Edgar Filing: MCDONALD JOHN T - Form 4

| MCDONAI | LD JOHN T | | | | | | | | | | |
|---|---|---------------|---|--|--|------------|------------------------------------|---|--|---|--|
| Form 4 Marah 10, 2 | 010 | | | | | | | | | | |
| March 19, 2019 FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| CURINE 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check the check | | | | | | | | Expires: | January 31, 2005 | | |
| subject t Section Form 4 | F CHAI | | BENEF RITIES | ICIA | L OW | NERSHIP OF | Estimated burden he response | d average ours per | | | |
| Form 5 obligation may cor <i>See</i> Instr 1(b). | ons Section 17(| (a) of the | Public U | | ding Cor | npan | y Act of | ge Act of 1934, f 1935 or Sectio 40 | n | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> MCDONALD JOHN T | | | 2. Issuer Name and Ticker or Trading Symbol Upland Software, Inc. [UPLD] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | | | | 3. Date of Earliest Transaction | | | | (Check all applicable) <u>X</u> Officer (give title 10% Owner (Specify below) CEO | | | |
| 401 CONGRESS AVE., STE 1850 | | | (Month/Day/Year) 03/16/2019 | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| AUSTIN, TX 78701 | | | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tat | ole I - Non-l | Derivative | Secur | ities Acc | quired, Disposed o | f, or Benefic | ially Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | Date, if | 3. Transactic Code (Instr. 8) Code V | 4. Securiti on(A) or Dis (Instr. 3, 4) | posed | of (D) | Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 03/16/2019 | | | F | 14,650 (1) | D | \$ 41.43 | 1,731,297 | D | | |
| Common Stock | | | | | | | | 153,738 | I | By MLPFandS as Cust. FBO J. McDonald RRA | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| MCDONALD JOHN T 401 CONGRESS AVE., STE 1850 AUSTIN, TX 78701 | Х | | CEO | | | | |
| Signatures | | | | | | | |
| /s/ Kin Gill (as attorney-in-fact for M McDonald) | ⁄Ir. | 03/19/2019 | | | | | |
| **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) Shares withheld by the issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock.

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.