Larsen Jill Form 4 April 25, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

if no longer

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)

See Instruction

1. Name and Address of Reporting Person * Larsen Jill

2. Issuer Name and Ticker or Trading Symbol

Medidata Solutions, Inc. [MDSO]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

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

(Month/Day/Year) 04/23/2018

X_ Officer (give title below) EVP, Human Resources

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10014

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

(Zip)

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

Securities Beneficially Owned Following Reported

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

(A) or Amount

Transaction(s) (Instr. 3 and 4)

Code V (D) Price

A

Common 04/23/2018 Stock

27,582 A (1)

\$0 27,596 D

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

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

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Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlyi (Instr. 3 a
	Security				(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (Performance-Related)	\$ 0	04/23/2018		Code V A	(A) (D) 10,343	(2)	(2)	Comm
Stock Options (right to buy)	\$ 72.51	04/23/2018		A	17,200	<u>(3)</u>	04/23/2028	Comm

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP, Human Resources

Signatures

/s/ Michael I. Otner, Attorney-in-Fact

04/25/2018

**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) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP"). The restrictions will lapse with respect to one-fourth of the shares on each of April 23, 2019, April 23, 2020, April 23, 2021, and April 23, 2022.
 - Award of PBRSUs under the 2017 LTIP on April 23, 2018. 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
- (2) compared to the TSR of companies in the Russell 2000 Index for the three years ending December 31, 2020, and (ii) 50% based on the Company's GAAP Net Income attainment for the three years ending December 31, 2020. The shares will vest immediately upon being earned.
- (3) The options vested as to 25% of the shares on April 23, 2019 and 1/36th of the remaining options will become exercisable each month thereafter for the next 36 months.
- (4) Granted as compensation for services.

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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