Upland Soft Form 5 February 16,									
FORM	15					OMB A	PPROVAL		
Check this no longer	UNITED S s box if subject	JNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0362 January 31, 2005		
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction					Estimated a burden hou response	irs per			
1(b). Form 3 He Reported Form 4	1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 HoldingsSection 17(a) of the Public Utility Holding Company Act of 1935 or SectionReported30(h) of the Investment Company Act of 1940Form 430(h) of the Investment Company Act of 1940TransactionsTransactions								
1. Name and A MCDONAI	Address of Reporting F LD JOHN T	Symbol	Name <b>and</b> Ticl Software, Ir		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)		(Month/I 12/31/2	Day/Year)	Fiscal Year Ended	X Director X Officer (give	X_ DirectorX_ 10% Owner X_ Officer (give title Other (specify			
401 CONGRESS AVE., STE 1850 below)					below) CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)			
AUSTIN,Â	TXÂ 78701				_X_ Form Filed by ( Form Filed by M Person	1 0			
(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			

 $\begin{array}{c} & \text{or} \\ \text{Amount} & (D) \end{array} \text{Price} \\ \hline \text{Common} \\ \text{Stock} \end{array} 12/31/2015 \quad \hat{A} \qquad G_{\underline{(1)}} \qquad 7,500 \quad D \quad \$ \ 0 \end{array}$ 

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

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.

Fiscal Year

1,785,770

(2)

D

(Instr. 3 and 4)

SEC 2270 (9-02)

Â

 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I S F i (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: Upland Software, Inc. - Form 5

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
F	Director	10% Owner	Officer	Other		
MCDONALD JOHN T 401 CONGRESS AVE., STE 1850 AUSTIN, TX 78701	ÂX	ÂX	CEO	Â		
Olamature a						

## Signatures

/s/ Kirk Larson, Attorney-in-Fact 02/16/2016

\*\*Signature of Reporting Person

Date

## **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).
- (1) Charitable gift.
- (2) Excludes 243,738 shares held indirectly by MLFPF&S as Cust. FBO J.McDonald IRA for a total of 2,029,508 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.