

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).

The Stock Option award was granted on 08/10/2012. The option award vests as to 1/5th of the total number of shares subject to the option
(1) 12 months after the vesting commencement date, and the remaining shares vest at a rate of 1/60th of the total number of shares subject to the option each month thereafter provided that the Reporting Person remains in continuous service through each vest date.

Restricted Stock Unit award was granted on 08/13/2014. The restricted stock unit award vests at a rate of 25% annually on the first,
(2) second, third and fourth anniversaries of the grant date, provided that the Reporting Person remains in continuous service through each vest date.

Performance Stock Unit award was granted on 03/17/2015. The performance stock award vested as to 50% of the covered shares on
(3) March 5, 2016 and as to 25% of the covered shares on March 5, 2017 and will vest as to 25% of the covered shares on March 5, 2018.

Restricted Stock Unit award was granted on 06/18/2015. The restricted stock unit award vests at a rate of 25% annually on the first,
(4) 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 was granted on 02/22/16. 25% of the shares vested on March 7, 2017, with 25% more vesting on each of the
(5) first, second and third anniversaries of the initial vest date, provided that the Reporting Person remains in continuous service through each vest date.

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- (6) Restricted Stock Unit award was granted on 04/06/17. The restricted stock unit award 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.

Â

Remarks:

ViceÂ PresidentÂ andÂ ChiefÂ AccountingÂ Officer

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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