Hill Michael Douglass Form 4 June 19, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3

Expires:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hill Michael Douglass			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			Upland	Software, Inc. [1	UPLD]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			••				
			(Month/D	ay/Year)		Director	10% Owner			
401 CONGRESS AVE., SUITE			06/16/2018			_X_ Officer (give title Other (specify				
1850						below) CFO,Tro	below) ,Treasurer & Secretary			
(Street) AUSTIN, TX 78701			4. If Ame	ndment, Date Origin	nal	6. Individual or Joint/Group Filing(Check Applicable Line)				
			Filed(Mor	nth/Day/Year)						
						X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction	Date 2A. Dee	med	3. 4. Secu	irities Acquired	5. Amount of	6. Ownership 7. Nature of			
Security	(Month/Day/Y	ear) Executio	n Date if	Transaction(A) or	Disposed of (D)	Securities	Form: Direct Indirect			

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial anv Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

Stock 06/16/2018 $F_{\underline{}}^{(1)}$ 4,547 D $_{35.27}^{\$}$ 290,540 D

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hill Michael Douglass 401 CONGRESS AVE., SUITE 1850 AUSTIN, TX 78701

CFO, Treasurer & Secretary

Signatures

/s/ Toni D. Nguyen, Attorney-In-Fact

06/19/2018

**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 awarded under the issuers 2014 Equity Incentive Plan. This is not an open market sale of securities.

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.

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