



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 4561

February 22, 2016

Mark Tisdell  
Chief Financial Officer  
Model N, Inc.  
1600 Seaport Boulevard, Suite 400  
Pacific Shores Center – Building 6  
Redwood City, CA 94063

**Re: Model N, Inc.**  
**Form 10-K for the Fiscal Year Ended September 30, 2015**  
**Filed November 23, 2015**  
**File No. 001-35840**

Dear Mr. Tisdell:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kathleen Collins

Kathleen Collins  
Accounting Branch Chief  
Office of Information Technologies  
and Services