EVOLVE SOFTWARE INC
Form 15-12G
November 26, 2003

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.  20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(b) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number:  000-31155

EVOLVE SOFTWARE, INC.
(Exact Name of Registrant as specified in its Charter)

150 SPEAR STREET, 11TH FLOOR, SAN FRANCISCO, CALIFORNIA 94105
(Address of Principal Executive Offices) (Zip Code)

(415) 229-3954
(Registrant's Telephone Number, including area code)

Securities registered pursuant to Section 12(b) of the Act: COMMON STOCK,
$0.001 PAR VALUE
(Title of each class of securities covered by this Form)

None
(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s)
relied upon to terminate or suspend the duty to file reports:

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          Rule 12g-4(a)(1)(i)     [X]    Rule 12h-3(b)(1)(i)     [X]
          Rule 12g-4(a)(1)(ii)    [ ]    Rule 12h-3(b)(1)(ii)    [ ]
          Rule 12g-4(a)(2)(i)     [ ]    Rule 12h-3(b)(2)(i)     [ ]
          Rule 12g-4(a)(2)(ii)    [ ]    Rule 12h-3(b)(2)(ii)    [ ]
                                         Rule 15d-6              [ ]
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Approximate number of holders of record as of the certification or notice date:
one (1)

     Pursuant to the requirements of the Securities Exchange Act of 1934, Evolve
Software, Inc. has caused this certification/notice to be signed on its behalf
by the undersigned duly authorized person.

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                              Evolve Software, Inc.


Date:  November 26, 2003      By:  /s/ Lynda Entwistle
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                                   Lynda Entwistle,
                                   Plan Agent
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