

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4/A

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

[ ] Check box if no longer  
subject to Section 16.  
Form 4 or Form 5 obligations  
may continue. See Instruction 1(b)

1. Name and Address of Reporting Person\*

Lopker	Karl	F.
(Last)	(First)	(Middle)
6450 Via Real		
(Street)		
Carpinteria	California	93013
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

QAD, Inc. QADI

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)

03/00

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

[X] Director [X] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
Chief Executive Officer

7. Individual or Joint/Group Filing (Check applicable line)

[X] 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/Date/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired(A) or Disposed of (D) (Instr. 3, 4 and 5) A or D Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficially Ownership (Instr. 4)
Common Stock				17,417,186*	I	Lopker Living Trust
Common Stock				701,618	I	Trustee for Minor Children
Common Stock				12,000	I	Charitable Remainder Trust

\* If the Form is filed by more than one Reporting Person, see Instruction

5(b) (v) .

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Form 4 (continued)

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities) (Columns 1 through 6)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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/Date/Year)
			Code V	A D	Exercisable Date

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities) (Columns 1, 3 and 7 through 11)

1. Title of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
		Title Amount or Number of Shares				

#### Explanation of Responses:

- \* In the original Form 4 filing for March 2000, a transfer of 5,000 shares by the Lopker Family Foundation was errantly reported and deducted from the Lopker Living Trust's holdings. No shares were transferred by the Lopker Living Trust in March 2000.

/s/ Karl F. Lopker

May 4, 2000

\*\*Signature of Reporting Person

Date

\*\*International 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 provided is insufficient, See Instruction 6 for procedure.