

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 * MCDONALD JOHN T (Last) (First) (Middle) 401 CONGRESS AVE., STE 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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO	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	1,312,005 ⁽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)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	373,911	\$ (2)	D	Â
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	11,200	\$ (3)	D	Â
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	163,961	\$ (3)	I	By MLPF&S as Cust. FBO J. McDonald IRA
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	79,777	\$ (4)	I	By MLPF&S as Cust. FBO J. McDonald IRA

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD JOHN T 401 CONGRESS AVE., STE 1850 AUSTIN, TX 78701	Â X	Â X	Â CEO	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 171,040 shares subject to repurchase by the company lapsing on 5/9/2018.
- (2) The Series A Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) The Series B Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series B Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (4) The Series C Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series C Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.

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.