

SABA SOFTWARE INC  
Form 4  
March 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
FirstMark Capital, L.L.C.

2. Issuer Name and Ticker or Trading Symbol  
SABA SOFTWARE INC [SABA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1221 SIXTH AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
See Footnote 1

NEW YORK, NY 10020

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (Right to Buy)	\$ 4.2	03/10/2009	D	5,000 (2)		(3)(4)	12/14/2010	Common Stock	5,000 (2)
Stock Option (Right to Buy)	\$ 4.2	03/10/2009	A	5,000 (2)		(3)(4)	12/14/2014	Common Stock	5,000 (2)
Stock Option (Right to Buy)	\$ 4.16	03/10/2009	D		5,000 (2)	(3)(5)	12/15/2011	Common Stock	5,000 (2)
Stock Option (Right to Buy)	\$ 4.16	03/10/2009	A	5,000 (2)		(3)(5)	12/15/2015	Common Stock	5,000 (2)
Stock Option (Right to Buy)	\$ 6.3	03/10/2009	D		10,000 (2)	(6)(7)	03/28/2013	Common Stock	10,000 (2)
Stock Option (Right to Buy)	\$ 6.3	03/10/2009	A	10,000 (2)		(6)(7)	03/28/2017	Common Stock	10,000 (2)
Stock Option (Right to Buy)	\$ 4.53	03/10/2009	D		10,000 (2)	(8)(9)	01/11/2014	Common Stock	10,000 (2)
Stock Option (Right to Buy)	\$ 4.53	03/10/2009	A	10,000 (2)		(8)(9)	01/11/2018	Common Stock	10,000 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FirstMark Capital, L.L.C. 1221 SIXTH AVENUE				See Footnote 1

NEW YORK, NY 10020

LENIHAN LAWRENCE D JR  
 1221 SIXTH AVENUE X  
 NEW YORK, NY 10020

## Signatures

/s/ Brian Kempner, Chief Operating Officer & General Counsel

03/12/2009

\_\_Signature of Reporting Person

Date

/s/ Lawrence D. Lenihan, Jr., Director (1)

03/12/2009

\_\_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).

FirstMark Capital, L.L.C., a Delaware limited liability company ("FirstMark"), is an investment advisor acting on behalf of its clients' accounts. Mr. Lenihan is the Chief Executive Officer, Managing Director, and a member of FirstMark. Mr. Lenihan also serves on the

(1) Board of Directors of the Issuer and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest. FirstMark disclaims any obligation to file this report, and this report shall not be deemed an admission that FirstMark is subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the Issuer of such securities.

(2) FirstMark disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that FirstMark is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of such securities.

(3) This option is fully vested.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 12/14/2004 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 12/15/2005 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(5) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 12/15/2005 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(6) This option vests monthly over the course of four years beginning on December 28, 2006.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 3/28/2007 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(7) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 3/28/2007 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(8) This option vests monthly over the course of four years beginning November 15, 2007.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 1/18/2008 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

(9) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the deemed grant of a replacement option. The option was originally granted on 1/18/2008 to Lawrence D. Lenihan as compensation for his service as a member of the Board of Directors of the Issuer. The amendment consists solely of changing the term of the option from six years to ten years.

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.