

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. __) *

QAD, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00074727D1

(CUSIP Number)

August 6, 1997

(Date of Event Which Requires Filing of this Statement)

| | Rule 13d-1(b)
| | Rule 13d-1(c)
|X| Rule 13d-1(d)

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
1 Karl Lopker EIN:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF
SHARES 0
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
6 SHARED VOTING POWER
18,291,015

7 SOLE DISPOSITIVE POWER
0

WITH

8 SHARED DISPOSITIVE POWER

18,291,015

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,291,015

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

52.9%

12 TYPE OF REPORTING PERSON

IN

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Pamela Lopker

EIN:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

|X|

(b)

| |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

WITH
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

18,291,015

WITH
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

18,291,015

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,291,015

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

52.9%

12 TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

CUSIP No. 00074727D1

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NAME OF REPORTING PERSON	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
1	Lopker Living Trust dated March 23, 1993
EIN:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) X
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
United States	
5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
6	SHARED VOTING POWER
	17,422,507
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	17,422,507
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	18,291,015
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	_
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	52.9%
12	TYPE OF REPORTING PERSON
	OO

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NAME OF REPORTING PERSON	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
1	Karl Bo Lopker Trust
EIN:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) X
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
NUMBER OF SHARES	0		
BENEFICIALLY OWNED BY			
EACH	6	SHARED VOTING POWER	
REPORTING PERSON	340,046		
WITH			
BENEFICIALLY OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH	0		
REPORTING PERSON			
WITH	8	SHARED DISPOSITIVE POWER	
	340,046		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	18,291,015		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	_		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	52.9%		
12	TYPE OF REPORTING PERSON		
	OO		

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Juliana Lynn Lopker Trust	EIN:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	X
		(b)	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	5	SOLE VOTING POWER	
NUMBER OF SHARES	0		
BENEFICIALLY OWNED BY			
EACH	6	SHARED VOTING POWER	
REPORTING PERSON	350,809		
WITH			
BENEFICIALLY OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH	0		
REPORTING PERSON			
WITH	8	SHARED DISPOSITIVE POWER	

350,809

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	18,291,015	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	52.9%	
12	TYPE OF REPORTING PERSON	
	OO	

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CUSIP No. 00074727D1

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Lopker Family Foundation	EIN:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
6	SHARED VOTING POWER	
	144,500	
7	SOLE DISPOSITIVE POWER	
	0	
8	SHARED DISPOSITIVE POWER	
	144,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	18,291,015	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	52.9%	
12	TYPE OF REPORTING PERSON	
	OO	

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NAME OF REPORTING PERSON			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
1	Lopker Family 1997 Charitable Remainder Trust		EIN:

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	X
		(b)	

3	SEC USE ONLY		

4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		

	5	SOLE VOTING POWER	
NUMBER OF		0	
SHARES		-----	
BENEFICIALLY			
OWNED BY			
EACH	6	SHARED VOTING POWER	
REPORTING		12,000	
PERSON		-----	
WITH			
BENEFICIALLY			
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH		0	
REPORTING		-----	
PERSON			
WITH			
	8	SHARED DISPOSITIVE POWER	
		12,000	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	18,291,015		

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
	SHARES		

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	52.9%		

12	TYPE OF REPORTING PERSON		
	OO		

Item 1. Issuer.

(a) The name of the issuer is QAD, Inc. (the "Issuer").

(b) The address of the Issuer's principal executive office is 6450 Via Real, Carpinteria, CA 93013.

Item 2. Reporting Person and Security.

(a) The Reporting Persons are the following:

(1) Karl Lopker

(2) Pamela Lopker

(3) Lopker Living Trust Dated March 23, 1993 ("Lopker Living Trust")

(4) Karl Bo Lopker Trust

(5) Juliana Lynn Lopker Trust

(6) Lopker Family Foundation (the "Family Foundation")

(7) Lopker Family 1997 Charitable Remainder Trust (the "Charitable Remainder Trust")

Pamela and Karl Lopker act as joint trustees of the Lopker Living Trust and as officers of the Lopker Family Foundation.

(b) The business address of Pamela and Karl Lopker, Lopker Living Trust, Karl Bo Lopker Trust, Julia Lynn Lopker Trust, Lopker Family Foundation and Lopker Family 1997 Charitable Remainder Trust is 6450 Via Real, Carpinteria, CA 93013.

(c) Pamela and Karl Lopker are United States citizens and the other Filing Persons are organized under the laws of the United States.

(d) The title of the class of securities to which this statement relates is the common stock of the Issuer (the "Common Stock").

(e) The CUSIP number is 000-74-72-7D1.

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or

(a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership.

On August 6, 1997, the effective date of the Issuer's registration statement on Form 8-A registering the Common Stock under the Securities Exchange

Act (the "Effective Date"), the Reporting Persons beneficially owned a total of 19,000,000 shares of the Common Stock.

Pamela Lopker and Karl Lopker serve jointly as trustees of the Lopker Living Trust. The Lopker Living Trust owned of record 18,223,908 shares of Common Stock on the Effective Date. After the Effective Date, the Lopker Living Trust gifted 258,000 shares to the Family Foundation, 12,000 shares to the Charitable Remainder Trust, 10,763 shares to the Karl Bo Lopker Trust and 10,763 shares to the Juliana Lynn Lopker Trust. A total of 572,150 shares were sold or transferred to other parties. The Lopker Living Trust purchased 30,000

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additional shares on December 20, 2000, 20,000 additional shares on December 21, 2000, and 8,275 additional shares on December 22, 2000. As of December 31, 2002, the Lopker Living Trust owns of record 17,422,507 shares.

Karl Lopker is the President of the Family Foundation and Pamela Lopker is the Chief Executive Officer. The Family Foundation owned 56,000 shares on the Effective Date. An additional 258,000 shares were gifted by the Lopker Living Trust to the Family Foundation after the Effective Date. The Family Foundation sold a total of 169,500 shares after the Effective Date. As of December 31, 2002, the Family Foundation owns of record 144,500 shares.

Karl Bo Lopker is the minor child of Pamela and Karl Lopker and the beneficiary of the Karl Bo Lopker Trust. On the Effective Date, the Karl Bo Lopker Trust owned of record 340,046 shares. 10,763 shares were subsequently received from the Lopker Living Trust, and 10,763 shares were subsequently sold. As of December 31, 2002, the Karl Bo Lopker Trust owns of record 340,046 shares.

Juliana Lynn Lopker is the minor child of Pamela and Karl Lopker and the beneficiary of the Juliana Lynn Lopker Trust. On the Effective Date, the Juliana Lynn Lopker Trust owned of record 340,046 shares. 10,763 shares were subsequently received from the Lopker Living Trust. As of December 31, 2002, the Juliana Lynn Lopker Trust owns of record 350,809 shares.

On December 16, 2002, the Lopker Living Trust gifted 12,000 shares to the Charitable Remainder Trust. As of December 31, 2002, the Charitable Remainder Trust owns of record 12,000 shares.

Pamela Lopker owns of record 10,000 shares.

The estate of Julia M. Lopker, of which Karl Lopker is the likely beneficiary, owns of record 11,153 shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [__]

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this Schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this Schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this Schedule pursuant to Rule 13d-1(b)(1)(ii)(J), so indicate under item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this Schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 18, 2003

/s/ Karl Lopker

Karl Lopker

Date: March 18, 2003

/s/ Pamela Lopker

Pamela Lopker

Date: March 18, 2003

Lopker Living Trust dated March 23, 1993

By: /s/ Karl Lopker

Karl Lopker, Trustee

By: /s/ Pamela Lopker

Pamela Lopker, Trustee

Date: March 18, 2003

Karl Bo Lopker Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee

Date: March 18, 2003

Juliana Lynn Lopker Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee

Date: March 18, 2003

Lopker Family Foundation

By: /s/ Karl Lopker

Karl Lopker, President

Date: March 18, 2003

Lopker Family 1997 Charitable Remainder Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee

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Exhibit Index

Exhibit A.....Joint Filing Agreement

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Report on Schedule 13G (including amendments thereto) with respect to the common stock of QAD, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such Report. Each party to this agreement agrees that this joint filing agreement may be signed in any number of counterparts.

In evidence whereof, the undersigned have executed this Joint Filing Agreement on this 18th day of March, 2003.

/s/ Karl Lopker

Karl Lopker

/s/ Pamela Lopker

Pamela Lopker

Lopker Living Trust dated March 23, 1993

By: /s/ Karl Lopker

Karl Lopker, Trustee

By: /s/ Pamela Lopker

Pamela Lopker, Trustee

Karl Bo Lopker Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee

Juliana Lynn Lopker Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee

Lopker Family Foundation

By: /s/ Karl Lopker

Karl Lopker, President

Lopker Family 1997 Charitable Remainder Trust

By: /s/ Evan Bishop

Evan Bishop, Trustee