

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 *
Sarracino Steven

(Last) (First) (Middle)

115 E. PUTNAM AVE., 2ND FLOOR,

(Street)

GREENWICH, CT 06830

(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)

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 | | | | | 10,416 | D | |
| Common Stock | 11/12/2014 | | C | | 115,000 | A | \$ 0 (1) |
| Common Stock | 11/12/2014 | | C | | 337,031 | A | \$ 0 (1) |
| Common Stock | 11/12/2014 | | C | | 277,823 | A | \$ 0 (1) |
| | | | | | | | By Activant Investment II, LLC (2) |
| | | | | | | | By Activant Holdings I, LP (3) |
| | | | | | | | By Activant Holdings II, LP (3) |

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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. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Preferred Stock | <u>(1)</u> | 11/12/2014 | | C | 115,000 | <u>(1)</u> | <u>(1)</u> | Common Stock | 115,000 |
| Series C Preferred Stock | <u>(1)</u> | 11/12/2014 | | C | 337,031 | <u>(1)</u> | <u>(1)</u> | Common Stock | 337,031 |
| Series C Preferred Stock | <u>(1)</u> | 11/12/2014 | | C | 277,823 | <u>(1)</u> | <u>(1)</u> | Common Stock | 277,823 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sarracino Steven
115 E. PUTNAM AVE., 2ND FLOOR,
GREENWICH, CT 06830

X

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 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.

(2) The reporting person is the sole member and sole manager of the limited liability company that owns the reported securities.

(3) The reporting person is the sole member and sole manager of Activant Capital Group LLC, the general partner of the limited partnership that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.