## Edgar Filing: Mattox Timothy - Form 4

Mattox Time	othy										
Form 4 August 23, 2	017										
FORM	_								OMB A	PPROVAL	
	UNITED	STATES			ND EXC D.C. 205		IGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Expires: January 31, 2005 Estimated average burden hours per response 0.5					
(Print or Type F	Responses)										
Mattox Timothy Syn			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Upland Software, Inc. [UPLD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>08/21/2017</li></ul>					Director 10% Owner XOfficer (give title Other (specify below) below) President & COO			
	(Street)			ndment, Da th/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0			
AUSTIN, T	X 78701								Iore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	) Perivative S	Securit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any		3. Transactio Code	4. Securit on(A) or Dis (Instr. 3, 4	ies Ac sposed	quired of (D) 5) Price	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	
Common Stock	08/21/2017			М	30,000	А	\$ 8.72	485,856	D		

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.

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

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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. Number of forDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 8.72	08/21/2017		М	30,000	<u>(1)</u>	09/02/2024	Common Stock	30,000

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
				Officer	Other			
Mattox Timothy 401 CONGRESS AVE., SUITE 1850 AUSTIN, TX 78701				President & COO				
Signatures								
/s/ Timothy Mattox	08/23/2017	,						
<u>**</u> 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) 10% of the shares subject to the option vest on 7/14/15, 20% of the shares subject to the option vest in 12 equal monthly installments beginning on 8/14/15, 30% of the shares subject to the option vest in 12 equal monthly installments beginning on 8/14/16, and 40% of the shares subject to the option vest in 12 equal monthly installments beginning on 8/14/17, in each case subject to the reporting person's continued employment through such vesting dates.

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.