

Performant Financial Corp
 Form 4
 March 08, 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 *
 Leach Harold Jr

(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 Compliance 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/06/2017 | | M | | 18,750 A \$ 0 | 336,361 | D |
| Common Stock | 03/06/2017 | | F | | 8,209 (1) D \$ 1.71 | 328,152 | D |
| Common Stock | 03/07/2017 | | M | | 30,000 A \$ 0 | 358,152 | D |
| Common Stock | 03/07/2017 | | F | | 12,839 (1) D \$ 1.65 | 345,313 | 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 | (2) | 03/07/2017 | | M | 30,000 | (3) (3) | Common Stock | 30,000 |
| Restricted Stock Units | (2) | | | | | (4) (4) | Common Stock | 13,250 |
| Restricted Stock Units | (2) | 03/06/2016 | | M | 18,750 | (5) (5) | Common Stock | 18,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leach Harold Jr 333 NORTH CANYONS PARKWAY LIVERMORE, CA 94551 | | | Chief Compliance Officer | |

Signatures

/s/ Hakan Orvell, Attorney-in-Fact for Harold Jr. Leach 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)

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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 Reporting Person.

- (3) Restricted Stock Unit Award granted on February 22, 2016. 25% of the shares vested on March 7, 2016, with 25% more vesting on each 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.
- (4) Restricted Stock Unit Award granted on August 13, 2014 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.

- (5) Restricted Stock Unit Award granted on June 17, 2015. Upon the achievement of certain financial metrics the grant vested with respect 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. 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.