

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

Washington, D.C. 20549

**OMB APPROVAL**

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☐ 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

|   |  |  |  |  |   |
|---|--|--|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>LOPKER KARL F</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) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>QAD INC [ QADA, QADB ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>CEO</u> |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/21/2014</u>        |  |   |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) | 07/21/2014                           |  | M                              |   | 60,000  | A          | \$14.74 | 152,575   | D  |   |
| Class A Common Stock (\$0.001 par value) | 07/21/2014                           |  | D                              |   | 43,870  | D          | \$20.16 | 108,705   | D  |   |
| Class A Common Stock (\$0.001 par value) | 07/21/2014                           |  | F                              |   | 4,845   | D          | \$20.16 | 103,860   | D  |   |
| Class B Common Stock (\$0.001 par value) | 07/21/2014                           |  | M                              |   | 15,000  | A          | \$14.74 | 43,548  | D  |   |
| Class B Common Stock (\$0.001 par value) | 07/21/2014                           |  | D                              |   | 13,107  | D          | \$16.87 | 30,441  | D  |   |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 6,788,464   | D  |   |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 154,437   | I  | Bo Lopker Trust                                       |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 159,887   | I  | Juliana Lopker Trust                                  |
| Class A Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 330,140   | 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) |                                      |  |                                |   |   |            |         | 103,511   | I  | By Spouse   |
| Class B Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 1,730,307   | D  |   |
| Class B Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 38,370  | I  | Bo Lopker Trust                                       |
| Class B Common Stock (\$0.001 par value) |                                      |  |                                |   |   |            |         | 39,463  | I  | Juliana Lopker Trust                                  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(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)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------|---|---|------------|-------|--|---|--|
|  |   |   | Code                           | V | Amount  | (A) or (D) | Price |  |   |  |
| Class B Common Stock (\$0.001 par value) |   |   |                                |   |   |            |       | 19,828   | I   | Lopker Family Foundation                                 |
| Class B Common Stock (\$0.001 par value) |   |   |                                |   |   |            |       | 1,247  | I   | Lopker Family 1997 Charitable Remainder Trust            |
| Class B Common Stock (\$0.001 par value) |   |   |                                |   |   |            |       | 30,193   | I   | By Spouse  |

**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<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date<br>(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)<br>(Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|--|--|---|---|--------------------------------|---|---|---|-----------------|---|----------------------------|--|---|--|---|
|  |  |   |   | Code                           | V |   | Date Exercisable  | Expiration Date | Title   | Amount or Number of Shares |  |   |  |   |
| Stock Appreciation Right (Right to Buy)    | \$14.74  | 07/21/2014                              |   | M                              |   | 60,000  | 09/06/2007  | 09/06/2014      | Class A Common Stock  | 60,000                     | \$0  | 0   | D  |   |
| Stock Appreciation Right (Right to Buy)    | \$14.74  | 07/21/2014                              |   | M                              |   | 15,000  | 09/06/2007  | 09/06/2014      | Class B Common Stock  | 15,000                     | \$0  | 0   | D  |   |

Explanation of Responses:

Remarks:

Betty Weinert, attorney in fact 07/22/2014  
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.

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