

Medidata Solutions, Inc.

Form 4

February 27, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bergmann Rouven

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Medidata Solutions, Inc. [MDSO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price
Common Stock	02/23/2017		A ⁽¹⁾		26,392	A	\$ 0
Common Stock	02/24/2017		F		3,142 ⁽²⁾	D	\$ 55.6
Common Stock	02/24/2017		F		1,806 ⁽²⁾	D	\$ 55.6

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Performance Related)	\$ 0	02/23/2017		A		26,392		(3)	(3)	Common Stock	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bergmann Rouven C/O MEDIDATA SOLUTIONS, INC. 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014	Chief Financial Officer

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.

(2) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of previously awarded restricted stock.

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 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.

(3)

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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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