

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**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

<b>1. Name and Address of Reporting Person*</b> <u>Bellamy Kara</u>  (Last) (First) (Middle) <u>2425 SANTA BARBARA STREET</u>  (Street) <u>SANTA BARBARA</u> <u>CA</u> <u>93105</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>QAD INC [ QADA ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/10/2014</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP/Chief Accounting Officer</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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 (\$0.001 par value)	06/10/2014		M		7,200	A	\$9.8	17,696	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		D		3,138	D	\$22.49	14,558	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		F		1,526	D	\$22.49	13,032	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		M		3,375	A	\$9.95	16,407	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		D		1,494	D	\$22.49	14,913	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		F		707	D	\$22.49	14,206	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		M		1,125	A	\$12.85	15,331	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		D		643	D	\$22.49	14,688	D	
Class A Common Stock (\$0.001 par value)	06/10/2014		F		181	D	\$22.49	14,507	D	
Class A Common Stock (\$0.001 par value)	06/11/2014		S		216	D	\$22.06	14,291	D	
Class A Common Stock (\$0.001 par value)	06/11/2014		S		2,495	D	\$22.2 <sup>(1)</sup>	11,796	D	
Class A Common Stock (\$0.001 par value)	06/11/2014		F		140	D	\$22.18	11,656	D	
Class A Common Stock (\$0.001 par value)	06/11/2014		A		3,000	A	\$0	14,656	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right (Right to Buy)	\$9.8	06/10/2014		M			7,200	10/15/2010	10/15/2017	Class A Common Stock	7,200	\$0	0	D	
Stock Appreciation Right (Right to Buy)	\$9.95	06/10/2014		M			3,375	06/07/2012	06/07/2019	Class A Common Stock	3,375	\$0	1,125	D	
Stock Appreciation Right (Right to Buy)	\$12.85	06/10/2014		M			1,125	06/12/2013	06/12/2020	Class A Common Stock	1,125	\$0	3,375	D	

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.20 to \$22.24 inclusive. The reporting person undertakes to provide to QAD Inc., any security holder of QAD Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

**Remarks:**

Betty Weinert, attorney in fact 06/12/2014  
for Kara Bellamy

\*\* 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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