

KESSINGER WILLIAM C
Form 4
April 26, 2013

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 *
KESSINGER WILLIAM C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2013

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	04/24/2013		S		5,000,000	D	\$ 11.49
					17,729,424	I	
Common Stock, par value \$0.0001 per share	04/24/2013		J ⁽²⁾⁽³⁾		35,600	D	\$ 0
					17,690,224	I	

See footnote (1)

See footnote (1)

Common Stock, par value \$0.0001 per share							3,600 ⁽⁴⁾	D
Common Stock, par value \$0.0001 per share	04/24/2013		G	V	1,200	D	\$ 0 2,400	D
Common Stock, par value \$0.0001 per share	04/25/2013		G	V	2,400	D	\$ 0 0	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 (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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KESSINGER WILLIAM C C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610		X		

SAN FRANCISCO, CA 94111

Signatures

/s/ Carol Anne Huff as
Attorney-in-Fact

04/26/2013

__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).

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 ("PCap"), which is the managing member of PCap Partners II, LLC ("PCap Partners"), which is the general partner of Parthenon Investors II, L.P. ("Parthenon Investors"), which is the manager of DCS Holdings. Mr. Kessinger is a Managing

- (1) Member of PCP Managers, LLC and a Managing Director of Parthenon Capital Partners, a private equity firm and affiliate of PCap Partners, and therefore may be deemed to beneficially own the shares owned of record by DCS Holdings. Mr. Kessinger disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Mr. Kessinger is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of his pecuniary interest therein.

Reflects a pro rata distribution of 39,200 shares of common stock of the issuer by DCS Holdings, the record owner of the shares, to Parthenon Investors on April 24, 2013 (the "DCS Holdings Distribution"). Following the DCS Holdings Distribution and on the same day, Parthenon Investors further distributed (on a pro rata basis) all 39,200 shares to PCap Partners (the "Parthenon Investors

- (2) Distribution"). Following the Parthenon Investors Distribution and on the same day, PCap Partners further distributed (on a pro rata basis) all 39,200 shares to certain of its members, including Mr. Kessinger and PCap (the "PCap Partners Distribution"). (continued in footnote 3)

Following the PCap Partners Distribution and on the same day, PCap further distributed (on a pro rata basis) the 30,000 shares it received from PCap Partners to one of its members (such distribution, collectively with the DCS Holdings Distribution, the Parthenon Investors Distribution and the PCap Partners Distribution, the "Distributions"). The Distributions were made to facilitate charitable contributions of the reported shares by certain indirect holders of interests in DCS Holdings, including Mr. Kessinger.

- (3)
- (4) Represents shares of common stock of the issuer received by Mr. Kessinger pursuant to the Distributions. In previous reports, Mr. Kessinger reported indirect beneficial ownership of these shares, which were previously held of record by DCS Holdings.

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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