

Upland Software, Inc.
Form SC 13G
December 12, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Upland Software, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

91544A109
(CUSIP Number)

December 4, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Master Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-
SHARED VOTING POWER

7

831,634
SOLE DISPOSITIVE POWER

8

-0-
SHARED DISPOSITIVE POWER

831,634

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

831,634

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

Kleinheinz Capital Partners, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-
SHARED VOTING POWER

7

831,634
SOLE DISPOSITIVE POWER

8

-0-
SHARED DISPOSITIVE POWER

831,634

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

831,634

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

John Kleinheinz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-
SHARED VOTING POWER

7

831,634
SOLE DISPOSITIVE POWER

8

-0-
SHARED DISPOSITIVE POWER

831,634

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

831,634

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

SCHEDULE 13G

This Statement on Schedule 13G relates to shares of Common Stock of the Issuer purchased by Kleinheinz Capital Partners, Inc. ("KCP") for the account of Global Undervalued Securities Master Fund, L.P. (the "Master Fund"). KCP acts as investment adviser to the Master Fund. Mr. Kleinheinz is the principal of KCP.

Item 1(a) Name of Issuer.

Upland Software, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

401 Congress Ave., Suite 1850
Austin, Texas 78701

Item 2(a) Name of Person Filing.

(1) Global Undervalued Securities Master Fund, L.P.

(2) Kleinheinz Capital Partners, Inc.

(3) John Kleinheinz

Item 2(b) Address of Principal Business Office, or, if none, Residence.

(1) Global Undervalued Securities Master Fund, L.P.

301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

(2) Kleinheinz Capital Partners, Inc.

301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

(3) John Kleinheinz

301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

Item 2(c) Citizenship or Place of Organization.

(1) Global Undervalued Securities Master Fund, L.P. is a Delaware limited partnership.

(2) Kleinheinz Capital Partners, Inc. is a corporation organized under the laws of the State of Texas.

(3) John Kleinheinz is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.0001 per share

Item 2(e) CUSIP Number.

91544A109

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4 Ownership.

(a) The Reporting Persons may be deemed the beneficial owners of 831,634 shares of Common Stock held by the Master Fund.

(b) The Reporting Persons may be deemed to be the beneficial owners of 5.7% of the outstanding shares of Common Stock. Based on information contained in the Issuer's prospectus filed November 7, 2014, the Issuer had 14,671,347 shares of Common Stock outstanding.

(c) Number of shares as to which each Reporting Persons has:

(i) sole power to vote or direct the vote of any shares:

No Reporting Person has sole power to vote or direct the vote of any shares

(ii) shared power to vote or direct the vote:

Each Reporting Person has shared power to vote or direct the vote of 831,634 shares

(iii) sole power to dispose or direct the disposition:

No Reporting Person has sole power to dispose or direct the disposition of any shares

(iv) shared power to dispose or direct the disposition:

Each Reporting Person has shared power dispose or direct the disposition of 831,634 shares

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following o .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11.

Exhibits

Exhibit A Joint Filing Agreement, dated December 12, 2014.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 12, 2014

GLOBAL UNDERVALUED SECURITIES MASTER FUND, L.P.

By: Kleinheinz Capital Partners, Inc., its general partner

By: /s/ John B. Kleinheinz

| | |
|--------|--------------------|
| Name: | John B. Kleinheinz |
| Title: | President |

KLEINHEINZ CAPITAL PARTNERS, INC.

By: /s/ John B. Kleinheinz

| | |
|--------|--------------------|
| Name: | John B. Kleinheinz |
| Title: | President |

JOHN B. KLEINHEINZ, INDIVIDUALLY

/s/ John B. Kleinheinz

John B. Kleinheinz
