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 *
Â THORNTON JOHN D

(Last) (First) (Middle)

300 W. SIXTH STREET, STE. 2300

(Street)

AUSTIN,Â TXÂ 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)

__X__ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	0	D	Â

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)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	498,548	$ (1)	I	By Austin Ventures IX, L.P. (2)
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	747,822	$ (1)	I	By Austin Ventures X, L.P. (3)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	255,524	$ (4)	I	By Austin Ventures IX, L.P. (2)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	383,286	$ (4)	I	By Austin Ventures X, L.P. (3)
Series C Preferred Stock	Â (5)	Â (5)	Common Stock	80,500	$ (5)	I	By Austin Ventures IX, L.P. (2)
Series C Preferred Stock	Â (5)	Â (5)	Common Stock	120,750	$ (5)	I	Austin Ventures X, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON JOHN D 300 W. SIXTH STREET, STE. 2300 AUSTIN,Â TXÂ 78701	Â X	Â X	Â	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) 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.

(2) Shares held directly by Austin Ventures IX, L.P. ("AV IX"). AV Partners IX, L.P. ("AVP IX LP"), the general partner of AV IX, and AV Partners IX, L.L.C. ("AVP IX LLC"), the general partner AVP IX LP, may each be deemed to have sole voting and dispositive powers over the shares held by AV IX. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti, Philip S. Siegel and John D. Thornton are members of or are associated with AVP IX LLC and may be deemed to share voting and dispositive power over the shares held by AV IX. Such persons and entities disclaim beneficial ownership of shares held by AV IX, except to the extent of any pecuniary interest therein.

(3)

Shares held directly by Austin Ventures X, L.P. ("AV X"). AV Partners X, L.P. ("AVP X LP"), the general partner of AV X, and AV Partners X, L.L.C. ("AVP X LLC"), the general partner of AVP X LP, may each be deemed to have sole voting and dispositive powers over shares held by AV X. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti, Philip S. Siegel and John D. Thornton are members of or are associated with AVP X LLC and may be deemed to share voting and dispositive power over the shares held by AV X. Such persons and entities disclaim beneficial ownership of shares held by AV X, except to the extent of any pecuniary interest therein.

(4) 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.

(5) 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.

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Remarks:

ThisÂ reportÂ isÂ oneÂ ofÂ threeÂ reports,Â eachÂ onÂ aÂ separateÂ FormÂ 3Â butÂ relatingÂ toÂ theÂ sameÂ transacti

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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