

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)

1. Name and Address of Reporting Person * Hill Michael Douglass (Last) (First) (Middle) 401 CONGRESS AVE., SUITE 1850 (Street) AUSTIN, TX 78701 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/05/2014	3. Issuer Name and Ticker or Trading Symbol Upland Software, Inc. [UPLD]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO, Treasurer & Asst Secretary	5. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	167,397 ⁽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)	03/16/2021	Common Stock	37,383	\$ 0.31	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
Hill Michael Douglass 401 CONGRESS AVE., SUITE 1850 AUSTIN, TX 78701	Â	Â	Â CFO, Treasurer & Asst Secretary	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) Includes 40,051 shares subject to repurchase by the Company lapsing in equal monthly installments on the first day of each month until 4/1/16, subject to the reporting person's continued employment through such date.
- (2) 25% of the shares subject to the Option vested on 3/16/2012, and the remaining shares subject to the Option vest in equal 36 installments on the 16th day of each month, 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. 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.