

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

Washington, D.C. 20549

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

OMB Number: 3235-0104  
 Estimated average burden  
 hours per response: 0.5

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* <u>Palogic Value Management, L.P.</u> <hr/> (Last) (First) (Middle) 5310 HARVEST HILL ROAD SUITE 110 <hr/> (Street) DALLAS TX 75230 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2013	3. Issuer Name and Ticker or Trading Symbol <u>QAD INC [ QADA, QADB ]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	77,860	I	See Footnotes <sup>(1)(2)(3)</sup>
Class B Common Stock	314,391	I	See Footnotes <sup>(1)(2)(3)</sup>

**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			

1. Name and Address of Reporting Person* <u>Palogic Value Management, L.P.</u> <hr/> (Last) (First) (Middle) 5310 HARVEST HILL ROAD SUITE 110 <hr/> (Street) DALLAS TX 75230 <hr/> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Palogic Value Fund, LP</u> <hr/> (Last) (First) (Middle) 5310 HARVEST HILL ROAD SUITE 110 <hr/> (Street) DALLAS TX 75230 <hr/> (City) (State) (Zip)
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## 1. Name and Address of Reporting Person\*

[Palogic Capital Management, LLC](#)

(Last) (First) (Middle)

5310 HARVEST HILL ROAD  
SUITE 110

(Street)

DALLAS TX 75230

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[Vardeman Ryan L.](#)

(Last) (First) (Middle)

5310 HARVEST HILL ROAD  
SUITE 110

(Street)

DALLAS TX 75230

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is jointly filed by and on behalf of each of Palogic Value Management, L.P., Palogic Value Fund, L.P., Palogic Capital Management, LLC and Ryan L. Vardeman. Palogic Value Fund is the record and direct beneficial owner of the securities covered by this statement. Palogic Value Management is the investment manager and general partner of, and may be deemed to have indirect beneficial ownership of securities owned by, Palogic Value Fund. Palogic Capital Management is the general partner of, and may be deemed to have indirect beneficial ownership of securities owned by, Palogic Value Management. Ryan Vardeman is the sole member of, and may be deemed to have indirect beneficial ownership of securities owned by, Palogic Capital Management.

2. Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

3. Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

**Remarks:**

Exhibit Index Exhibit 99.1 - Joint Filer Information (filed herewith) Exhibit 99.2 - Joint Filing Agreement (filed herewith)

[PALOGIC VALUE  
MANAGEMENT, L.P., By:  
Palogic Capital Management,  
LLC, Its: General Partner, By: 04/18/2013  
/s/ Ryan L. Vardeman, Name:  
Ryan L. Vardeman, Title: Sole  
Member](#)  
[PALOGIC VALUE FUND,  
L.P., By: Palogic Value  
Management, L.P., Its: General  
Partner, By: Palogic Capital  
Management, LLC, Its: 04/18/2013  
General Partner, By: /s/ Ryan  
L. Vardeman, Name: Ryan L.  
Vardeman, Title: Sole Member](#)  
[PALOGIC CAPITAL  
MANAGEMENT, LLC, By: /s/  
Ryan L. Vardeman, Name: 04/18/2013  
Ryan L. Vardeman, Title: Sole  
Member](#)  
[/s/ Ryan L. Vardeman 04/18/2013](#)

\*\* 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.

**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.**

## JOINT FILER INFORMATION

## Other Reporting Person(s)

## 1. PALOGIC VALUE FUND, L.P.

Item	Information
Name:	PALOGIC VALUE FUND, L.P.
Address:	5310 Harvest Hill Road, Suite 110, Dallas, Texas 75230
Designated Filer:	Palogic Value Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	April 15, 2013
Issuer Name and Ticker or Trading Symbol:	QAD Inc. [QADA, QADB]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: Palogic Value Management, L.P. Its: General Partner  By: Palogic Capital Management, LLC Its: General Partner  By: /s/ Ryan L. Vardeman ----- Name: Ryan L. Vardeman Title: Sole Member Date: April 18, 2013

## 2. PALOGIC CAPITAL MANAGEMENT, LLC

Item	Information
Name:	PALOGIC CAPITAL MANAGEMENT, LLC
Address:	5310 Harvest Hill Road, Suite 110, Dallas, Texas 75230
Designated Filer:	Palogic Value Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	April 15, 2013
Issuer Name and Ticker or Trading Symbol:	QAD Inc. [QADA, QADB]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	

By: /s/ Ryan L. Vardeman

Name: Ryan L. Vardeman

Title: Sole Member

Date: April 18, 2013

3. RYAN L. VARDEMAN

Item	Information
Name:	RYAN L. VARDEMAN
Address:	5310 Harvest Hill Road, Suite 110, Dallas, Texas 75230
Designated Filer:	Palologic Value Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	April 15, 2013
Issuer Name and Ticker or Trading Symbol:	QAD Inc. [QADA, QADB]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	/s/ Ryan L. Vardeman ----- Date: April 18, 2013

## JOINT FILING AGREEMENT

April 18, 2013

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Date: April 18, 2013

PALOGIC VALUE MANAGEMENT, L.P.

By: Palogic Capital Management, LLC  
 Its: General Partner

By: /s/ Ryan L. Vardeman  
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Name: Ryan L. Vardeman  
 Title: Sole Member

PALOGIC VALUE FUND, L.P.

By: Palogic Value Management, L.P.  
 Its: General Partner

By: Palogic Capital Management, LLC  
 Its: General Partner

By: /s/ Ryan L. Vardeman  
 -----

Name: Ryan L. Vardeman  
 Title: Sole Member

PALOGIC CAPITAL MANAGEMENT, LLC

By: /s/ Ryan L. Vardeman  
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Name: Ryan L. Vardeman  
 Title: Sole Member

RYAN L. VARDEMAN

/s/ Ryan L. Vardeman  
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