

Upland Software, Inc.
Form 3/A
December 23, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ESW Capital, LLC | | (Month/Day/Year) | Upland Software, Inc. [UPLD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | 11/05/2014 |
| 401 CONGRESS AVE., SUITE 2650 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (Street) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| AUSTIN, TX 78701 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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 | 1,803,574 | I | see footnote ⁽¹⁾ |

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Series A Preferred Stock | Â (2) | Â (2) | Common Stock | 328,199 | \$ (2) | D | Â |
| Series B Preferred Stock | Â (3) | Â (3) | Common Stock | 245,941 | \$ (3) | D | Â |
| Series C Preferred Stock | Â (4) | Â (4) | Common Stock | 195,024 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ESW Capital, LLC 401 CONGRESS AVE., SUITE 2650 AUSTIN, TX 78701 | Â | Â X | Â | Â |
| LIEMANDT JOSEPH 401 CONGRESS AVE., SUITE 2650 AUSTIN, TX 78701 | Â | Â X | Â | Â |
| ACORN PERFORMANCE GROUP, INC. 401 CONGRESS AVE., SUITE 2650 AUSTIN, TX 78701 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/Andrew Price, Chief Financial Officer of ESW Capital, LLC. | 12/22/2014 |
| __Signature of Reporting Person | Date |
| /s/Andrew Price, Chief Financial Officer of Acorn Performance Group, Inc. | 12/22/2014 |
| __Signature of Reporting Person | Date |
| /s/Andrew Price, Attorney-in-Fact for Mr. Joe Liemandt | 12/22/2014 |
| __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).

These shares are held directly by Acorn Performance Group, Inc. ("Acorn"), a wholly-owned subsidiary of ESW Capital, LLC ("ESW"). Joe Liemandt is the sole member of ESW and may be deemed to have beneficial ownership, for purposes of Section 13(d) of the

(1) Securities Exchange Act of 1934, of the shares held by ESW and Acorn. Mr. Liemandt disclaims Section 16 beneficial ownership of the shares held by Acorn, except to the extent, if any, of his pecuniary interest therein, and ESW disclaims Section 16 beneficial ownership of the shares held by Acorn, except to the extent, if any, of its pecuniary interest therein.

(2) These shares are held directly by ESW. 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. Mr. Liemandt disclaims Section 16 beneficial ownership of the shares held by ESW, except to the extent, if any, of his pecuniary interest therein.

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- (3) These shares are held directly by ESW. 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. Mr. Liemandt disclaims Section 16 beneficial ownership of the shares held by ESW, except to the extent, if any, of his pecuniary interest therein.

- (4) These shares are held directly by ESW. 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. Mr. Liemandt disclaims Section 16 beneficial ownership of the shares held by ESW, except to the extent, if any, of his pecuniary interest therein.

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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