

Upland Software, Inc.
Form SC 13G/A
February 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Upland Software, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

91544A109
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Master Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-

SHARED VOTING POWER

7

1,352,579

SOLE DISPOSITIVE POWER

8

-0-

SHARED DISPOSITIVE POWER

1,352,579

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,352,579

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 91544A109

1	NAMES OF REPORTING PERSONS		
	Kleinheinz Capital Partners, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) <input type="checkbox"/>		
	(b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Texas		
	5	SOLE VOTING POWER	
	6	-0- SHARED VOTING POWER	
	7	1,352,579 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
		1,352,579	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,352,579		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	8.7%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IA		

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

MJBW Investments, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-

SHARED VOTING POWER

7

192,708

SOLE DISPOSITIVE POWER

8

-0-

SHARED DISPOSITIVE POWER

192,708

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,708

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 91544A109

1 NAMES OF REPORTING PERSONS

MJBW Genpar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6

-0-
SHARED VOTING POWER

7

192,708
SOLE DISPOSITIVE POWER

8

-0-
SHARED DISPOSITIVE POWER

192,708

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,708

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 91544A109

1	NAMES OF REPORTING PERSONS		
	John Kleinheinz		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) <input type="checkbox"/>		
	(b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	5	SOLE VOTING POWER	
	6	-0- SHARED VOTING POWER	
	7	1,545,287 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
		1,545,287	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,545,287		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.9%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IN		

SCHEDULE 13G

This Amendment No. 3 to Schedule 13G ("Amendment") is an amendment to the initial statement on Schedule 13G relating to shares of Common Stock, par value \$0.0001 per share (the "Common Stock") of Upland Software, Inc., a Delaware corporation (the "Issuer"), filed on December 12, 2014, as amended by Amendment No. 1 filed on February 12, 2015, as amended by Amendment No. 2 filed on November 25, 2015. This Amendment is being filed on behalf of Global Undervalued Securities Master Fund, L.P., a Delaware limited partnership (the "Master Fund"), Kleinheinz Capital Partners, Inc., a Texas corporation ("KCP"), MJBW Investments, LP, a Texas limited partnership ("MJBW"), MJBW Genpar, LLC, a Texas limited liability company ("Genpar") and John Kleinheinz (collectively, the "Reporting Persons").

This Amendment relates to shares of Common Stock of the Issuer purchased by KCP for the account of the Master Fund and MJBW. KCP acts as investment adviser to the Master Fund. Mr. Kleinheinz is the principal of KCP.

Item 1(a) Name of Issuer.

Upland Software, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

401 Congress Ave., Suite 1850
Austin, Texas 78701

Item 2(a) Name of Person Filing.

- (1) Global Undervalued Securities Master Fund, L.P.
- (2) Kleinheinz Capital Partners, Inc.
- (3) MJBW Investments, LP
- (4) MJBW Genpar, LLC
- (5) John Kleinheinz

Item 2(b) Address of Principal Business Office, or, if none, Residence.

(1) Global Undervalued Securities Master Fund, L.P.
301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

(2) Kleinheinz Capital Partners, Inc.
301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

(3) MJBW Investments, LP

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301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

(4)
301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

MJBW Genpar, LLC

(5)
301 Commerce Street, Suite 1900
Fort Worth, Texas 76102

John Kleinheinz

Item 2(c) Citizenship or Place of Organization.

- (1) Global Undervalued Securities Master Fund, L.P. is a Delaware limited partnership.
- (2) Kleinheinz Capital Partners, Inc. is a corporation organized under the laws of the State of Texas.
- (3) MJBW Investments, LP is a Texas limited partnership.
- (4) MJBW Genpar, LLC is a limited liability company organized under the laws of the State of Texas.
- (5) John Kleinheinz is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.0001 per share

Item 2(e) CUSIP Number.

91544A109

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4 Ownership.

I. Global Undervalued Securities Master Fund, L.P. and Kleinheinz Capital Partners, Inc.

(a) Amount Beneficially Owned:

1,352,579 shares

(b) Percent of Class:

8.7%

(c) Number of Shares as to Which Such Person Has:

(i) Sole Power to Vote or to Direct the Vote: 0 Shares

(ii) Shared Power to Vote or to Direct the Vote: 1,352,579 Shares

(iii) Sole Power to Dispose or to Direct the Disposition: 0 Shares

(iv) Shared Power to Dispose or to Direct the Disposition: 1,352,579 Shares

II. MJBW Investments, LP and MJBW Genpar, LLC

(a) Amount Beneficially Owned:

192,708 shares

(b) Percent of Class:

1.2%

(c) Number of Shares as to Which Such Person Has:

(i) Sole Power to Vote or to Direct the Vote: 0 Shares

(ii) Shared Power to Vote or to Direct the Vote: 192,708 Shares

(iii) Sole Power to Dispose or to Direct the Disposition: 0 Shares

(iv) Shared Power to Dispose or to Direct the Disposition: 192,708 Shares

III. John Kleinheinz

(a) Amount Beneficially Owned:

1,545,287 shares

(b) Percent of Class:

9.9%

(c) Number of Shares as to Which Such Person Has:

(i) Sole Power to Vote or to Direct the Vote: 0 Shares

(ii) Shared Power to Vote or to Direct the Vote: 1,545,287 Shares

(iii) Sole Power to Dispose or to Direct the Disposition: 0 Shares

(iv) Shared Power to Dispose or to Direct the Disposition: 1,545,287 Shares

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following o .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11.

Exhibits

Exhibit A Joint Filing Agreement, dated November 25, 2015, by and among the Reporting Persons, filed as Exhibit A to Statement on Schedule 13G of the Reporting Persons filed on November 25, 2015, is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2016

GLOBAL UNDERVALUED SECURITIES MASTER FUND, L.P.

By: Kleinheinz Capital Partners, Inc., its general partner

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title:

President

KLEINHEINZ CAPITAL PARTNERS, INC.

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title: President

MJBW INVESTMENTS, LP

By: MJBW Genpar, LLC, its general partner

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title:

President

MJBW GENPAR, LLC

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title:

President

JOHN B. KLEINHEINZ, INDIVIDUALLY

/s/ John B. Kleinheinz

John B. Kleinheinz
