

Performant Financial Corp
 Form 4
 June 12, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PCP MANAGERS, LLC

(Last) (First) (Middle)

C/O PARTHENON CAPITAL PARTNERS, FOUR EMBARCADERO CENTER, SUITE 3610

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Performant Financial Corp [PFMT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.0001 per share | 06/09/2014 | | S | | 1,211,632 | D | \$ 9.4 |
| | | | | | 14,498,270 | I | |

See footnote (1)

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PCP MANAGERS, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111 | | X | | |
| PCap II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111 | | X | | |
| PCap Partners II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111 | | X | | |
| PARTHENON INVESTORS II. L.P. C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111 | | X | | |
| Ament David J. C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111 | | X | | |
| KESSINGER WILLIAM C C/O PARTHENON CAPITAL PARTNERS | | X | | |

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FOUR EMBARCADERO CENTER, SUITE 3610
SAN FRANCISCO, CA 94111

Signatures

| | |
|---|------------|
| PCP Managers, LLC, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member | 06/11/2014 |
| __Signature of Reporting Person | Date |
| PCap II, LLC, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member | 06/11/2014 |
| **Signature of Reporting Person | Date |
| PCap Partners II, LLC, by PCap II, LLC, its Managing Member, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member | 06/11/2014 |
| **Signature of Reporting Person | Date |
| Parthenon Investors II, L.P., by PCap Partners II, LLC, its General Partner, by PCap II, LLC, its Managing Member, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing Member | 06/11/2014 |
| **Signature of Reporting Person | Date |
| Carol Anne Huff, Attorney-in-Fact for David J. Ament | 06/11/2014 |
| **Signature of Reporting Person | Date |
| Carol Anne Huff, Attorney-in-Fact for William C. Kessinger | 06/11/2014 |
| **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) The reported shares are owned of record by Parthenon DCS Holdings, LLC ("DCS Holdings"). PCP Managers, LLC is the managing member of PCap II, LLC, which is the managing member of PCap Partners II, LLC, which is the general partner of Parthenon Investors II, L.P., which is the manager of DCS Holdings. Messrs. Ament and Kessinger are Managing Members of PCP Managers, LLC. Mr. Kessinger is also a Managing Director of Parthenon Capital Partners, a private equity firm and affiliate of PCap Partners II, LLC. Each of the Reporting Persons may be deemed to beneficially own the shares owned of record by DCS Holdings. Each of the Reporting Persons disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of each such Reporting Person's pecuniary interest therein.

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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