Medidata Solutions, Inc. Form 4

February 27, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

2005

0.5

January 31, Expires:

Estimated average burden hours per response...

Other (specify

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Pray Michael

2. Issuer Name and Ticker or Trading Symbol

Medidata Solutions, Inc. [MDSO]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

Common

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/23/2017

Filed(Month/Day/Year)

Director 10% Owner

(Check all applicable)

EVP, GM Global Sales

C/O MEDIDATA SOLUTIONS. INC., 350 HUDSON STREET, 9TH **FLOOR** 

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Officer (give title

NEW YORK, NY 10014

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

(Instr. 3 and 4) (D) Price

Code V Amount 9.597

A

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

\$0

47,323

Transaction(s)

D

Stock

02/23/2017

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SEC 1474 (9-02)

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

#### Edgar Filing: Medidata Solutions, Inc. - Form 4

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (Performance-Related)	\$ 0	02/23/2017		A	9,597	(2)	(2)	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pray Michael C/O MEDIDATA SOLUTIONS, INC. 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014

EVP, GM Global Sales

## **Signatures**

/s/ Kathryn E. Schneider, Attorney-in-Fact

02/27/2017

\*\*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).
- Award of shares of restricted stock under the issuer's Second Amended & Restated 2009 Long-Term Incentive Plan (the "2009 LTIP") on (1) February 23, 2017. The restrictions will lapse with respect to one-fourth of the shares on each of February 23, 2018, February 23, 2019, February 23, 2020, and February 23, 2021.
  - Award of PBRSUs under the 2009 LTIP on February 23, 2017. The number of PBRSUs represents a target amount. Each PBRSU represents a contingent right to receive 0-200% of that target number of shares of the issuer's common stock, (i) 50% based on the issuer's
- (2) TSR as compared to the TSR of companies in the Russell 2000 Index for the three years ending December 31, 2019, and (ii) 50% based on the Company's GAAP Net Income attainment for the three years ending December 31, 2019. The shares will vest immediately upon being earned.

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.

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