

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

☐ 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**

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><br><u>LOPKER PAMELA M</u><br><br>(Last) (First) (Middle)<br><u>100 INNOVATION PLACE</u><br><br>(Street)<br><u>SANTA BARBARA CA 93108</u><br><br>(City) (State) (Zip) |  |  | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>QAD INC [ QADA ]</u> |  | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>President</u> |  |
|  |  |  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>09/20/2012</u>  |  |   |  |
|  |  |  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>               |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 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   |   |  |   |
| Class A Common Stock (\$0.001 par value) | 09/20/2012                           |  | J <sup>(1)</sup>               |   | 498   | A          | \$13.48 | 99,241  | D  |   |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 6,946,363   | D  |   |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 175,425   | I  | Lopker Family Foundation                              |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 5,084   | I  | Lopker Family 1997 Charitable Remainder Trust         |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 99,418  | I  | By spouse   |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 153,480   | I  | Bo Lopker Trust                                       |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 158,979   | I  | Juliana 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |   | (A) (D)  |  |                 | Title Amount or Number of Shares  |  |  |   |  |

**Explanation of Responses:**

1. Acquisition of shares pursuant to a stock dividend to shareholders of record on the transaction date by which reporting person, together with all other shareholders of the Company, could elect to receive stock or cash.

**Remarks:**

Betty Weinert, attorney in fact 09/24/2012  
for Pamela M. 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.**