

SERENA SOFTWARE INC  
Form 8-K  
December 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

November 27, 2009

**Serena Software, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-25285**  
(Commission File Number)

**94-2669809**  
(I.R.S. Employer  
Identification No.)

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1900 Seaport Boulevard

Redwood City, California  
(Address of Principal Executive Offices)

94063-5587  
(Zip Code)

Registrant's telephone number, including area code: (650) 481-3400

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On November 27, 2009, the stockholders of Serena Software, Inc. ( Serena ) elected John Nugent as a director to Serena s board of directors pursuant to the terms of the Stockholders Agreement dated March 10, 2006 ( Stockholders Agreement ), a copy of which is filed as Exhibit 10.1 to this current report and incorporated herein by reference. Mr. Nugent also serves as President and Chief Executive Officer of Serena. Information regarding the background and experience of, and compensatory arrangements with, Mr. Nugent, is set forth in Item 5.02(c) of Serena s current report on Form 8-K (File No. 000-25285) filed with the Securities and Exchange Commission on November 5, 2009, which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit 10.1 Stockholders Agreement by and among Spyglass Merger Corp., Silver Lake Partners II, L.P., Silver Lake Technology Investors II, L.L.C., Serena Co-Invest Partners, L.P., Integral Capital Partners VII, L.P., Douglas D. Troxel Living Trust, Change Happens Foundation and Douglas D. Troxel dated as of March 10, 2006 (incorporated by reference to Exhibit 22 to the amended Schedule 13D (File No. 005-58055) filed by Silver Lake Partners II, L.P., with the Securities and Exchange Commission on March 16, 2006)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SERENA SOFTWARE, INC.

By: /s/ EDWARD MALYSZ  
Name: **Edward F. Malysz**  
Title: **Senior Vice President,  
General Counsel**

Date: December 3, 2009

**EXHIBIT INDEX**

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