

**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* <u>LOPKER PAMELA M</u>  (Last) (First) (Middle) <u>100 INNOVATION PLACE</u>  (Street) <u>SANTA BARBARA CA 93108</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>QAD INC [ QADA_QADB ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>President</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/23/2019</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 <sup>(1)</sup>	06/23/2019		A		22,000 <sup>(2)</sup>	A	\$0	4,478,095	D	
Class A Common Stock								156,206	D	
Class A Common Stock								156,556	I	Estate of Karl F. Lopker

**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	Title	Amount or Number of Shares				
Performance Stock Units	\$0	06/23/2019		A		22,000 <sup>(3)</sup>	(4)	(5)	Class A Common Stock	22,000 <sup>(3)</sup>	\$0	22,000 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Grant of restricted stock units ("RSUs") that are common stock equivalents and may be settled solely in shares of Issuer's Class A common stock.
- RSUs vest one-quarter per year on the anniversary date of the grant over four years.
- Represents a grant of performance stock units ("PSUs") to acquire the Issuer's Class A common stock. The PSUs vest one-third per year on the anniversary date of the grant over three years, subject to the satisfaction of certain performance-related milestones. The number of share reflected is the target number of shares which may be acquired in the aggregate by the reporting person. The actual number of shares that may ultimately be delivered ranges from zero to 44,000.
- See footnote 3. PSUs have no exercise date.
- Not applicable.

/s/ Kelley Chubb, Attorney in  
Fact for Pamela M. Lopker 06/25/2019

\*\* 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.

## SEC SECTION 16 REPORTS

### CONFIRMING STATEMENT

The undersigned hereby authorizes and designates Kelley Chubb to file with the Securities and Exchange Commission and on behalf of the undersigned, an Initial Statement of beneficial Ownership on Form 3, a Statement of Changes in Beneficial Ownership on Form 4, and an Annual statement of beneficial Ownership of Securities on Form 5, and any amendments or supplements thereto. This authorization shall include the authority to sign such forms in the name of the undersigned and to file with the Securities and Exchange Commission the Confirming Statement, along or with any amendments or supplements to any filed Form 3, Form 4 or Form 5. This authorization shall be effective for as long as the undersigned is subject to the reporting requirements of Section 16.

IN WITNESS WHEREOF, the undersigned has executed this Confirming Statement as of May 20, 2019.

/s/ Pamela M. Lopker

PAMELA M. LOPKER