

As filed with the Securities and Exchange Commission on July 7, 2016.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**QAD INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**77-0105228**  
(IRS Employer  
Identification Number)

**100 Innovation Place  
Santa Barbara, California 93108  
(805) 566-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**QAD Inc. 2016 Stock Incentive Program**  
(Full Title of Plan)

**Daniel Lender**  
**Executive Vice President and Chief Financial Officer**  
**QAD Inc.**

**100 Innovation Place  
Santa Barbara, California 93108  
(805) 566-6000**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**with a copy to:**

Blase P. Dillingham, Esq.  
Craig D. Miller, Esq.  
Manatt, Phelps & Phillips, LLP  
11355 West Olympic Boulevard  
Los Angeles, California 90064  
(310) 312-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller-reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐      Accelerated filer ☒      Non-accelerated filer ☐      Smaller reporting company ☐  
(Do not check if smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Common Stock, par value \$0.001 per share(2)	4,000,000	\$19.36	\$77,440,000	\$7,798.21

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the QAD Inc. 2016 Stock Incentive Program pursuant to the adjustment provisions therein.

(2) Estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of shares of QAD Inc. Class A Common Stock reported on the Nasdaq Global Select Market on July 5, 2016.



## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents listed below have been filed with the Securities and Exchange Commission by the Registrant (File No. 001-35013) and are incorporated herein by reference to the extent not superseded by reports or other information subsequently filed:

- the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2016 (including the portions of the Company's definitive proxy statement related to the Company's 2016 annual meeting of stockholders incorporated by reference therein);
- the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016;
- the Company's Form 8-K filed on June 17, 2016; and
- the description of the Company's Class A Common Stock set forth in the Registration Statement on Form 8-A filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purpose of updating this description.

All other documents and reports filed by the Registrant under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold of this offering will be deemed to be incorporated herein by reference and to be part hereof from the date of filing of such documents with the Securities and Exchange Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement shall not be deemed to constitute a part of this registration statement except as so modified or superseded.

#### Item 4. Description of Securities.

Not applicable

#### Item 5. Interests of Named Experts and Counsel.

Not applicable

#### Item 6. Indemnification of Directors and Officers.

Section 102(b)(7) of the Delaware General Corporation Law ("Delaware Corporation Law") permits a corporation to provide in its certificate of incorporation that directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's Certificate of Incorporation, as amended (the "Charter"), contains such a provision.

Section 145 of the Delaware Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceeding to which he is or is threatened to be made a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, in any criminal proceeding, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

The Registrant's bylaws provide for indemnification of its officers, directors, employees and other agents in a manner substantially identical to that permitted under the Delaware Corporation Law.

In addition to the indemnification provided in the Registrant's Charter and bylaws and by the Delaware Corporation Law, the Registrant has entered into indemnification agreements with its directors and executive officers to provide additional contractual assurances regarding the scope of indemnification and to provide additional procedural protections.

The Registrant also carries insurance policies that cover its individual directors and officers for legal liability and which would pay on their behalf for expenses of indemnifying them in accordance with the Charter, bylaws and the Delaware Corporation Law.

**Item 7. Exemption from Registration Claimed.**

Not applicable

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

<u><b>Exhibit No.</b></u>	<u><b>Document</b></u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (1)
4.2	Restated Bylaws of the Registrant, as amended (2)
5.1	Opinion of Manatt, Phelps & Phillips, LLP *
10.1	Registrant's 2016 Stock Incentive Program, as amended (3)
23.1	Consent of KPMG, LLP *
23.2	Consent of Manatt, Phelps & Phillips, LLP (Included in Exhibit 5.1) *
24.1	A power of attorney is set forth on the signature page to this Registration Statement

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\*Filed herewith

- (1) Incorporated herein by reference to Exhibit 3.1 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2011 filed with the Securities and Exchange Commission on April 15, 2011.
- (2) Incorporated herein by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 13, 2013.
- (3) Incorporated herein by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Form DEF 14A filed with the Securities and Exchange Commission on April 29, 2016.

**Item 9. Undertakings.**

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Santa Barbara, State of California.

Dated: July 7, 2016

QAD INC.  
(Registrant)  
/s/ Karl F. Lopker  
Karl F. Lopker  
*Chief Executive Officer*

Each of the undersigned hereby appoints each of Karl Lopker, Pamela Lopker and Daniel Lender as attorney-in-fact and agent for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments (including post-effective amendments) to this registration statement, any other registration statements and exhibits thereto that is the subject of this registration statement filed pursuant to Rule 462 under such Act, and any and all applications, instruments and other documents to be filed with the U.S. Securities and Exchange Commission pertaining to the registration of securities covered hereby, with full power and authority to do and perform any and all acts and things as may be necessary or desirable in furtherance of such registration.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Karl F. Lopker</u> Karl F. Lopker	Chief Executive Officer; Director (Principal Executive Officer)	July 7, 2016
<u>/s/ Pamela M. Lopker</u> Pamela M. Lopker	Chairman of the Board; President	July 7, 2016
<u>/s/ Daniel Lender</u> Daniel Lender	Executive Vice President; Chief Financial Officer (Principal Financial Officer)	July 7, 2016
<u>/s/ Kara L. Bellamy</u> Kara L. Bellamy	Senior Vice President; Corporate Controller (Principal Accounting Officer)	July 7, 2016
<u>/s/ Scott J. Adelson</u> Scott J. Adelson	Director	July 7, 2016
<u>/s/ Peter R. van Cuylenburg</u> Peter R. van Cuylenburg	Director	July 7, 2016
<u>/s/ Lee D. Roberts</u> Lee D. Roberts	Director	July 7, 2016
<u>/s/ Leslie J. Stretch</u> Leslie J. Stretch	Director	July 7, 2016

## EXHIBIT INDEX

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July 7, 2016

QAD Inc.  
100 Innovation Place  
Santa Barbara, California 93108

Re: QAD Inc. 2016 Stock Incentive Program (the "Program")

Ladies and Gentlemen:

As special counsel for QAD Inc., a Delaware corporation (the "Company"), and at your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of up to four million (4,000,000) shares of the Company's Class A common stock, \$0.001 par value (the "Shares"), that may be issued in accordance with the terms of the Program.

In rendering this opinion, we have examined and reviewed only such questions of law as we have deemed necessary or appropriate for the purpose of rendering the opinions set forth herein. For the purpose of rendering the opinions set forth herein, we have been furnished with and examined only the following documents:

1. The Amended and Restated Certificate of Incorporation of the Company.
2. The Bylaws of the Company, as amended.
3. The Registration Statement.
4. Records of proceedings of the Board of Directors and shareholders of the Company pertaining to the Program.
5. The Program.

With respect to all of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as certified or reproduced copies. We also have obtained from the officers of the Company certificates as to such factual matters as we consider necessary for the purpose of this opinion, and insofar as this opinion is based on such matters of fact, we have relied on such certificates.

Based upon the foregoing and such further review of fact and law as we have deemed necessary or appropriate under the circumstances, we are of the opinion that the Shares have been duly authorized and when issued in accordance with the terms of the Program, will be validly issued, fully paid and non-assessable.

This opinion is issued to you solely for use in connection with the Registration Statement on Form S-8 and is not to be quoted or otherwise referred to in any financial statements of the Company or related document, nor is it to be filed with or furnished to any government agency or other person, without my prior written consent.

This opinion is limited to the current laws of the State of Delaware and the United States of America, to present judicial interpretations thereof and to facts as they presently exist. In rendering this opinion, we have no obligation to revise or supplement it should the current laws of the State of Delaware or the United States of America be changed by legislative action, judicial decision or otherwise.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-8 which is being filed on behalf of the Company in connection with the registration of the aforementioned Shares under the Securities Act of 1933, as amended. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Manatt, Phelps & Phillips, LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
QAD Inc.:

We consent to the use of our reports dated April 14, 2016, with respect to the consolidated balance sheets of QAD Inc. and subsidiaries as of January 31, 2016 and 2015, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 31, 2016, and the related consolidated financial statement schedule, and the effectiveness of internal control over financial reporting as of January 31, 2016, incorporated herein by reference.

/s/ KPMG, LLP

Woodland Hills, California  
July 7, 2016