

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LOPKER KARL F	QAD INC [QADA]	X Director X 10% Owner
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	X Officer (give title below) Other (specify below)
100 INNOVATION PLACE	01/31/2011	CEO
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SANTA BARBARA CA 93108		X Form filed by One Reporting Person
(City) (State) (Zip)		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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock (\$0.001 par value)	01/10/2011		J ⁽¹⁾⁽²⁾	59	A	\$9.81	157,914	I	Juliana Lopker Trust
Class A Common Stock (\$0.001 par value)	01/10/2011		J ⁽¹⁾⁽²⁾	160	A	\$9.81	129,472	I	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	01/10/2011		J ⁽¹⁾⁽²⁾	42,397	A	\$9.81	6,913,625	I	Lopker Living Trust
Class A Common Stock (\$0.001 par value)	01/10/2011		J ⁽¹⁾⁽²⁾	31	A	\$9.81	5,020	I	Lopker Family 1997 Charitable Remainder Trust
Class A Common Stock (\$0.001 par value)	01/10/2011		J ⁽¹⁾⁽²⁾	345	A	\$9.81	54,545	D	
Class A Common Stock (\$0.001 par value)	01/31/2011		J ⁽¹⁾⁽²⁾	26	A	\$9.81	4,140	I	Pamela M. Lopker (spouse) - IRA
Class A Common Stock (\$0.001 par value)	01/31/2011		J ⁽¹⁾⁽²⁾	318	A	\$9.81	50,262	I	Pamela M. Lopker (spouse)
Class A Common Stock (\$0.001 par value)	01/31/2011		J	0	A	\$0	153,480	I	Bo Lopker Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This filing on Form 5 discloses the acquisition of shares of QAD Class A Common Stock dividend which is exempt from the reporting requirements of Section 16 pursuant to Rule 16a-9(a).
2. Received pursuant to a dividend paid on QAD's outstanding stock which was payable either in cash or QAD Class A Common Stock at the election of the holder. This Form 5 reports a stock dividend received.

Remarks:

Betty Weinert, attorney in fact 03/15/2011
for Karl F. Lopker

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.