

Medidata Solutions, Inc.
Form 4
July 01, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
INSIGHT VENTURE PARTNERS
IV LP

(Last) (First) (Middle)

527 MADISON AVENUE 10TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Medidata Solutions, Inc. [MDSO]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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		
Common Stock	06/30/2009		C		4,298,210	A	\$ 0 ⁽¹⁾ 4,298,210	D ⁽²⁾	
Common Stock	06/30/2009		C		574,636	A	\$ 0 ⁽¹⁾ 574,636	D ⁽³⁾	
Common Stock	06/30/2009		C		529,706	A	\$ 0 ⁽¹⁾ 529,706	D ⁽⁴⁾	
Common Stock	06/30/2009		C		34,154	A	\$ 0 ⁽¹⁾ 34,154	D ⁽⁵⁾	
Common Stock	06/30/2009		C		5,436,706	A	\$ 0 ⁽¹⁾ 5,436,706	I ⁽⁶⁾ ⁽⁷⁾	see footnote ⁽⁶⁾ ⁽⁷⁾

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Common Stock	06/30/2009	S	499,523	D	\$ 13.02 (8)	3,798,687	D (2)	
Common Stock	06/30/2009	S	66,782	D	\$ 13.02 (8)	507,854	D (3)	
Common Stock	06/30/2009	S	61,561	D	\$ 13.02 (8)	468,145	D (4)	
Common Stock	06/30/2009	S	3,969	D	\$ 13.02 (8)	30,185	D (5)	
Common Stock	06/30/2009	S	631,835	D	\$ 13.02 (8)	4,804,871	I (6) (7)	see footnote (6) (7)

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Series D Convertible Redeemable Preferred Stock	(1)	06/30/2009		C	2,149,105	(1)	(1)	Common Stock	4,298
Series D Convertible Redeemable Preferred Stock	(1)	06/30/2009		C	287,318	(1)	(1)	Common Stock	574,000
Series D Convertible Redeemable Preferred Stock	(1)	06/30/2009		C	264,853	(1)	(1)	Common Stock	529,000

Stock

Series D
Convertible
Redeemable Preferred
Stock

	(1)	06/30/2009	C	17,077	(1)	(1)	Common Stock	34,1
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Series D
Convertible
Redeemable Preferred
Stock

	(1)	06/30/2009	C	2,718,353	(1)	(1)	Common Stock	5,436
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSIGHT VENTURE PARTNERS IV LP 527 MADISON AVENUE 10TH FLOOR NEW YORK, NY 10022		X		
Insight Venture Partners IV (Co-Investors), L.P. 680 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Cayman), L.P. 680 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners IV (Fund B), L.P. 680 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Associates IV, LLC 680 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10019		X		
Insight Holdings Group, LLC 680 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10019		X		

Signatures

Jeffrey Horing 07/01/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Issuer's Series D Convertible Redeemable Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering.

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(2) The amount listed reflects the beneficial ownership of the Issuer's securities owned by Insight Venture Partners IV, L.P. ("IVP IV"), all of which may be deemed attributable to Insight Venture Associates IV, L.L.C. (the "Insight GP"), because the Insight GP is the sole general partner of IVP IV.

(3) The amount listed reflects the beneficial ownership of the Issuer's securities owned by Insight Venture Partners (Cayman) IV, L.P. ("IVP IV Cayman"), all of which may be deemed attributable to the Insight GP because the Insight GP is the sole general partner of IVP IV Cayman.

(4) The amount listed reflects the beneficial ownership of the Issuer's Securities owned by Insight Venture Partners IV (Co-Investors), L.P. ("IVP IV CO"), all of which may be deemed attributable to the Insight GP because the Insight GP is the sole general partner of IVP IV CO.

(5) The amount listed reflects the beneficial ownership of the Issuer's securities owned by Insight Venture Partners IV (Fund B), L.P. ("IVP Fund B" together with IVP IV, IVP IV CO and IVP IV Cayman, the "Insight Funds"), all of which may be deemed attributable to the Insight GP because the Insight GP is the sole general partner of IVP Fund B.

(6) The amount listed reflects the beneficial ownership of the Issuer's securities owned by the Insight Funds, all of which may be deemed attributable to the Insight GP because the Insight GP is the sole general partner of each of the Insight Funds.

(7) The amount listed reflects the beneficial ownership of the Issuer's securities owned by the Insight Funds and the Insight GP, all of which may be attributable to Insight Holdings Group, L.L.C. ("Holdings") because Holdings is the managing member of the Insight GP.

(8) Represents public offering price of \$14.00 per share less the underwriter's discount of \$0.98 per share.

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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