

Upland Software, Inc.
 Form 3
 November 05, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Henley R Brian</p> <p>(Last) (First) (Middle)</p> <p>401 CONGRESS AVE, SUITE 1850</p> <p>(Street)</p> <p>AUSTIN, TX 78701</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Upland Software, Inc. [UPLD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 40,990 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|-----------------------------|----------------------------|
| Incentive Stock Option | Â (2) | 10/25/2023 | Common Stock 49,188 \$ 1.77 | D Â |
| Incentive Stock Option | Â (3) | 03/31/2024 | Common Stock 12,297 \$ 6.23 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Henley R Brian 401 CONGRESS AVE, SUITE 1850 AUSTIN, TX 78701 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Robert Housley,
Attorney-in-Fact

11/05/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Shares are subject to repurchase by the Company. The Company's right to repurchase lapses for 8,198 of the shares on 5/9/15, and for the remaining 32,792 of the shares over 24 equal monthly installments beginning on 6/9/15, in each case subject to the reporting person's continued employment through such vesting dates.

(2) 10% of the shares subject to the option vest on 1/1/14, 20% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/14, 30% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/15, and 40% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/16, in each case subject to the reporting person's continued employment through such vesting dates.

(3) 10% of the shares subject to the option vest on 1/1/15, 20% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/15, 30% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/16, and 40% of the shares subject to the option vest in 12 equal monthly installments beginning on 2/1/17, in each case subject to the reporting person's continued employment through such vesting dates.

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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