

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

**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 <sup>(1)</sup>                                 | D  | Â   |

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

SEC 1473 (7-02)

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

**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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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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<br>401 CONGRESS AVE, SUITE 1850<br>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).

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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