

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

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0362  
 Estimated average burden  
 hours per response: 1.0

**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)	
LOPKER PAMELA M			QAD INC [ QADA ]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div style="text-align: center;">President</div>	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
100 INNOVATION PLACE			01/31/2012			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			
SANTA BARBARA CA 93108						
(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			
Class A Common Stock (\$0.001 par value)	08/30/2011		J4 <sup>(1)</sup>	431	A	\$0	98,232	D	
Class A Common Stock (\$0.001 par value)	11/29/2011		J4 <sup>(1)</sup>	562	A	\$0	102,400	D	
Class A Common Stock (\$0.001 par value)	03/15/2011		J4 <sup>(1)</sup>	44,713	A	\$0	6,946,363	D	
Class A Common Stock (\$0.001 par value)	06/01/2011		J4 <sup>(1)</sup>	46,490	A	\$0	6,946,363	D	
Class A Common Stock (\$0.001 par value)	08/30/2011		J4 <sup>(1)</sup>	1,535	A	\$0	6,946,363	D	
Class A Common Stock (\$0.001 par value)	12/05/2011		G	60,000	D	\$0	6,946,363	D	
Class A Common Stock (\$0.001 par value)	04/18/2011		S	3,348	D	\$10.9	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	04/19/2011		S	4,152	D	\$10.82	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	03/15/2011		J4 <sup>(1)</sup>	169	A	\$0	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	06/01/2011		J4 <sup>(1)</sup>	176	A	\$0	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	08/30/2011		J4 <sup>(1)</sup>	609	A	\$0	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	11/28/2011		S	5,500	D	\$11.36	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	11/29/2011		S	2,000	D	\$11.11	175,425	I <sup>(2)</sup>	Lopker Family Foundation

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			
Class A Common Stock (\$0.001 par value)	12/05/2011		G4	60,000	A	\$0	175,425	I <sup>(2)</sup>	Lopker Family Foundation
Class A Common Stock (\$0.001 par value)	03/15/2011		J4 <sup>(1)</sup>	32	A	\$0	5,084	I <sup>(2)</sup>	Lopker Family 1997 Charitable Remainder Trust
Class A Common Stock (\$0.001 par value)	06/01/2011		J4 <sup>(1)</sup>	33	A	\$0	5,084	I <sup>(2)</sup>	Lopker Family 1997 Charitable Remainder Trust
Class A Common Stock (\$0.001 par value)	03/15/2011		J4 <sup>(1)</sup>	85	A	\$0	157,999	I <sup>(2)</sup>	Juliana Lopker Trust
Class A Common Stock (\$0.001 par value)							102,573	I <sup>(2)</sup>	By spouse
Class A Common Stock (\$0.001 par value)							153,480	I <sup>(2)</sup>	Bo 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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

1. Acquisition of shares pursuant to a stock dividend payable 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.
2. Ms. Lopker disclaims beneficial ownership of the shares held indirectly except to the extent of her pecuniary interest therein.

**Remarks:**

Betty Weinert, attorney in fact 03/16/2012  
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.

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