

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES****OMB APPROVAL**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Chilton Anton</u>  (Last) (First) (Middle) <u>100 INNOVATION PLACE</u>  (Street) <u>SANTA BARBARA CA 93108</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>06/09/2015</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>QAD INC [ QADA, QADB ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP, Global Services</u>  <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock (\$0.001 par value)	13,614	D	
Class B Common Stock (\$0.001 par value)	164	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Right (Right to Buy)	02/05/2010 <sup>(1)</sup>	02/05/2017	Class A Common Stock	4,000 <sup>(1)</sup>	5.04	D	
Stock Appreciation Right (Right to Buy)	10/15/2010 <sup>(2)</sup>	10/15/2017	Class A Common Stock	2,000 <sup>(2)</sup>	9.8	D	
Stock Appreciation Right (Right to Buy)	06/07/2012 <sup>(3)</sup>	06/07/2019	Class A Common Stock	3,375 <sup>(3)</sup>	9.95	D	
Stock Appreciation Right (Right to Buy)	06/12/2013 <sup>(4)</sup>	06/12/2020	Class A Common Stock	7,500 <sup>(4)</sup>	12.85	D	
Stock Appreciation Right (Right to Buy)	06/11/2014 <sup>(5)</sup>	06/11/2021	Class A Common Stock	7,500 <sup>(5)</sup>	11.81	D	
Stock Appreciation Right (Right to Buy)	02/05/2010 <sup>(6)</sup>	02/05/2017	Class B Common Stock	1,000 <sup>(6)</sup>	5.04	D	
Stock Appreciation Right (Right to Buy)	10/15/2010 <sup>(7)</sup>	10/15/2017	Class B Common Stock	500 <sup>(7)</sup>	9.8	D	

**Explanation of Responses:**

- Original 16,000 SAR grant was made on February 5, 2009. All 16,000 SARs are fully vested. 12,000 SARs have been exercised leaving 4,000 unexercised SARs.
- Original 4,000 SAR grant was made on October 15, 2009. All 4,000 SARs are fully vested. 2,000 SARs have been exercised leaving 2,000 unexercised SARs.
- Original 4,500 SAR grant was made on June 7, 2011. All 4,500 SARs are fully vested. 1,125 SARs have been exercised leaving 3,375 unexercised SARs.
- Original 7,500 SAR grant was made on June 12, 2012. 3,750 SARs have vested. 1,875 SARs will vest on June 12, 2015 and 1,875 shares will vest on June 12, 2016.
- Original 7,500 SAR grant was made on June 11, 2013. 1,875 SARs have vested. 1,875 SARs will vest on each of June 11, 2015, June 11, 2016 and June 11, 2017.
- Original 4,000 SAR grant was made on February 5, 2009. All 4,000 SARs are fully vested. 3,000 SARs have been exercised leaving 1,000 unexercised SARs.
- Original 1,000 SAR grant was made on October 15, 2009. All 1,000 SARs are fully vested. 500 SARs have been exercised leaving 500 unexercised SARs.

**Remarks:**

Betty Weinert, attorney in fact 06/11/2015  
for Anton Chilton

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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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