MAY DAVID 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

OMB APPROVAL

Number:

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Check this box

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

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

See Instruction

1. Name and AMAY DAV	Symbo	2. Issuer Name and Ticker or Trading Symbol Upland Software, Inc. [UPLD]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)		3. Date of Earliest Transaction (Month/Day/Year)			_	(Check all applicable) _X_ Director 10% Owner Officer (give title below) below) Check all applicable)				
401 CONGRESS AVE., SUITE 1850			/2018			b					
	4. If A	mendment, I	Date Origina	al	6	6. Individual or Joint/Group Filing(Check					
		Filed(1	Month/Day/Ye	ar)		Applicable Line) _X_ Form filed by One Reporting Person					
AUSTIN, 7	ΓX 78701					_	Form filed by Mo erson				
(City)	(State)	(Zip) T	able I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Data any (Month/Day/Y		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/15/2018		S <u>(1)</u>	35,021	D	35.2116 (2)	128,479	D			
Common	06/18/2018		S <u>(1)</u>	4,979	D	\$ 36.0632	123,500	D			

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

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(3)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	T:41-	or Namelana		
								of	Number		
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

MAY DAVID 401 CONGRESS AVE., SUITE 1850 X AUSTIN, TX 78701

Signatures

/s/ David D. 06/19/2018 May

**Signature of Date Reporting Person

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).
- Shares were sold pursuant to shareholder's 10b5-1 trading plan adopted by owner on May 14, 2018, with an effective date of June 15, (1)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.39, inclusive. The reporting person undertakes to provide to Upland Software, Inc., any security holder of Upland Software, Inc., **(2)** or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.185 to \$36.82, inclusive. The reporting person undertakes to provide to Upland Software, Inc., any security holder of Upland Software, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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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