

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

☐ 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

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)		
<u>LOPKER PAMELA M</u>			<u>QAD INC [ qadi ]</u>			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>President</b></p>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)					
<u>100 INNOVATION PLACE</u>			<u>01/31/2010</u>					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>SANTA BARBARA</u>	<u>CA</u>	<u>93108</u>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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 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			
Common Stock	10/08/2009		J <sup>(1)(2)</sup>	1,345	A	\$0	306,028	I	Juliana Lopker Trust
Common Stock	01/11/2010		J <sup>(1)(2)</sup>	1,212	A	\$0	295,232	I	Bo Lopker Trust
Common Stock	01/11/2010		J <sup>(1)(2)</sup>	312	A	\$0	300,961	D	
Common Stock	01/11/2010		J <sup>(1)(2)</sup>	41	A	\$0	10,177	I	IRA
Common Stock	12/21/2009		G <sup>(3)</sup>	95,000	D	\$0	17,460,980	I	Lopker Living Trust
Common Stock	01/11/2010		J <sup>(1)(2)</sup>	3,792	A	\$0	17,464,772	I	Lopker Living Trust
Common Stock	11/30/2009		G	10,000	D	\$0	126,364	I	Lopker Family Foundation
Common Stock	12/21/2009		G <sup>(4)</sup>	95,000	A	\$0	221,364	I	Lopker Family Foundation
Common Stock	01/11/2009		J <sup>(1)(2)</sup>	302	A	\$0	221,666	I	Lopker Family Foundation

**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 through a QAD 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 common stock which was payable either in cash or QAD common stock at the election of the holder. This Form 5 reports a stock dividend received.
3. This filing on Form 5 discloses the deposition of shares of QAD to the Lopker Family Foundation.
4. This filing on Form 5 discloses the acquisition of shares of QAD from the Lopker Living Trust.

Betty Weinert, Attorney in  
Fact for Pamela M. Lopker

03/16/2010

\*\* 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.**