

Bergmann Rouven  
Form 4  
February 14, 2019

**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  
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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)

**02/12/2019**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Stock                       | 02/12/2019                              |   | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>38,236<br>Price<br>\$ 71.98    | 114,760  | D   |   |
| Common<br>Stock                       | 02/12/2019                              |   | F                                       | (2)<br>17,093<br>D<br>\$ 71.36                                      | 97,667   | D   |   |
| Common<br>Stock                       | 02/12/2019                              |   | A                                       | (3)<br>25,395<br>A<br>\$ 0  | 123,062  | D   |   |
| Common<br>Stock                       | 02/12/2019                              |   | A                                       | (4)<br>7,256<br>A<br>\$ 0   | 130,318  | 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<br>(Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Underlying Security<br>(Instr. 3 and 4) |                  |                 |              |
|---|--|---|---|-----------------------------------|--|---|--|------------------|-----------------|--------------|
|   |  |   |   | Code                              | V  | (A)   | (D)  | Date Exercisable | Expiration Date | Title        |
| Restricted Stock Units<br>(Performance-Related) | \$ 0   | 02/12/2019                              |   | A                                 |  | 25,395  |  | <u>(5)</u>       | <u>(5)</u>      | Common Stock |

## Reporting Owners

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

## Signatures

/s/ Michael I. Otner,  
Attorney-in-Fact 02/14/2019

\_\_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) Represents restricted stock units earned in connection with a performance-based restricted stock unit ("PBRSU") award on February 26, 2016, based on achievement of certain TSR performance targets for the three years ended December 31, 2018. The restricted stock units were settled at 200% of the target grant amount. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(2) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of the PBRSU award referenced above.

(3) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP") on February 12, 2019. The restrictions will lapse with respect to one-fourth of the shares on each of February 12, 2020, February 12, 2021, February 12, 2022, and February 12, 2023.

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- (4) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP") on February 12, 2019. The restrictions will lapse with respect to one-half of the shares on each of February 12, 2020 and February 12, 2021.

- Award of PBRsUs under the 2017 LTIP on February 12, 2019. The number of PBRsUs represents a target amount. Each PBRsU represents a contingent right to receive 0-225% 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, 2021, and (ii) 50% based on the Company's revenue attainment for the three years ending December 31, 2021. The shares will vest immediately upon being earned.
- (5)

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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