Upland Software, Inc. Form 4 November 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * MCDONALD JOHN T			Symbol		d Ticker or Trading e, Inc. [UPLD]	5. Relationship of Reporting Person(s) to Issuer				
	(Last)	(First) (I	Middle)	3. Date o	f Earliest T	ransaction	(Che	ck all applicab	ie)	
401	CONGI	RESS AVE., STE	E 1850	(Month/I 11/12/2	Day/Year) 2014		X Director X Officer (giv below)	re titleOtt below) CEO		
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
AU	STIN, T	X 78701		Filed(Mo	nth/Day/Yea	ar)	Applicable Line) _X_ Form filed by Form filed by Person	1 0		
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	quired, Disposed o	of, or Beneficia	ally Owned	
1.Tit Secu (Inst		2. Transaction Date (Month/Day/Year)			3. Transaction	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	

	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiently Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/12/2014		C	373,911	A	\$ 0 (1)	1,685,916	D	
Common Stock	11/12/2014		C	11,200	A	\$ 0 (2)	1,697,116	D	
Common Stock	11/12/2014		P	96,154	A	\$ 12	1,793,270	D	
Common Stock	11/12/2014		С	163,961	A	\$ 0 (2)	163,961	I	By MLPF&S as Cust. FBO J.

McDonald

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								IRA
Common Stock	11/12/2014	С	79,777	A	\$ 0 (3)	243,738	I	By MLPF&S as Cust. FBO J. McDonald IRA

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	11/12/2014		С	373,911	<u>(1)</u>	<u>(1)</u>	Common Stock	373,911
Series B Preferred Stock	<u>(2)</u>	11/12/2014		С	11,200	(2)	(2)	Common Stock	11,200
Series B Preferred Stock	(2)	11/12/2014		С	163,961	<u>(2)</u>	(2)	Common Stock	163,961
Series C Preferred Stock	(3)	11/12/2014		С	79,777	(3)	(3)	Common Stock	79,777

Reporting Owners

**Signature of Reporting Person

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

Signatures

/s/ Robert Housley, Attorney-in-Fact

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).

Date

- 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. 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.

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