

MODEL N, INC.
Form SC 13G
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

Model N, Inc.
(Name of Issuer)

Common Stock, \$0.00015 par value
(Title of Class of Securities)

607525102
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS
First Light Asset Management, LLC

- 1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
46-3521994
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3** SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION
- 4** Delaware
- | | | |
|---|-----------|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| | 0 | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 | SHARED VOTING POWER |
| | 1,726,404 | |
| | 7 | SOLE DISPOSITIVE POWER |
| | 0 | |
| | 8 | SHARED DISPOSITIVE POWER |
| | 1,726,404 | |
- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,726,404
- 10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES
- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.49%
- 12** TYPE OF REPORTING PERSON
IA

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NAME OF REPORTING
PERSONS
Mathew P. Arens

1

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS
(ENTITIES ONLY)

(a)

2

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP

(b)

3

SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

United State of America
SOLE
VOTING
5 POWER

NUMBER OF
SHARES
0
SHARED
VOTING
6 POWER

BENEFICIALLY
OWNED BY
1,726,404

EACH
REPORTING
SOLE
DISPOSITIVE
7 POWER

PERSON
WITH:
0
SHARED
DISPOSITIVE
8 POWER

9

1,726,404
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10

1,726,404

11 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW 9 EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 5.49%
TYPE OF REPORTING
PERSON
IN

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Item 1(a). Name of Issuer:

Model N, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

777 Mariners Island Boulevard, Suite 300, San Mateo, CA 94404

Item 2(a). Name of Person Filing:

This Schedule 13G is being jointly filed by the following:

First Light Asset Management, LLC ("First Light")

Mathew P. Arens ("Mr. Arens")

First Light is deemed to be the beneficial owner of the Issuer's shares reflected in Item 4 below by virtue of the fact that it acts as investment adviser to certain persons, each of whom has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, those shares. Mr. Arens is also deemed to be the beneficial owner of these shares because of his position as managing member and majority owner of First Light.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each of the reporting persons identified in Item 2(a) has its principal business office at:

3300 Edinborough Way, Suite 201, Edina, MN 55435

Item 2(c). Citizenship:

First Light Asset Management, LLC – Delaware limited liability company

Mathew P. Arens – United States citizen

Item 2(d). Title of Class of Securities:

Common Stock, \$0.00015 par value

Item 2(e). CUSIP Number:

607525102

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);

(j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
First Light Asset Management,
LLC – 1,726,404

Mathew P. Arens – 1,726,404

(b) Percent of class:

First Light Asset Management,
LLC – 5.49%

Mathew P. Arens – 5.49%

(c) Number of shares as to which
such person has:

(i) Sole power to vote or to
direct the vote
First Light Asset
Management, LLC – 0

Mathew P. Arens – 0

(ii) Shared power to vote or
to direct the vote
First Light Asset
Management, LLC –
1,726,404

Mathew P. Arens –
1,726,404

(iii) Sole power to dispose or
to direct the disposition
of
First Light Asset
Management, LLC – 0

Mathew P. Arens – 0

(iv) Shared power to dispose
or to direct the
disposition of
First Light Asset
Management, LLC –
1,726,404

Mathew P. Arens –
1,726,404

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**FIRST LIGHT ASSET
MANAGEMENT, LLC**

Date: February 14, 2019

By: /s/ Jin K. Lien
Name: Jin K. Lien
Title: Chief Compliance Officer

Date: February 14, 2019

Signature:/s/ Mathew P. Arens

Name: Mathew P. Arens

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Exhibit A

JOINT FILING AGREEMENT

The Undersigned agree that the statement on Schedule 13G with respect to the common stock of Model N, Inc. dated as of February 14, 2019, is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

**FIRST LIGHT ASSET
MANAGEMENT, LLC**

By: /s/ Jin K. Lien
Name: Jin K. Lien
Title: Chief Compliance Officer

Signature: /s/ Mathew P. Arens
Name: Mathew P. Arens