

Upland Software, Inc.
Form 4
November 14, 2014

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 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 *
MCDONALD JOHN T

(Last) (First) (Middle)

401 CONGRESS AVE., STE 1850

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Upland Software, Inc. [UPLD]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Common Stock	11/12/2014		C		373,911	A	\$ 0 (1)
Common Stock	11/12/2014		C		11,200	A	\$ 0 (2)
Common Stock	11/12/2014		P		96,154	A	\$ 12
Common Stock	11/12/2014		C		163,961	A	\$ 0 (2)

By
MLPF&S
as Cust.
FBO J.
McDonald

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Common Stock	11/12/2014		C	79,777	A	<u>\$ 0</u> (3)	243,738	I	IRA By MLPF&S as Cust. FBO J. McDonald IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	11/12/2014		C	373,911	(1) (1)	Common Stock	373,911	
Series B Preferred Stock	(2)	11/12/2014		C	11,200	(2) (2)	Common Stock	11,200	
Series B Preferred Stock	(2)	11/12/2014		C	163,961	(2) (2)	Common Stock	163,961	
Series C Preferred Stock	(3)	11/12/2014		C	79,777	(3) (3)	Common Stock	79,777	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD JOHN T 401 CONGRESS AVE., STE 1850 AUSTIN, TX 78701	X	X	CEO	

Signatures

/s/ Robert Housley,
Attorney-in-Fact

11/14/2014

**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 Series A Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.
 - (2) The Series B Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.
 - (3) The Series C Preferred Stock, which was convertible at any time and had no expiration date, converted into Upland Software, Inc. common stock on a one-for-one basis.

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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